

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of **CITYGOLD CREDIT CAPITAL LIMITED** will be held on Wednesday 26th day of September, 2018 at 11.00 A.M. at the Registered Office of the Company at Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 including Audited Balance Sheet as at March 31, 2018 the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.
2. To appoint Sh. Sanjeev Kumar Puri (DIN 02787155), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :-**3. TO RE-APPOINT MR. SAHIL PURI AS MANAGING DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to Section 196, 197,203 read with Schedule V, read with Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act,2013 (including any statutory amendment(s), modification(s), or re-enactment(s) therefore for time being in force), the approval of members of the Company be and are hereby accorded to appoint Mr. Sahil Puri as Managing Director of the Company at a remuneration within the limits as prescribed in section 197 read with schedule V of the Companies Act, 2013 for the period of five years, w.e.f. 30.12.2018 whose term will be liable to retirement by rotation on the terms and conditions including remuneration as may be approved by the board of directors (herein after referred to as “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) with liberty to the Board of Directors to alter and vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Mr. Sahil Puri, Managing Director.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mr. Sahil Puri, Managing Director as permissible under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such

alternations and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all formalities, acts, matter and things which may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board
For CITYGOLD CREDIT CAPITAL LIMITED

Date: - 14.08.2018	sd/- (Sahil Puri) Managing Director DIN: 06804517 H. No. 203, Krishna Nagar, Ludhiana- 141001	sd/- (Sanjeev Kumar Puri) Director & CFO DIN: 02787155 18-A, Model Gram, Nr. Railway Station, Ludhiana- 141002
Place: - Ludhiana		

NOTES:

- i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.**
- v) The register of members and the share transfer book of the company will remain closed from 19.09. 2018 to 26.09.2018 (both days inclusive).**
- vi) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.**
- vii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.**
- viii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.**
- ix) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.**
- x) Ms. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting**

process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

- xi)** The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website and website of CDSL and will be communicated to the stock exchanges.
- xii) Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means.
- xiii) The instructions for shareholders voting electronically are as under:**
 - a. The Members whose name appears in the Register of Members of the Company as on 18.09.2018 (CUT OFF DATE) may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 23.09.2018 at 9:00 AM and ends on 25.09.2018 at 05:00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
 - c. The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
 - d. Click on "Shareholders" tab.
 - e. Now Enter your User ID
 - I. For CDSL: 16 digits beneficiary ID,
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - III. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - f. Next enter the Image Verification as displayed and Click on Login.
 - g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the <CITYGOLD CREDIT CAPITAL LIMITED> on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non-Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18.09.2018 may follow the same instructions as mentioned above for e-voting.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and client ID for identification.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

To meet the requirement of Company Act, 2013 the Board of Directors in their meeting held on 14.08.2018 and also on the basis of recommendation of the Nomination and Remuneration Committee, proposed to re-appoint Sh. Sahil Puri (DIN 06804517), as Chairman cum Managing Director of the Company.

The term of directorship of Sh.Sahil Puri will be under the category of liable to retire by rotation. Sh.Sahil Puri who is existing Managing director in the board, is having very rich experience in relation to administration of business. It would be in the interest of the Company to appoint her as a Managing Director of the Company.

Pursuant to provision of Sec. 197 read with Schedule V of the Companies Act 2013, in the absence of inadequacy of profits in any financial year the remuneration as set out in the resolution to be paid as the minimum remuneration to Sh. Sahil Puri. The Board of Directors recommends the above resolution for your approval.

Sh. Sahil Puri, being the appointee himself and Sh. Sanjeev Kumar Puri, Director and Chief Financial Officer, being relative of Sh. Sahil Puri is interested in the proposed resolution.

Except them, none of the Directors or Key Managerial Personnel is interested in the resolution. The above may be treated as an abstract of the terms and conditions of the designation of Sh. Sahil Puri pursuant to Section 197 of the Companies Act, 2013.

Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) regarding the Directors seeking appointment/re-appointment in the AGM.

Name of the Director	Sh. Sanjeev Kumar Puri
Date of Birth	27/05/1964
Date of Appointment	15/05/2010
Qualification	Matriculation
Expertise in Specific functional Area	He has a very rich experience in Equity and Commodity Market
No. of Shares Held in the Company	75,200
Directorships held in other companies	Nil
Position held in mandatory committees of other companies	Nil
Relationship with other Directors	Sh. Sanjeev Kumar Puri does not have any pecuniary relationship with the Company.

NOTE: - Special Attention given towards a notification issued by SEBI as on 08.06.2018 regarding amendment to Regulation 40 of SEBI (LODR) regulation with reference to mandatory dematerialization for transfer of securities.

Kindly note that with effect from December 05, 2018, transfer of such securities in physical form will not be allowed except in case of transmission or transposition of securities.

Shareholders of company, who holds shares in the form of physical share certificate, can approach to the Company or Depository Participant to dematerialize such securities.

By Order of the Board

For CITYGOLD CREDIT CAPITAL LIMITED

sd/-

(Sahil Puri)

Managing Director

DIN: 06804517

H. No. 203, Krishna Nagar,

Ludhiana- 141001

sd/-

(Sanjeev Kumar Puri)

Director & CFO

DIN: 02787155

18-A, Model Gram,

Nr. Railway Station,

Ludhiana- 141002

Date: - 14.08.2018

Place: - Ludhiana

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the 25th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2018.

FINANCIAL RESULTS

Particulars	Amount (Rs. In Lakh)	
	2017-18	2016-17
Operating and other income	74.60	69.59
Profit/(Loss) before Depreciation ,exceptional and extra ordinary items and tax	6.46	4.16
Less: Depreciation	0.30	0.14
Profit/(Loss) for the year after depreciation before Tax and exceptional and extra ordinary items	6.16	4.02
Less: Exceptional and extra ordinary items	---	---
Profit/ (Loss) before Tax	6.16	4.02
Less: Provision for taxation	1.45	1.18
Profit/(Loss) after Tax	4.71	2.84

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, your company's operating and other income was Rs. 74.60 Lakh (previous year Rs. 69.59 Lakh). Company has earned a profit of Rs. 4.71 Lakh (Previous year profit Rs.2.84 Lakh) during the period under review.

INFORMATION ON STATE OF COMPANY'S AFFAIR

The Company has started its journey in the year 1993 with the sole objective to further broaden its business base in the Industry. Company is in motion to set up the business base steadily as per the changing environmental requirement. Company is dealing and trading in shares, securities, debentures and other investments with a vision to become the leading company in this segment.

DIVIDEND

During the year under review, the Company has earned profits of Rs.4.71 Lakh but the Board has decided to retain the profits for the further growth of the Company. Thus, your directors do not recommend any dividend for the year ended 31st March, 2018.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

During the F.Y 2017-18, the company has transferred Profit of Rs.471,464.45 to reserve termed as Statutory Reserve as per Section 45-IC of Reserve Bank of India Act, 1934.

CHANGES IN SHARE CAPITAL

There is no change in the share capital of the company during the Financial Year 2017-18.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The details in respect of internal financial controls and their adequacy are included in the Management Discussion & Analysis Report, which forms part of this report.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Company has not provided any kind of loan /guarantee during the year. The detail of investment has been done during the years is given under the Note No. 5 of Financial Statements annexed with this report.

AUDITOR'S**I) Statutory Auditors**

At the 24th Annual General Meeting held on 28th September, 2017, M/s Namita Singla & Co., Chartered Accountants, Ludhiana were appointed as Statutory Auditors of the Company to hold the office till the conclusion of 28th annual General Meeting of the company in terms of provisions of section 139(1) of the Companies Act, 2013. The Companies Amendment Act, 2017 has omitted the requirement of ratification of the appointment of statutory auditors at every annual general meeting; the relevant amendment made effective on May 07, 2018. Hence the ratification of appointment of Statutory Auditors at the ensuing 25th AGM is not required.

II) Secretarial Auditors

B.K. Gupta & Associates, Company Secretaries, Ludhiana has been appointed as Secretarial Auditors of the Company by the board to conduct the Secretarial audit for the financial year 2018-2019.

III) Internal Auditors

Mr. Narayan Dutt, Accountant has been appointed as an Internal Auditor of the company w.e.f. 30.09.2014 under section 138 of Companies Act, 2013 to conduct Internal Audit of functions and activities of the company.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Pursuant to Section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company required to

disclose information related to remuneration paid during the year. The detailed information in this regard is annexed to this report as “**Annexure I**”.

RELATED PARTY TRANSACTIONS

There was no related party transaction occurred during the year under review.

INVESTOR SERVICES

The Company is committed to provide the best services to the shareholders/ investors. M/s Link Intime India Private Limited, Mumbai is working as Registrars and Share Transfer Agents (RTA) of the Company for transfer, dematerialization of shares and other investor related services. No correspondence / enquiry from any shareholder/ investor are pending with the company for reply.

DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (I) OF THE COMPANIES, ACT 2013

No material changes and commitments have taken place between the end of the financial year of the Company to which Balance Sheet relates and date of report, which affects the financial position of the Company.

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

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy, technology absorption and Foreign exchange Earnings and outgo have not been furnished considering the nature of business activities undertaken by the Company during the year under review.

EXTRACT OF ANNUAL RETURN IN FORM MGT-9 AS PER THE REQUIREMENT OF SECTION 92(3), SECTION 134(3) (a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

In the compliance with the above said provision the extract of Annual Return for the financial year 2017-18 has been annexed with the Board’s Report in MGT-9, as “**Annexure II**”.

CHANGES IN NATURE OF BUSINESS

There is no change in the nature of business during the year under review.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no Subsidiary/Joint Venture or Associate Companies.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of Articles of Association of the Company, **Sh. Sanjeev Kumar Puri**, director of the company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommended his appointment for consideration of the members at their ensuing annual general meeting.

