

23RD
ANNUAL
REPORT
2017-18

PASUPATI FINCAP LIM ITED

CIN-L65910HR1996PLC033099

Regd. Office: Village Kapriwas (Dharuhera) Distt. Rewari, Haryana
Head Office: 127-128, Tribhuvan Complex, Ishwar Nagar, New Delhi 110065
Website: www.pasupatifincap.com, Email: ho@pasupatitextiles.com
Tel:- 47632200

Dear Shareholder

Sub: - Go Green Initiative in Corporate Governance: Go Paperless.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No 17/2011 dated 21-4-2011 and Circular No 18/2011 dated 29-4-2011) allowing paperless compliances by companies through electronic mode and same also has been allowed under the New Companies Act, 2013. Companies are now permitted to send various notices / documents to its shareholders through electronic mode to the registered email address of shareholders. This move by the MCA is welcome since it will benefit the society at large through reduction in paper consumption and towards a Greener Environment. It will also ensure prompt receipt of communication, avoid loss in postal transit and helps the larger participation of shareholders in **E-Voting**. Keeping in view the underlying theme and circular issued by MCA and provisions of companies Act, 2013, we are keen to participate in Green Initiative and henceforth propose to send documents like General Meeting Notices (Including AGM), Audited Financial Statements, Directors Report, Auditors Report etc to the shareholders in electronic form, to the e-mail address provided by you and made available to us by Depositories / RTA.

In case you are holding shares in electronic form and have registered your e-mail id with the Depository, we will send all notices / documents etc at that e-mail id. If you desire to have a different e-mail id registered, please update the same with your Depository Participant (DP) or email at **admin@skylinerta.com** specifying your Client ID and DP Id.

All those shareholders who have not yet registered their e mail IDs or holding shares in physical form are requested to register their email IDs with NSDL/ CDSL and **or** our RTA or send their request to register their e- mail id at any one of the following mail ids along with Folio No and No of Shares / Client Id and DP ID:-

admin@skylinerta.com

Kindly note that if any shareholders still wish to receive a physical copy of all the above mentioned communications / documents, the company undertakes to provide the same at no extra cost to you, if a request in this connection is received by the company or RTA. Please note that these documents will also be available on the Company's website www.pasupatitextiles.com

We look forward for your encouraging support in welcoming the "Green Initiative"

Thanking You,

Yours faithfully

For Pasupati FIncap Ltd

Sd/-

Director

Vidit Jain

PASUPATI FINCAP LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT THE REGISTERED OFFICE & WORKS OF THE COMPANY AT VILLAGE KAPRIWAS (DHARUHERA), DISTT. REWARI, HARYANA ON FRIDAY 28TH SEPTEMBER, 2018 AT 10.15 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited balance sheet as at 31st March 2018 and profit & loss statement for the year ended on that date and the reports of directors and auditors thereon.
2. To appoint director in place of Mr. Vidit Jain, who retires by rotation and being eligible, offers herself for re-appointment.
3. Ratification of Appointment of Statutory Auditors: To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 ,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s. Santosh Sushma Keshri & Co, Chartered Accountant, (Firm Registration No.021629) as the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2019, as may be determined by the audit committee in consultation with the auditors, in addition to the reimbursement of Gst and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company.”

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf ”

Special Business

4. To appoint Mrs. Vrinda Jain (DIN : 06641054) as director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Vrinda Jain (DIN : 06641504), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company, liable to retire by rotation.”

REGISTERED OFFICE

**Village Kapriwas
(Dharuhera), Distt. Rewari,
HARYANA
DATED: 14/08/2018**

**BY ORDER OF THE BOARD
FOR PASUPATI FINCAP LIMITED**

**VIDIT JAIN
DIRECTOR
DIN -01347588**

NOTES :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send certified copy of the Board Resolution authorising such representative (s) to attend and vote on their behalf.
3. The Register of Members and Transfer Books of the Company will be closed from 21st September, 2018 to 28th September, 2018, both days inclusive.
4. Members who hold shares in de-materialized form are requested to bring their client ID and DP ID numbers for facilitating identification for attendance at the meeting.
5. Copies of relevant documents can be inspected at the Registered Office of the Company on all working days from Monday to Friday during business hours up to date of meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In terms of Section 72 of the