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

Presently, the Company has two Independent Directors namely, Sh. Varinder Kumar & Smt. Jasbir Kaur who has given declaration that they meet the eligible criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

NUMBER OF MEETINGS

During the Financial year 2017-18, 5 meetings of Board of Directors and 4 Meetings of Audit Committee and 4 Stakeholder Committee meetings were held. The Detailed information about the meetings is given in Corporate Governance Report which forms the part of Annual Report.

RISK MANAGEMENT POLICY

The Board of Directors of your Company has adopted the Risks Management Policy. The policy establishes the process for the management of risk faced by Citygold Credit Capital Limited. The aim of risk management is to maximize opportunities in all activities and to minimize adversity. This policy applies to all activities and processes associated with the normal operations of Citygold Credit Capital Limited.

The Board of Directors of the Company has adopted Risk Management Policy and the same is available on the following link :-

http://www.citygoldcreditcapitallimited.com/themes/site/images/Risk_Management_Policy_Citygold.pdf

EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT, 2013

Pursuant to the above said provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, directors individually as well as the evaluation of the Committees as per the Criteria laid down in the Nomination Remuneration Evaluation policy. Further the Independent directors have also reviewed the performance of the Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the Company taken into account the views of the Executive Directors and Non-Executive Directors vide there separate meeting held on 31.03.2018 at the Registered office of the Company.

AUDIT COMMITTEE

Your company has an Audit Committee as per the provision of Sec 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Audit Committee of the company constituted with the objective to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy.

The Audit Committee comprised with following 3 members:-

Sh. Varinder Kumar (Independent Director- Chairman),
 Smt. Jasbir Kaur (Independent Director-Member).
 Sh. Sahil Puri (Managing Director-Member)

The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report.

DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178(3) OF THE COMPANIES ACT, 2013

Your company has a Nomination and Remuneration Committee as per the provision of Sec 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of your Company in its meeting held on May 16, 2017 re-constituted Nomination & Remuneration Committee with the requisite terms of the reference as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Committee framed, adopted and recommended “Nomination & Remuneration Evaluation Policy” vide its committee meeting dated on May 16, 2017. The said policy is attached with the Board Report as per “Annexure III”.

DISCLOSURE IN RELATION TO VIGIL MECHANISM

The Policy is formulated to provide opportunity to employees and directors to report to management concerns about unethical behavior, actual or suspended fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors who express their concerns and also provides for direct access to Chairman/ Chairman of the Audit Committee in exceptional cases. The policy is applicable to all employees and directors of the Company.

The policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board may be accessed on the Company’s website at the link:

http://www.citygoldcreditcapitallimited.com/themes/site/images/Whistle_Blower_Policy_citygold.pdf

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Corporate Governance together with Auditor’s Certificate on compliance with this regard and Managing Director’s declaration in this regarding compliance of code of conduct by Board Members and Senior Management Personnel is attached and forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Annexure forming part of this Report.

SECRETARIAL AUDIT REPORT

Secretarial Audit Report in format MR-3 by B.K. Gupta & Associates, Secretarial Auditors in annexed with the Board Report. Secretarial Audit Report is annexed herewith as “**Annexure IV**”.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

(a)	In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
(b)	They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
(c)	They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
(d)	They had prepared the annual accounts on a going concern basis;
(e)	They had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
(f)	They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDIT’S REPORT

Auditors’ Report on the accounts is self-explanatory and does not contain any qualifications, reservation or adverse remarks.

GENERAL DISCLOSURE

Your Director state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under Review

1. Details relating to Deposits covered under Chapter V of the Companies Act, 2013 and provisions of RBI Act, 1934.
2. Issue of Equity Shares with Differential right, as to dividend, voting or otherwise.
3. Issue of shares with including Sweat Equity Shares to employees of the company under any scheme.
4. No significant or Material order were passed by the regulators or courts or tribunal which impact the going concern states and company’s operation in future, your director further state that during the year under review, there were no case filed pursuant to sexual harassment of women at workplace (Prevention, prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and look forward to the continuance of this supportive relationship in future.

Your Directors also places on record their deep sense of appreciation for the devoted services of the employees during the period under review.

By Order of the Board

For CITYGOLD CREDIT CAPITAL LIMITED

Date: - 14.08.2018
Place: - Ludhiana

sd/-
(Sahil Puri)
Managing Director
DIN: 06804517
H. No. 203, Krishna Nagar,
Ludhiana- 141001

sd/-
(Sanjeev Kumar Puri)
Director & CFO
DIN: 02787155
18-A, Model Gram,
Nr. Railway Station,
Ludhiana- 141002

Annexure I**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014****(1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:**

Median remuneration of all employees of the company for the Financial Year 2017-18	126000
The Percentage Increase in the median remuneration of employees in the Financial Year	0.00
The number of permanent employees on the roll of the Company as on 31.03.2018	6

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	Name of Employee	Date of Birth	Designation	Qualification	Total Experience	Date of Commencement of Employment in Citygold Credit Capital Limited	Remuneration drawn during the year (In Lakh)	Previous Employer
1	NARAYAN DUTT	10/12/1978	Accountant	B.A.	18 year	05/04/2015	1.86	N.A.
2	VIJAY KUMAR SHARMA	02/10/1942	Manager/incharge	M.A.	45 year	05/04/2015	1.98	N.A.
3	SANDEEP KUMAR	27/04/1983	Office Clerk	B.A.	12 year	05/04/2015	1.32	N.A.
4	MANOJ KUMAR	03/04/1981	Marketing Clerk	10 + 12	15 year	03/04/2017	1.08	N.A.
5	VIKAS (01.04.2017 TO 31.08.2017) AND GANESH KUMAR KHEMKA (01.09.2017 TO 31.03.2018)		Company Secretary	Company Secretary			1.20	N.A.
6	HARPREET KAUR	08/10/1993	Office Clerk		7 year	05/04/2015	0.90	N.A.

Name of Director/ KMP	Remuneration of Director/ KMP for F.Y. 2017-18	Ratio of Remuneration to median remuneration of all employees	% increase in remuneration in the F.Y. 2017-18	Comparison of the remuneration of the KMP against the performance of the Company
Independent Directors				
Sh. Varinder Kumar	Nil	N.A	Nil	Nil
Smt. Jasbir Kaur	Nil	N.A	Nil	Nil
Executive Directors/KMP				
Sh. Sahil Puri, Managing Director	No Remuneration paid to any director of the company			Profit of the company has been increased by 66% during the F.Y. 2017-18
Sh. Sanjeev Kumar Puri, E.D. cum CFO				
Mr. Vikas (CS) (From 01.04.2017 to 31.08.2017)	50,000	39.68		
Mr. Ganesh Kumar Khemka (CS)* (From 01.09.2017 to 31.03.2018)	70,000	55.56	N.A.	

Notes:

*Mr.Ganesh Kumar Khemka Company Secretary has been appointed during the F.Y. 2017-18, so % increase in the remuneration from the last year cannot be calculated.

- Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year 2017-18 and its comparison with the percentile increase in the managerial remuneration: - 6 Employees in the F.Y. 2017-18 were drawing salary of Rs. 8.34 Lakh as compared to 6 employees drawing salary of Rs. 8.34 Lakh in the F.Y. 2016-17. Not any managerial personnel in the company drawing any remuneration so comparison in this matter is not applicable.
- No employee of the company has been drawn remuneration more than One Crore and Two Lakh rupees.
- It is hereby affirmed that remuneration paid is as per the remuneration policy of the Company.

By Order of the Board
For CITYGOLD CREDIT CAPITAL LIMITED

Date: - 14.08.2018
Place: - Ludhiana

sd/-
(Sahil Puri)
Managing Director
DIN: 06804517
H. No. 203, Krishna Nagar,
Ludhiana- 141001

sd/-
(Sanjeev Kumar Puri)
Director & CFO
DIN: 02787155
18-A, Model Gram,
Nr. Railway Station,
Ludhiana- 141002

**FORM MGT-9
EXTRACT OF ANNUAL RETURN**

Annexure II

As on the financial year ended 31st March, 2018
(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12 (1) of Companies
(Management & Administrations) Rules, 2014)

I. REGISTRATION AND OTHER DETAILS:

CIN	L65921PB1993PLC013595
Registration Date	04/08/1993
Name of the Company	CITYGOLD CREDIT CAPITAL LIMITED
Category/ Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
Address of the registered office and contact details	Room No.555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana, Ph: 0161-2406111, 0161-3012041
Whether Listed Company Yes/No	Yes
Name, Address and contact details of Registrar & Transfer Agent	LINK INTIME INDIA PVT. LTD 44, Community Centre, 2nd Floor, Naraina Industry Area, Phase I, PVR Naraina, New Delhi-110028.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Sale of shares & securities	6612	75.81

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY:

Sr. No.	Name and Description of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares Held	Applicable Section
Not Applicable					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

1. Institution									
a) Mutual Funds	----	----	----	----	----	----	----	----	----
b) Banks/FI	----	----	----	----	----	----	----	----	----
c) Central Govt.	----	----	----	----	----	----	----	----	----
d) State Govt.	----	----	----	----	----	----	----	----	----
e) Venture Capital Fund	----	----	----	----	----	----	----	----	----
f) Insurance Companies	----	----	----	----	----	----	----	----	----
g) FIs	----	----	----	----	----	----	----	----	----
h) Foreign Venture Capital Funds	----	----	----	----	----	----	----	----	----
i) Other (Specify)	----	----	----	----	----	----	----	----	----
Sub-total (B)(1)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Non-Institution									
a) Bodies Corp.									
i) Indian	152010	0.00	152010	4.75	151500	0.00	151500	4.73	(0.02)
ii) Overseas	----	----	----	----	----	----	----	----	----
b) Individual									
i) Individual Shareholders Holding nominal Share capital Upto Rs.1 Lakh	56100	484890	540990	16.90	485400	55500	540900	16.90	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	669525	996275	1665800	52.09	699525	948275	1647800	51.49	0.60

c) Other (NRI, HUF, & Clearing Members)	153400	1900	155300	4.85	153400	1900	155300	4.85	0.00
Sub-total (B) (2):-	1031035	1483065	2514100	78.24	1489825	1005675	2495500	77.97	0.58
Total Public Shareholding (B)=(B)(1)+(B) (2)	1031035	1483065	2514100	78.24	1489825	1005675	2495500	77.97	0.58
C. Shares held by Custodian for GDRs & ADRs	----	----	----	----	----	----	----	----	----
Grand Total (A+B+C)	1512035	1688465	3200500	100.00	2194825	1005675	3200500	100	----

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [01.04.2017]			Shareholding at the end of the year [31.03.2018]			% Change in share holding
		No. of Shares	% of total Shares of the Com-Pany	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Com-Pany	% of Shares Pledged/encumbered to total shares	
1	Shiv Kumar Puri	140300	4.38	---	158800	4.96	---	0.58
2	Sahil Puri	40000	1.25	---	40000	1.25	---	---
3	Sanjeev Kumar Puri	75100	2.35	---	75200	2.35	---	---
4	Joginder Singh	55000	1.72	---	55000	1.72	---	---
5	Sakshi Puri	30000	0.94	---	30000	0.94	---	---
6	Madan Lal	336000	10.50	---	336000	10.50	---	---
7	Satnam Singh	10000	0.31	---	10000	0.31	---	---
	Total	686400	21.45	0.00	705000	22.03	0.00	0.58

(iii) Change in Promoter's Shareholding:

Sr. No.		Shareholding at the Beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
1.	SHIV KUMAR PURI				
	At the beginning of the year	140300	4.38	--	--
	Date	Reason			
	01.09.2017	Purchase	18500	0.58	158800
	At the end of the year (or on the date of separation, if separated during the year)	--	--	158800	4.96

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr. No		Shareholding at the beginning of the year [01.04.2017]		Cumulative Shareholding during the year [31.03.2018]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
	For Each of the Top 10 Shareholders				
1.	KULWANT SINGH				
	At the beginning of the year	260000	8.12		
	At the end of the year	--	--	260000	8.12
2.	HARVINDER SINGH				
	At the beginning of the year	227825	7.12		
	At the end of the year	--	--	232025	7.25
3.	SURYA SCRIPS PVT. LTD				
	At the beginning of the year	101500	3.17		
	At the end of the year	--	--	101500	3.17
4.	MANOJ KUMAR				
	At the beginning of the year	40000	1.25		
	At the end of the year	--	--	105000	3.28
5.	SUDHIR BAJAJ				
	At the beginning of the year	36300	1.13		
	At the end of the year			58300	1.82
6.	ARUN KUMAR BAJAJ				
	At the beginning of the year	35000	1.09		
	At the end of the year			57000	1.78
7.	APINDER RAJ SINGH				
	At the beginning of the year	50000	1.56		
	At the end of the year	--	--	50000	1.56
8.	POONAM BAJAJ				
	At the beginning of the year	40000	1.25		

	At the end of the year			50000	1.56
9..	SUNIL KUMAR (HUF)				
	At the beginning of the year	50000	1.56		
	At the end of the year	--	--	50000	1.56
10.	PRINCE SAGAR(HUF)				
	At the beginning of the year	50000	1.56		
	At the end of the year	--	--	50000	1.56

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year [01.04.2017]		Cumulative Shareholding during the year [31.03.2018]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	MADAN LAL				
	At the beginning of the year	336000	10.50		
	At the end of the year	--	--	336000	10.50
2.	JOGINDER SINGH				
	At the beginning of the year	55000	1.72		
	At the end of the year	--	--	55000	1.72
3.	SANJEEV KUMAR PURI				
	At the beginning of the year	75100	2.35		
	At the end of the year	--	--	75200	2.35
4.	SAHIL PURI				
	At the beginning of the year	40000	1.25		
	At the end of the year	--	--	40000	1.25
5.	VARINDER KUMAR				
	At the beginning of the year	24775	0.77		
	At the end of the year	--	--	--	--
6.	JASBIR KAUR				
	At the beginning of the year	30000	0.94		
	At the end of the year	--	--	30000	0.94

V. INDEBTEDNESS:

The Company has not obtained any Secured/ Unsecured Loans during the period under review.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

No Remuneration/sitting fee has been paid to the any Executive and Non-Executive Director's of the company and Key Managerial Personnel during the period under review.

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Vikas (CS) (From 01.04.2017 to 31.08.2017)	Mr. Ganesh Kumar Khemka (CS) (From 01.09.2017 to 31.03.2018)	Sanjeev Kumar Puri (CFO)	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) Income-tax Act,1961	50,000 -- --	70,000	-- -- --	1,20,000 -- --
2.	Stock Option	--		--	--
3.	Sweat Equity	--		--	--
4.	Commission -as % of profit - others, specify	--		--	--
5.	Others, please specify	--		--	--
	Total	50,000	70,000	--	1,20,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

By Order of the Board

For CITYGOLD CREDIT CAPITAL LIMITED

Date: - 14.08.2018
Place: - Ludhiana

sd/-
(Sahil Puri)
Managing Director
DIN: 06804517
H. No. 203, Krishna Nagar,
Ludhiana- 141001

sd/-
(Sanjeev Kumar Puri)
Director & CFO
DIN: 02787155
18-A, Model Gram,
Nr. Railway Station,
Ludhiana- 141002

Annexure-III**NOMINATION AND REMUNERATION POLICY OF
CITYGOLD CREDITCAPITALLIMITED**

(U/s 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. PREFACE:

In pursuance of the Citygold Credit Capital Limited policy to consider human resources as its invaluable assets, to pay appropriate remuneration to all Directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been re-constituted by the Board of Directors in their meeting held on May 16, 2017.

2. OBJECTIVES:

- a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- b) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the similar industry.
- c) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

3. DEFINITIONS:**(a) Key Managerial Personnel:**

- (i) Managing Director;
- (ii) Company Secretary;
- (iii) Chief Executive officer
- (iv) Chief Financial Officer; and
- (v) Such other officer as may be prescribed.

- (b) **Senior Management:** Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the Executive Directors including all functional heads.

4. APPLICABILITY:**The Policy is applicable to:**

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

5. ROLE OF COMMITTEE:**The role of the Committee, inter alia, will be the following:**

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- b) to recommend to the Board the appointment and removal of Senior Management;
- c) To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
- d) To recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management;
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan

6. MEMBERSHIP:

- a) The Committee shall consist of a minimum 3 non-executive directors, out of which half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

7. CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

8. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

9. COMMITTEE MEMBERS INTERESTS:

- a). A member of the Committee is not entitled to be present when his/her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

10. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

11. VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

12. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training program in place for new Directors and members of Senior Management and reviewing its effectiveness.
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions provided under the Companies Act, 2013.
- c) Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.
- d) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan.
- e) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective.
- f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- g) Due to reasons for any disqualification mentioned in the Companies Act, 2013 read with rules made there under, recommending, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel.
- h) Delegating any of its powers to one or more of its members of the Committee.
- i) Recommend any necessary changes in this policy to the Board.
- j) Considering any other matters as may be required by the Board.

13. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company.
- c) To delegate any of its powers to one or more of its members of the Committee.
- d) To consider any other matters as may be required by the Board.

14. MINUTES OF COMMITTEE MEETING:

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

15. EFFECTIVE DATE & AMENDMENTS:

This policy will be effective from May 16, 2017 and may be amended subject to the approval of Board of Directors.

By Order of the Board

For CITYGOLD CREDIT CAPITAL LIMITED

sd/-
(Sahil Puri)
Managing Director
DIN: 06804517
H. No. 203, Krishna Nagar,
Ludhiana- 141001

sd/-
(Sanjeev Kumar Puri)
Director & CFO
DIN: 02787155
18-A, Model Gram,
Nr. Railway Station,
Ludhiana- 141002

Date: - 14.08.2018
Place: - Ludhiana

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Non-Banking Financial Companies (NBFCs) have become an integral part of India's financial system. In recent times NBFCs have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers. In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz. local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban areas. NBFCs are playing significant role in financing needs and have reached the gross root level through Micro finance.

OPPORTUNITIES& THREATS, RISKS & CONCERNS, PERFORMANCE AND OUTLOOK

The company bears the normal risk in terms of inherent business risk in the kind of business the company is into. The Board of the company has taken a balanced approach for investing in these activities. After bad experience in the past, the Board is adopting a cautious approach and not an aggressive one. After stabilization for existing business, the company will foray into other related areas to have good growth in future.

INTERNAL CONTROL AND THEIR ADEQUACY

Internal control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place and further supplemented by MIS which provided for planned expenditure and information in disposal and acquisition of assets.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company has achieved a turnover of Rs. 74.60 Lakh and has earned profit of Rs. 4.71 Lakh during the year under review.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT, INCLUDING NO. OF PEOPLE EMPLOYED

Your company continues to lay great stress on its most valuable resource people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety products and services to the customers of the company. The company had 6 employees as on 31st March, 2018.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing our company objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence company operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factor.

CORPORATE GOVERNANCE REPORT

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interest of all stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. It provides a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and accepted best practices.

The aim of 'Good Corporate Governance' is to manage affairs of the Company in a transparent manner in order to maximize long-term value of the Company for the benefits of its shareholders and all other stakeholders.

1. A brief statement on Company's Philosophy on code of Corporate Governance.

This Report on Corporate Governance forms part of the Annual Report. Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices which ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society.

The Principles of Corporate Governance and Code of Business Principles are the cornerstones of your Company. Your Company believes these principles distinguish a well-managed Company from a not so well managed Company. These principles ensure transparency, integrity and accountability which are vital for the long and sustained growth of your Company.

Your Company has been practicing these principles long before these were made mandatory for listed Companies.

Your Company's endeavor has always been to engage persons of eminence as independent directors who can contribute to the corporate strategy, provide an external perspective and be a source of challenge and evaluation wherever appropriate. Your Company has the good fortune of having independent directors.

2. Board of Directors

a) Size and composition of the Board

The Company has a strong and broad-based Board consisting of Six Directors with adequate blend of professionals, executive, non-executive and independent Directors. The Composition of the Board of Directors comprises of eminent and distinguished personalities, two of which are Executive Directors and Four Non-Executive Directors. The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors are given hereunder:-

Name	Designation	Category	Number of Directorships held#	Number of Board Committee memberships held@	Number of Board Committee Chairmanships held@
Sh. Sahil Puri	Managing Director	Promoter	1	2	0
Sh. Joginder Singh	Non-Executive Director	Non Promoter	1	0	0
Sh. Sanjeev Kumar Puri	Executive Director & CFO	Promoter	1	0	0
Sh. Varinder Kumar	Non-Executive Director	Independent	1	3	2
Smt. Jasbir Kaur	Non-Executive Director	Independent	2	2	0
Sh. Madan Lal	Non-Executive Director	Non Promoter	2	2	1

#including Citygold Credit Capital Limited

@ Board Committee for this purpose includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee (Including Board Committee of Citygold Credit Capital Limited).

None of the Directors is a member of more than 10 Board level Committees or a Chairman of more than 5 such Committees as required under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Number of Board Meetings

During the year under review, Five Board Meetings were held on the following dates:

Date of Board Meeting	Board Strength	Number of Directors present
16 th May, 2017	6	6
10 th August, 2017	6	6
08 th September, 2017	6	6
14 th November, 2017	6	6
10 th February, 2018	6	6

c) Directors' Attendance Record and directorships held

The following table gives details of the Directors' Attendance Record at the Board Meetings

Name of the Director	Number of Board Meetings	
	Held	Attended
Sh. Sahil Puri	5	5
Sh. Joginder Singh	5	5
Sh. Sanjeev Kumar Puri	5	5
Sh. Varinder Kumar	5	5
Smt. Jasbir Kaur	5	5
Sh. Madan Lal	5	5

d) BOARD COMMITTEES

The Board has constituted the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees. Recommendations/decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

➤ **AUDIT COMMITTEE**

The Audit Committee consists of three directors i.e. Sh. Varinder Kumar (Chairman), Smt. Jasbir Kaur and Sh. Sahil Puri, Members of the Committee.

The committee met four times during the financial year 2017-18 on 16th May 2017, 10th August 2017, 14th November 2017 and 10th February, 2018 the details of which are as under:

Director	No of Meetings	
	Held	Attended
Sh. Varinder Kumar	4	4
Smt. Jasbir Kaur	4	4
Sh. Sahil Puri	4	4

No Sitting Fees was paid during the year for attending meetings of Audit Committee.

➤ **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee consists of three members Sh. Madan Lal (Chairman), Sh. Varinder Kumar and Sh. Sahil Puri, Members of the Committee.

The Committee met four times during the financial year on 16th May 2017, 10th August 2017, 14th November 2017 and 10th February 2018 the details of which are as under :-

Director	No of Meetings	
	Held	Attended
Sh. Madan Lal	4	4
Sh. Varinder Kumar	4	4
Sh. Sahil Puri	4	4

Mr. Ganesh Kumar Khemka, Company Secretary of the Company is the Compliance Officer of the company.

No Sitting Fees was paid during the year for attending meetings of Stakeholders Relationship Committee. No investor grievance was pending on March 31, 2018.

➤ **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee consists of three members

Sh. Varinder Kumar (Chairman), Smt. Jasbir Kaur and Sh. Madan Lal, Members of the Committee.

No meeting has been held during the financial year 2017-18.

3. Management

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Code of Conduct

The Board has laid down a code of conduct for all Board members and Senior Management of the Company. All Board members and Senior Management Personnel have complied with the Code of Conduct. Declaration to this effect signed by the Chairman-cum-Managing Director is enclosed with the Annual Report.

5. Shareholders

a) Disclosures regarding appointment or re-appointment of Directors

- i. According to the Articles of Association of the Company, one third of such of the Directors for the time being are liable to retire by rotation, shall retire and, if eligible, offer themselves for re-election at the Annual General Meeting. Accordingly, Sh. Madan Lal director of the company retires by rotation in the ensuing Annual General Meeting and offering himself for re-appointment. The Board has recommended the re-election of Sh. Madan Lal to the shareholders.

b) Communication to Shareholders

The quarterly, half yearly and annual results are generally published in Business Standard and Desh Sewak.

c) Compliance Officer

Mr. Ganesh Kumar Khemka is the Compliance Officer of the Company. He can be contacted for any investors' related matter relating to the Company. His contact nos. is 0161-2406111 and e-mail ID is cgcl1993@gmail.com

d) General Body Meetings

The details of last three Annual General Meetings were held as per the details given below:

Year	Venue	Date & Time
2016-2017	Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001	28 th September, 2017 at 3:00 PM
2015-2016	Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001	29 th September, 2016 at 3:30 PM
2014-2015	Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001	30 th September, 2015 at 05:00 p.m.

e) Postal Ballot:

There was no resolution passed by members of the company through postal ballot during the year.

6. General Shareholders Information

The following information would be useful to our shareholders:

a) Annual General Meeting

Date & Time: 26.09.2018 at 11.00 A.M.
Venue: Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001
Financial Year: 1 st April 2017 to 31 st March 2018.

b) Financial Calendar:

Last financial year of the Company was of twelve months from 1st April, 2017 to 31st March, 2018. Tentative financial calendar of the Company for the year 2018-2019 shall be as follows:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 th June, 2018	During August,2018
Financial Results for the quarter ending 30 th September, 2018	During November,2018
Financial Results for the quarter ending 31 st December, 2018	During February,2019
Financial Results for the quarter ending 31 st March, 2019	During May,2019

c) Date of Book Closure:

19.09.2018 to 26.09.2018 (both days inclusive)

d) The shares of the Company are listed on the following stock exchange:

Name and Address of Stock Exchanges	Stock Code
Metropolitan Stock Exchange of India Limited	CITYGOLD

There are no pending dues with Metropolitan Stock Exchange of India Limited.

e) Registrar & Transfer Agent

Link Intime India Pvt. Ltd.
 C-13, Pannalal Silk Mills Compound,
 LBS Marg, Bhandup (West), Mumbai-400078
 Phones: 022-25963838
 E-mail: Mumbai@linkintime.co.in

f) Market price data

There is no data available on the MSEI site regarding high and low value of the Market Price of the share of the company because the shares of the company are not traded on MSEI.

g) Share transfers

Share transfers are done by the Company's Registrar and Share Transfer agents Link Intime India Pvt. Ltd., Mumbai. Share transfers are registered and returned within a period of 30 days from the date of receipt.

h) Dematerialization of Shares

48.75% of Equity Shares of the Company are in dematerialized form as on 31st March, 2018. The shares of the Company are available for dematerialization with both the depositories i.e. NSDL and CDSL vide ISIN No. INE868D01016

i) Outstanding Convertible Instruments

The Company has no outstanding convertible instruments.

j) Shareholding Pattern:

Shareholding pattern of Citygold Credit Capital Limited as on March 31, 2017 and March 31, 2018 for the purpose of reporting in the Annual Report of the Company for the year 2017-18 is given as under:

Category	As on 31.03.2018		As on 31.03.2017	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group	7,05,000	22.03	6,86,400	21.45
Mutual Funds/ UTI	---	---	---	---
Body Corporate	1,51,500	4.73	1,52,010	4.75
NRIs	---	---	---	---
Others	23,44,000	73.24	23,62,090	73.80

k) Distribution of Shareholding

As on March 31, 2018 the distribution of shareholding was as follows:

Range No of Shares	Shareholders		No. of Shares / Debentures	
	Number	% of Total No.	Number	% of Total No.
Up to 500	468	74.64	48810	1.53
501 to 1000	6	0.95	4300	0.13
1001 to 2000	21	3.35	36700	1.15
2001 to 3000	16	2.55	42200	1.32
3001 to 4000	8	1.28	30200	0.94
4001 to 5000	25	3.99	124400	3.89
5001 to 10000	37	5.90	319590	9.98
10001 And Above	46	7.34	2594300	81.06
Total	627	100.00	3200500	100.00

I) Address for Correspondence

Citygold Credit Capital Limited,
 Regd. Office: Room No. 555, 5th Floor, LSE Building,
 Feroze Gandhi Market, Ludhiana, Punjab 141001
 Phone Nos.:0161-2406111

By Order of the Board
 For CITYGOLD CREDIT CAPITAL LIMITED

Date: - 14.08.2018
 Place: - Ludhiana

sd/-
 (Sahil Puri)
 Managing Director
 DIN: 06804517
 H. No. 203, Krishna Nagar,
 Ludhiana- 141001

sd/-
 (Sanjeev Kumar Puri)
 Director & CFO
 DIN: 02787155
 18-A, Model Gram,
 Nr. Railway Station,
 Ludhiana- 141002

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

To

The Board of Directors

Citygold Credit Capital Limited,

We, Sahil Puri, Managing Director & Sanjeev Kumar Puri, Chief Financial Officer of the Company hereby certify that :-

- a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2018 and to the best of our knowledge and belief;
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations;
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct;
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have not found any significant deficiencies in the design or operation of such internal controls;
- d) We have indicated to the Auditors and the Audit Committee that there are:
 - i. No significant changes in internal control over financial reporting during the year;
 - ii. No significant changes in accounting policies during the year; and
 - iii. No instances of significant fraud have come to our notice, which involve the management or an employee of the Company having significant role in the Company's internal control system.

By Order of the board

For CITYGOLD CREDIT CAPITAL LIMITED

sd/-
(Sahil Puri)
Managing Director

sd/-
(Sanjeev Kumar Puri)
Director & CFO

Date : 14.08.2018

Place : Ludhiana

STATUTORY AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members
Citygold Credit Capital Limited

We have examined the compliance of the conditions of the Corporate Governance by Citygold Credit Capital Limited for the year ended 31st March 2018, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period April 1, 2017 to March 31, 2018.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and Management, we certify that:

- (i) The Paid-up Equity Share Capital of the Company as on March 31, 2018 is Rs. 3,20,05,000/- (Rupees Three Crores Twenty Five Lakh Five Thousand).
- (ii) The Net Worth of the Company as on March 31, 2018 is Rs. 3,13,290,40/- (Rupees Three Crores Thirteen Lakhs Twenty-Nine Thousand and Forty only).

Accordingly, as per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 compliance of conditions of Corporate Governance is not applicable on the Company. However, the Company has voluntarily complied with the conditions of the Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

We state that no investor grievance is pending for a period of exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

For Namita Singla & Co.
Chartered Accountants

sd/-
 (Namita Singla)
 Proprietor
 M. No. 509039
 FRN: 021647N

Date :- 14.08.2018
 Place :- Ludhiana

Declaration under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, Sahil Puri, Managing Director of the Company hereby declare that Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

For and on behalf of the Board
For Citygold Credit Capital Limited

sd/-
(Sahil Puri)
DIN: 06804517
Managing Director
H. No. 203, Krishna Nagar,
Ludhiana- 141001

Date: 14.08.2018
Place: Ludhiana

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

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

To
The Members
Citygold Credit Capital Limited
Room No. 555, 5th Floor
LSE Building, Feroze Gandhi Market
Ludhiana-141001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Citygold Credit Capital Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Oversea Direct Investment and External Commercial Borrowings :-Not Applicable during the audit period.

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- .
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not applicable during the audit period;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-Not applicable during the audit period;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-Not Applicable during the audit period;
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable during the audit period; and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not Applicable during the audit period;

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

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

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

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

As company is not a manufacturing company and it has only 6 employees during the financial year 2017-18, so labour laws and environmental laws is not applicable to the company.

For **B.K. Gupta & Associates**
Company Secretaries

sd/

(Bhupesh Gupta)

FCS No.:4590

C P No.: 5708

Date :- 14.08.2018

Place: - Ludhiana

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

Annexure:-A

To
The Members
Citygold Credit Capital Limited
Room No. 555, 5th Floor
LSE Building, Feroze Gandhi Market
Ludhiana-141001

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

Date: 14.08.2018

Place: Ludhiana

For **B.K. Gupta & Associates**

Company Secretaries

sd/-
(Bhupesh Gupta)
FCS No.:4590
C P No.: 5708

Independent Auditor's Report

To the Members
City Gold Credit Capital Limited
Ludhiana

Report on the Financial Statements

We have audited the accompanying financial statements of City Gold Credit Capital Limited ('the Company'), which comprise the balance sheet as at 31 March 2018, 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There are no pending litigations against Company.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred if any, to the Investor Education and Protection Fund by the Company.

For Namita Singla & Co.

Chartered Accountants

Firm’s registration number : 021647N

sd/-

(Namita Singla)

(Proprieter)

Membership number : 509039

Place :- Ludhiana

Date : 30.05.2018

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) There is no immovable property held in the name of company as on 31st March 2018

- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

- (iii) The Company has not granted loans, secured or unsecured to company firm, LLP or any other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

- (iv) The Company has not granted any loans, or made any Investment, or granted any security or guarantee on behalf of director as per Section 185 of the Companies Act, 2013.

- (v) The Company has not accepted any deposits from the public.

- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under has been transferred to such fund within time.

- (viii) The company has not raised any loan or borrowing from any financial Institutions, bank, government or any debenture holder.

- (ix) The company has not raised any money either by IPO/FPO or term loan during the year ended 31st March, 2018.

- (x) According to the information and explanations given to us no fraud either by the company or any of its officer has been noticed or reported during the year ended 31st March, 2018.

- (xi) No managerial remuneration has been paid during the year ended 31st March 2018.

- (xii) The company is the Non-Banking financial Company, provisions of Nidhi company is not applicable to the company.

- (xiii) According to the information and explanations given to us, no related party transactions as per Companies Act, 2013 has been made during the year ended 31st March, 2018.

- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year ended 31st March 2018.

- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) The company is required to get registered under section 45-IA of Reserve bank of India Act, 1934 and yes, the company is registered under the said section.

For Namita Singla & Co.

Chartered Accountants

Firm's Registration Number: 021647N

sd/-

(Namita Singla)

Proprietor

Membership Number : 509039

Ludhiana

Place : Ludhiana

Date : 30.05.2018

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of City Gold Credit Capital Limited ('the Company') as of March 31, 2018 in conjunction with our audit of financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating

effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential

components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Namita Singla & Co.

Chartered Accountants

Firm's Registration Number: 021647N

sd/-

(Namita Singla)

Proprietor

Membership Number : 509039

Ludhiana

Place : Ludhiana

Date : 30.05.2018

BALANCE SHEET AS AT MARCH 31, 2018

EQUITY & LIABILITIES	NOTE NO.	For the year ended 31st March 2018	For the year ended 31st March 2017
Equity			
a) Equity Share Capital	1	32,005,000.00	32,005,000.00
b) Other Equity	2	(675,960.42)	(1,147,424.87)
Liabilities			
Non Current Liabilities			
a) Financial Liabilities			
i) Borrowings		--	--
ii) Trade Payables		--	--
iii) Other Financial Liabilities (Other than those specified in item (b), to be specified)		--	--
b) Provisions		--	--
c) Deferred Tax Liabilities (Net)		4,149.00	5,225.00
d) Other Non Current Liabilities		--	--
Current Liabilities			
a) Financial Liabilities			
i) Borrowings		--	--
ii) Trade Payables		--	--
iii) Other Financial Liabilities (Other than those specified in item (c), to be specified)		-	-
b) Other Current Liabilities	3	70,900.00	107,250.00
c) Provisions		-	-
d) Current Tax Liabilities (Net)		-	-
Total Equity & Liabilities		31,404,088.58	30,970,050.13
ASSETS	NOTE NO.	For the year ended 31st March 2018	For the year ended 31st March 2017
1) Non Current Assets			
a) Property, Plant & Equipment	4	102,692.80	56,578.80
b) Capital Work in Progress		-	-
c) Investment Property		-	-
d) Goodwill		-	-
e) Other Intangible Assets		-	-
f) Intangible Assets under Development		-	-
g) Biological Assets other than bearer plants		-	-
h) Financial Assets			
i) Investments	5	5,013,945.00	4,050,000.00
ii) Trade Receivables		-	-
iii) Loans		-	-
iv) Others (to be specified)		-	-
i) Deferred Tax Assets (Net)		-	-

j) Other Non Current Assets		-	-
2) Current Assets			
a) Inventories	6	1,634,737.00	3,220,125.00
b) Financial Assets		-	-
i) Investments		-	-
ii) Trade Receivables		-	-
iii) Cash & Cash Equivalents	7	2,055,004.80	1,394,277.57
iv) Bank Balances other than in (iii) above		-	-
v) Loans	8	22,562,565.55	21,200,398.76
vi) Others (to be specified)	8a	-	1,021,904.00
c) Current Tax Assets (Net)		-	-
d) Other Current Assets	9	35,143.43	26,766.00
Total Assets		31,404,088.58	30,970,050.13

See accompanying notes forming part of the financial statements

In the opinion of the Board, the current assets, loans & advances are approximately of the value stated, if realized in the ordinary course of business.

In terms of our report attached.

For Namita Singla & Co.
Chartered Accountants

For and on behalf of the Board of Directors

sd/-
(Namita Singla)
Proprieter

sd/-
(SAHIL PURI)
Managing Director
DIN: - 06804517

sd/-
(SANJEEV KUMAR PURI)
Director Cum CFO
DIN: - 02787155

Place : Ludhiana
Date : 30.05.2018

sd/-
(GANESH KUMAR KHEMKA)
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED AS ON MARCH 31, 2018

SR NO.	PARTICULARS	NOTE NO.	Amount (in Rs.)	
			For the year ended 31 st March 2018	For the year ended 31 st March 2017
1	Revenue from Operations	9	5,655,835.03	5,279,133.64
2	Other Income	10	1,804,526.00	1,679,606.26
3	Total Income (1+2)		7,460,361.03	6,958,739.90
4	Expenses			
	Cost of Material Consumed		-	-
	Purchase of Stock In trade	11	3,955,242.45	6,414,468.22
	Change in inventories of Finished Goods, Stock in Trade and work in progress	12	1,585,388.00	(1,205,579.00)
	Employee Benefit Expenses	13	834,000.00	778,222.00
	Finance Cost	14	4,441.25	1,183.75
	Depreciation and Amortization Expenses	1	30,336.00	14,329.00
	Other Expenses	15	435,281.31	554,251.32
	Total Expenses (4)		6,844,689.01	6,556,875.29
5	Profit/(Loss) before Exceptional Items & tax (3-4)		615,672.02	401,864.61
6	Exceptional Items		-	-
7	Profit/(Loss) before tax (5-6)		615,672.02	401,864.61
8	Tax Expenses			
	Current Tax		145,283.57	117,228.00
	Deferred Tax		(1,076.00)	649.00
9	Profit/(Loss) for the period from Continuing Operations (7-8)		471,464.45	283,987.61
10	Profit/(Loss) for the period from Discontinued Operations		-	-
11	Tax Expenses of Discontinued Operations		-	-
12	Profit/(Loss) from Discontinued Operations		-	-
13	Profit/(Loss) for the period (9+12)		471,464.45	283,987.61
14	Other Comprehensive Income			
A	i) Items that will not be reclassified to profit or loss		-	-
	li) Income Tax relating to items that will not be reclassified to profit or loss		-	-
B	i) Items that will be reclassified to profit or loss		-	-
	li) Income Tax relating to items that will be reclassified to profit or loss		-	-
15	Total Comprehensive Income for the period (13+14)		471,464.45	283,987.61

16	Earning per Equity Share (For Continuing Operations)			
	i)Basic		0.15	0.09
	ii)Diluted		0.15	0.09
17	Earning per Equity Share (For Discontinued Operations)			
	i)Basic		-	-
	ii)Diluted		-	-
18	Earning per Equity Share (For Continuing & Discontinued Operations)			
	i)Basic		0.15	0.09
	ii)Diluted		0.15	0.09

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Namita Singla & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Namita Singla
Proprieter

Sd/-
(SAHIL PURI) (SANJEEV KUMAR PURI)
Managing Director Director Cum CFO
DIN: - 06804517 DIN: - 02787155

Place : Ludhiana
Date : 30.05.2018

Sd/-
(GANESH KUMAR KHEMKA)
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Amount In Rs.

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	615672.02	283,987.61
<i>Adjustments for:</i>		
Depreciation and amortization	30336.00	14,329.00
Extra Ordinary Items	-	
(Profit) / loss on sale / write off of asset	-	-
Finance cost	4441.25	1,183.75
Transfer to Statutory Reserves	-	-
Interest income	-	-
Dividend income	-	-
Operating profit / (loss) before working capital changes	650,449.27	299,500.36
<i>Changes in working capital</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables		
Short-term loans and advances	(1362166.79)	1,765,998.24
Inventories	1585388.00	(1,205,579.00)
Long-term loans and advances		
Other current assets		(26,766.00)
Other non-current assets	1021904.00	(3,648,500.00)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	(36,350.00)	(91,630.00)
Other current liabilities		649.00
Short-term provisions		
	1208775.21	(3,205,827.76)
Cash flow from extraordinary items	-	-
Cash generated from operations	1859224.48	(2,906,327.40)
Net income tax (paid) / refunds	153661.00	-
Net cash flow from / (used in) operating activities (A)	(1705563.48)	(2,906,327.40)

B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	76,450.00		(21,410.00)	
Proceeds from sale of fixed assets	-		-	
Interest received	-		-	
Dividend received	-		-	
Cash flow from extraordinary items	-		-	
Change in long term investments	963,945.00		-	
Net cash flow from / (used in) investing activities (B)		(1,040,395.00)		(21,410.00)
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-		-	
Net increase / (decrease) in working capital borrowings	-		-	
Finance cost	4441.25		1,183.75	
Net cash flow from / (used in) financing activities (C)		(4,441.25)		(1,183.75)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		660727.23		(2,928,921.15)
Cash and cash equivalents at the beginning of the year		1394277.57		5,345,102.72
Cash and cash equivalents at the end of the year		2055004.80		(2,416,181.57)
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 7)		2,055,004.80		2,416,181.57
Less: Bank balances not considered as Cash and cash equivalents		--		--
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)		2,055,004.80		2,416,181.57
Add: Current investments considered as part of Cash and cash equivalents		--		--
Cash and cash equivalents at the end of the year *		2,055,004.80		2,416,181.57
* Comprises:				
(a) Cash on hand		153609.51		340,795.51
(b) Cheques, drafts on hand		-		198,475.00
(c) Balances with banks				
(i) In current accounts		1,901,395.29		855,007.06
(d) Others (FDR)		-		1,021,904.00
(e) Current investments considered as part of Cash and cash equivalents				
		2,055,004.80		2,416,181.57

Notes:

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
- (ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

In terms of our report attached.

In terms of our report attached.

For Namita Singla & Co.

Chartered Accountants

sd/-

(Namita Singla)

Proprietor

For and on behalf of the Board of Directors

Sahil Puri

Managing Director

Place : Ludhiana

Date : 30.05.2018

CITY GOLD CREDIT CAPITAL LTD**Schedule - Accounting Policies and Notes on Account****A. Background**

The Company is dealing and trading in shares, securities, debentures and other investments.

B. Significant Accounting Policies

The Company is a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company. The significant accounting policies are predominantly presented below as notified under the Companies (Accounting Standards) Rules, 2006 (as amended).

1. Basis of Accounting

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and in case of assets for which provision for impairment is made. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The preparation of the financial statements in conformity with the Generally Accepted Accounting principles requires the management of the Company to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported balances of assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include provisions for doubtful debts and advances, future obligations under employee retirement benefit plans, useful lives of fixed assets, estimated market breakage of containers, contingencies, etc. Actual results could differ from those estimates.

2. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

a. Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.

b. Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

3. Government Grants

The company has not obtained any grants from any government(s).

4. Fixed Assets

Fixed Assets are stated at cost of acquisition and includes other incidental expenses, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable such as duties [net of CENVAT], freight, erection and commissioning and installation expenses incurred in bringing the assets to its working condition for its intended use. Government Grants against Fixed Assets are reduced from the cost of Fixed Assets.

Capital work-in-progress includes Capital advances and pre-operative expenses that represent direct costs and other expenses incidental to the acquisition/construction of assets. These are apportioned to respective assets and are capitalized as per the "Guidance Note on Treatment of Expenditure during Construction Period" issued by the Institute of Chartered Accountants of India.

Leasehold improvements represent expenses incurred towards civil works, interior furnishings, etc of the leasehold premises at various locations.

5. **Impairment**

- i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- ii. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- iii. A previously recognized impairment loss is increased or reversed, if any, depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

6. **Intangibles**

a. **Software**

Software is stated at cost of acquisition of licenses and includes all attributable costs of bringing the software to its working condition for its intended use.

b. **Goodwill**

Goodwill represents the excess of purchase consideration paid over the value of Net Assets acquired. The carrying value of intangible assets is reviewed for impairment annually, when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

7. **Leases**

Where the Company is the lessee:

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

Where the Company is the Lessor:

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the Profit and Loss Account on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the Profit and Loss Account. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Profit and Loss Account.

8. Depreciation / Amortization

- I) Depreciation on Fixed Assets is provided from the date of addition using the Written Down Value Method at the rates based upon useful life of the assets estimated by the management, which are greater than or equal to the corresponding rates prescribed in Schedule II of the Companies Act, 2013. Fixed Assets, excepting Sales Generating Assets, which have a value less than Rs. 5,000 are depreciated fully in the year of purchase.

Type of Asset	Rates of depreciation
i) Lease hold Land	AS PER SCHEDULE II TO COMPANIES ACT, 2013
ii) Leasehold improvement	
iii) Furniture & fixture	
iv) Cooler	
v) Batteries & UPS	
vi) Computer & Printer	

Notes:

- a) Assets leased out under operating leases are depreciated in accordance with the depreciation policy of the Company.
- b) Assets acquired under finance lease are depreciated in accordance with the depreciation policy of the Company.
- II) Amortization
- a) Goodwill over a period of 5 years

9. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

10. Inventories

Inventories have been valued as follows:

Shares, Stocks & Investments	At Cost or Market Price, whichever is lower.
------------------------------	--

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

11. Retirement and other Employee Benefits

- a. Provident Fund

Provident Fund is accrued in terms of contracts with the employees and provisions of the Employees' Provident Fund & Miscellaneous Provisions Act, 1952 and is charged to the Profit and Loss Account.

- b. Superannuation

Superannuation benefit is accrued as per terms of contract with employees and charged to the Profit and Loss Account.

- c. Gratuity

Liability for gratuity is computed and provided on actual payment basis. However, at present the provisions of Gratuity act are not applicable to the company.

d. Leave Encashment

Payments made under Leave Encashment are charged to the Profit & Loss account in the year in which the scheme is opted by the employees.

e. Voluntary Retirement Scheme

Payments made under Voluntary Retirement Schemes are charged to the Profit & Loss account in the year in which the scheme is opted by the employees.

12. Taxes on Income

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

13. Foreign Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. No such transactions have taken place during the year.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. Since no foreign currency transactions are recorded, hence no measurement has been done either at the closing date or that during the year.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise, except which are related to acquisition of Fixed Assets acquired from outside India. In case of acquisition of Fixed Assets from outside India, such exchange differences are capitalized. No exchange differences are reported during the year in view of Nil foreign currency transactions.

14. Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

15. Cash Flow Statement

Cash flow Statement is prepared and being annexed in view of them being mandatory.

16. Transfer to Statutory Reserve

Company has transferred the amount of Rs. 94292.89 to Statutory Reserve as per Sec 45-IC of RBI Act, 1934.

Notes Forming Part of the Financial Statements

Note 1 Equity Share capital

Particulars	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
(a) Authorized 3500000 Eq. shares of Rs.10/- each with voting rights (Previous Year 3500000 Eq. Shares of Rs.10/- Each)	3,500,000.00	35,000,000.00	3,500,000.00	35,000,000.00
(b) Issued, Subscribed and fully paid up 3200500 Eq. shares of Rs.10/- each with voting rights (Previous Year 3200500 Eq. Shares of Rs.10/- Each)	3,200,500.00	32,005,000.00	3,200,500.00	32,005,000.00
Total	3,200,500.00	32,005,000.00	3,200,500.00	32,005,000.00

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

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
(i) Equity shares with voting rights				
Madan Lal Malhotra	253,000	7.91	253,000	7.91
Harvinder Singh	227,825	7.12	227,825	7.12
Kulwant Singh	260,000	8.12	260,000	8.12

Statement of Change in Equity Share Capital

Particulars	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
Balance at the beginning of the Reporting Period	3,200,500.00	32,005,000.00	3,200,500.00	32,005,000.00
Changes in Equity Share Capital during the Year	-	-	-	-
Balance at the End of the Reporting Period	3,200,500.00	32,005,000.00	3,200,500.00	32,005,000.00

Notes:-

1. No equity shares were issued & bought back during the year.
2. The company is having only one class of shares, that is Equity share of Rs 10 each. All the equity Shareholders is having equal right on the distribution of dividend and repayment of capital.
3. The company is not a subsidiary of any other Company.
4. During the preceding five years, Company has not allotted any fully paid shares of any class pursuant to contracts without payment being received in cash, bonus shares or have bought back any share.
5. There are no unpaid calls or forfeited shares.

Note 3 Other current liabilities

Particulars	As at 31 March, 2018	As at 31 March, 2017
	Amount (Rs.)	Amount (Rs.)
(a) Other Advances		
(i) Madan Lal S/O Sh. Karam Chand	-	-
(ii) Cheque Issued Liability:	-	-
(b) Other Payables:		
-Salary Payable	52,000.00	73,000.00
-Rent Payable	13,000.00	14,300.00
-Parshotam & Associates	-	19,950.00
- Namita Singla & Co.	5,900.00	-
Total	70,900.00	107,250.00

Note 4**Disclosure pursuant to Schedule II to the Companies Act, 2013**

(Amount In Rs.)

Fixed Assets	Gross Block					Accumulated Depreciation					Net Block	
	As at 31 March, 2017	Additions/ (Disposals)	Acquired through business combinations	Adjustment due to transitional provisions*	As at 31 March, 2018	As at 31 March, 2017	Depreciated on charge for the year	Adjustment due to transitional provisions*	On disposals	As at 31 March, 2018	As at 31 March, 2018	As at 31 March, 2017
Tangible Assets												
Furniture & Fixture	13200.00	-	-	-	13200.00	1110.00	1142.00	-	-	2,252.00	10948.00	12090.00
Telephone	810.00	2,250.00	-	-	3060.00	103.00	416.00	-	-	519.00	2541.00	707.00
Cooler	440.00	-	-	-	440.00	-	-	-	-	-	440.00	440.00
Computer & Printer	444000.00	48,600.00	-	-	93000.00	18887.00	25374.00	-	-	44,261.00	48739.00	25513.00
Batteries & UPS	19403.80	1,100.00	-	-	20503.80	1575.00	1261.00	-	-	2,836.00	17667.80	17828.80
Office Equipment	0.00	24500.00	-	-	24500.00	-	2143.00	-	-	2,143.00	22357.00	-
Total	78,253.80	76,450.00	-	-	154,703.80	21,675.00	30,336.00	-	-	52,011.00	102,692.80	56,578.80
Previous Year Figures	56,843.80	21,410.00	-	-	78,253.80	7,346.00	14,329.00	-	-	21,675.00	56,578.80	49,497.80

*As per Schedule II to Companies Act, 2013, since remaining useful life of the assets is NIL as on 01.04.2014, the carrying amount of the assets has been charged to profit & loss account after retaining the residual value calculated at 5% of original cost of the respective assets.

Note No. 5 Non-Current Investments

(Amount in Rs.)

Particulars		As at 31 March, 2018			As at 31 March, 2017		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments (At cost):							
A.	Trade @						
(a)	Investment in equity instruments (give details separately for fully / partly paid up instruments)						
	128931.268 UNITS OF FRANKLIN INDIA ULTRA SHORT BOND FUND OF Rs. 22.98857	2,963,945.00	-	2,963,945.00	2,200,000.00	-	2,200,000.00
	57720.280 UNITS OF HDFC BANKING AND PSU DEBT FUND OF Rs. 12.9937	750,000.00	-	750,000.00	750,000.00	-	750,000.00
	370.512 UNITS OF RELIANCE MONEY MANAGER MUTUAL FUND OF Rs. 2159.174	800,000.00	-	800,000.00	800,000.00	-	800,000.00
	1255.082 UNITS OF ICICI PRO SAVING FUND OF Rs.239.0283 & 387.687 UNITS OF ICICI PRO SAVING FUND OF Rs. 257.9402	400,000.00	-	400,000.00	300,000.00	-	300,000.00
	37.334 UNITS OF RELIANCE ULTRA SHORT DURATION FUND OF Rs. 2678.5099	100,000.00	-	100,000.00	-	-	-
	Total - Trade (A)	5,013,945.00	-	5,013,945.00	4,050,000.00	-	4,050,000.00
	Less: Provision for diminution in value of investments	-	-	-	-	-	-
	Total	5,013,945.00	-	5,013,945.00	4,050,000.00	-	4,050,000.00
	Aggregate amount of quoted investments	-	-	-	-	-	-
	Aggregate market value of listed and quoted investments	-	-	-	-	-	-
	Aggregate value of listed but not quoted investments	5,013,945.00	-	5,013,945.00	4,050,000.00	-	4,050,000.00
	Aggregate amount of unquoted investments	-	-	-	-	-	-

Note 6 Inventories

(At Lower of Cost and net realizable value)

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
Shares & Securites (acquired for trading)	1,634,737.00	3,220,125.00
Total	1,634,737.00	3,220,125.00

Note 7 Cash and cash equivalents

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Cash in hand	153,609.51	340,795.51
(b) Cheques, drafts on hand		198,475.00
(c) Balances with banks		
(i) In current accounts		
Bank of Baroda	5,531.13	82,934.82
FDR	-	-
Federal Bank	1,866,019.64	675,333.64
HDFC	29,844.52	96,738.60
Total	2,055,004.80	1,394,277.57
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	2,055,004.80	1,394,277.57

Note 8 Loans (Current Assets)

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Security deposit	-	-
(b) Loan to related parties	-	-
(c) Others		
Gursher Inder Singh Kahlon	2,677,627.00	2,500,000.00
Rupinder Kahlon	535,526.00	500,000.00
Gaurav Mahajan & Sons HUF	3,700,484.00	3,000,000.00
Gourav Mediratta	-	1,000,000.00
Komal Mahajan	1,572,034.00	-
Komal Mahajan	7,351,260.00	-
Shiva Protein Products Pvt. Ltd.	-	3,198,616.00
M/s. Viksons Securities Ltd	3,153.15	3,943.76
LSE Securities Ltd-NSE-Capital	9,911.40	-
Ajay Sareen	1,242,246.00	1,225,698.00
Hardware Sanitary Store	2,274,723.00	2,123,823.00
Gurdeep Singh Bakshi	1,052,877.00	1,017,260.00
Bee Hive Farms Pvt. Ltd.	2,142,724.00	5,079,610.00
Roshni Seth	-	1,551,448.00
Total	22,562,565.55	21,200,398.76

Note 8 a Other financial Assets

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Balances with banks		
In deposit accounts	-	-
FDR	-	1,021,904.00
Total	-	1,021,904.00

Note 9 Other current assets

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
Income tax refund receivable AY 2017-18	26,766.00	26,766.00
Income tax refund receivable AY 2017-18	8,377.43	-
Total	35,143.43	26,766.00

Note 9 A Revenue from Operations

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
Sale of products		
- Shares & Securities	5,655,835.03	5,279,133.64
Total	5,655,835.03	5,279,133.64

Note 10 Other income

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Other Income	-	570.00
Dividend Income	51,728.00	19,815.00
Interest received	1,588,853.00	1,458,996.00
Profit on Trading in Commodities	-	198,475.00
Profit on Sale of Mutual Funds	163,945.00	1,750.26
Total	1,804,526.00	1,679,606.26

Note 11 Purchase of stock-in-trade

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
Traded Goods	3,955,242.45	6,414,468.22
Total	3,955,242.45	6,414,468.22

Note 12 Change in inventories of finished goods, work-in-progress & stock in trade (Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
<u>Inventories at the end of the year:</u>		
Stock-in-trade	1,634,737.00	3,220,125.00
	1,634,737.00	3,220,125.00
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	3,220,125.00	2,014,546.00
	3,220,125.00	2,014,546.00
Net (increase) / decrease	1,585,388.00	(1,205,579.00)

Note 13 Employee benefits expense

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
Salaries	834,000.00	771,952.00
Staff Welfare Expenses	-	6,270.00
Total	834,000.00	778,222.00

Note 14 Finance costs

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Other borrowing costs (Bank Charges)	4,441.25	1,183.75
Total	4,441.25	1,183.75

Note 15 Other expenses

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
AGM expenses	6,766.00	8,880.00
Advertisers expenses	50,362.00	58,887.00
Fees & Taxes	16,850.00	6,300.00
Conveyance Expenses	20,730.00	18,300.00
Depository Service Charges	23,182.01	44,212.50
Travelling Expenses	-	75,000.00
Postage & Telegram	7,675.00	10,493.00
Tea & beverage Exp.	34,105.00	26,682.00
General Expenses	18,157.00	18,617.00
Telephone Expenses	15,620.00	19,300.00
Trading Expenses	1,039.00	3,121.25
Website Expenses	9,000.00	9,000.00
Printing and stationery	11,761.00	10,905.00
Rent Expenses	166,400.00	171,600.00
Sale Promotion Expenses	671.00	-
Security Transaction Tax	6,813.00	8,481.57
Listing fees	40,250.00	-
Legal and professional charges	-	25,000.00
Payments to auditors (See Note Below)	5,900.00	19,950.00
Other Charges	-	19,522.00
Total	435,281.31	554,251.32

(Amount in Rs.)

Particulars	As at 31 March, 2018	As at 31 March, 2017
Payments to the auditors comprises		
- For statutory audit	4,720.00	9,120.00
- For tax audit	-	6,840.00
- For company law matters	1,180.00	3,990.00
Total	5,900.00	19,950.00

NOTES ON ACCOUNTS

Contingent Liabilities not provided for are as follows:

1. The Company has no Contingent Liabilities of any nature.
2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) are Rs. Nil (Previous Year Rs. Nil).
3. There are no contingency Provisions as at 31.03.2018.
4. In the opinion of Management, all the Current Assets, Loans and Advances have a value on realization in ordinary course of business at least equal to the amount at which these are stated.
5. Leases
 - A. Operating Lease
 - i. For assets given on Lease
The Company has not leased out any of its assets to either its business associates or third parties on operating lease.
 - ii. For assets taken on Lease
 - a) The Company has not taken any properties be it residential, office or godown premises under operating lease agreements.
 - b) The aggregate lease rentals payable are Nil.
6. Segment Reporting
The Company has only one “business segment” Trading of Shares & Securities.

The Company sells mostly within India with insignificant exports and does not have operations in economic environments with different risks and returns. Hence, it is considered operating in single geographical segment.
7. As per the records of the Company, the names of small scale industrial undertakings to whom the Company owes a sum outstanding for more than 30 days as at March 31, 2018 are NIL.
8. Total accumulated losses as at March 31, 2018 are Rs. 6,75,960.42 (Previous Year Rs. 11,47,424.87). The Company has adequate financial resources and does not anticipate that it will not be able to realize its assets and disburse liabilities in the normal course of business. In view of this, financial statements do not include any adjustment relating to recoverable/payables and classification of Recorded assets/liabilities that may be necessary if the entity is unable to continue as a going concern.
9. The Company follows Accounting Standard (AS-22) “Accounting for Taxes on Income”, issued by the Institute of Chartered Accountants of India. The company has recorded deferred tax liability of Rs. 5225.00 for the year ended 31st March, 2018.

10. Due to Nil losses during the previous year, indicators of impairment as per AS-28 are absent as at March 31, 2018. Accordingly, the Company has tested the fixed assets for impairment and determined that the recoverable amount of these assets exceeds their carrying value as at March 31, 2018 and there is no need to write down the carrying value of the fixed assets as at the date of the Balance Sheet. The recoverable amount was estimated based upon value in use.
11. On the basis of information available with the Company based on the identification process carried out by it, there are no material amounts due to Micro, Small and Medium enterprises registered under The Micro, Small and Medium Enterprises Development Act, 2006 which are outstanding for more than 45 days.
12. Unhedged Foreign Currency Exposure
There is no unhedged foreign currency exposure as at Balance Sheet date.

Particulars	Amount
Import Creditors	Rs. Nil(Rs. Nil)

- a) CIF Value of Imports is Not applicable
b) FOB Value of Exports is Not applicable
c) Expenditure in Foreign Currency (on accrual basis)

Amount (in Rs.)

Description	Current Year	Previous Year
Foreign Travel	Nil	Nil
Professional, Consultation Fees	Nil	Nil
Total	Nil	Nil

13. Dues to Micro and Small enterprises are NIL
14. Previous year figures have been regrouped / rearranged wherever necessary to conform to the classification adopted for the current year.
15. There are no prior period items contained in the financial statement.

As per our attached report of even date

**For Namita Singla & Co.
Chartered Accountants
Firm's registration number: 021647N**

For and on behalf of Board of Directors

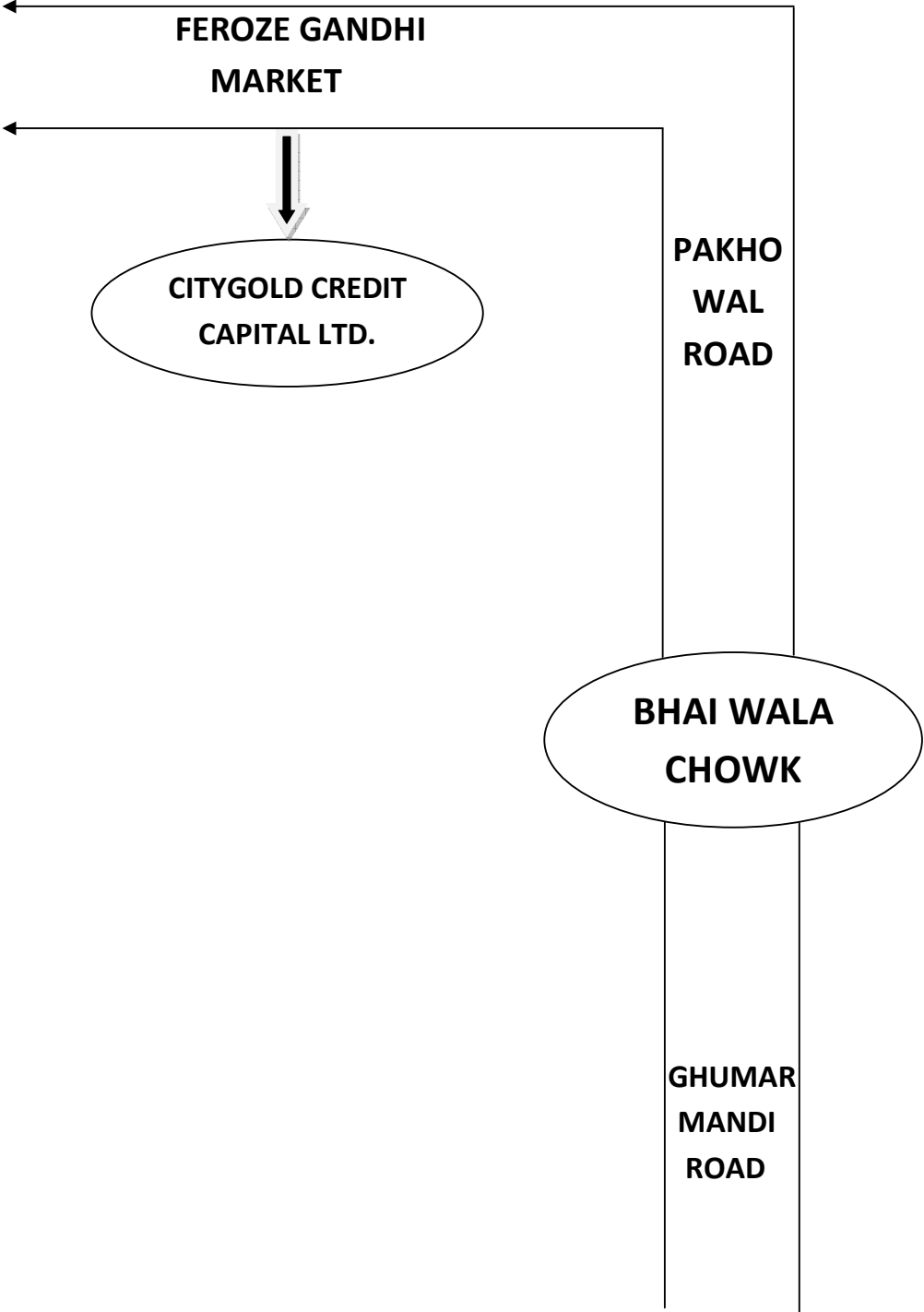
sd/-
(Namita Singla)
Proprietor
Membership No.:509039

sd/-
(SAHIL PURI)
Managing Director

sd/-
(SANJEEV KUMAR PURI)
Director cum CFO

Place: Ludhiana
Date: 30.05.2018

Venue of Annual General Meeting



CITYGOLD CREDIT CAPITAL LIMITED

Regd. Office: Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001
U65921PB1993PLC013595

ATTENDANCE SLIP

Member's Folio No. :
Client ID No.
DP ID No. :
Name of the Member
Name of Proxy holder
No of shares held

I hereby record my presence at the 25th Annual General Meeting of the Company held on Wednesday, 26th day of September, 2018 at 11.00 A.M. at the Registered Office of the Company at Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001.

Signature of Member/Proxy

NOTES :

- 1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING

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CITYGOLD CREDIT CAPITAL LIMITED

Regd. Office: Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001
U65921PB1993PLC013595

PROXY FORM

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

Name of the member (s) :
Registered address
E-mail Id:
Folio No./ Client Id :
DP ID :
I/We, being the Member(s) of
shares of the above named company, hereby appoint

Name:..... E-mail: Id:

Signature: or failing him

Name: E-mail:..... Id:

Signature:....., or failing him

Name:..... E-mail:..... Id:

Signature:.....,or failing him the as my/our proxy to a(end and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company held on Wednesday, 26th day of September, 2018 at 11.00 A.M. at the Registered Office of the Company Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001 and at any adjournment thereof in respect of such resolution as are indicated below:

**Affix Re. 1/-
Revenue
Stamp here**

----- CUT HERE -----

Resolution No.	Resolution	For	Against
1.	To consider audited financial statements of the company for the financial year ended March 31, 2018.		
2.	To appoint Director in place of Sh.Sanjeev Kumar Puri (DIN 02787155), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint Mr.Sahil Puri as Managing Director of the company.		

Note :

- A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.
- If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting.

NOTES

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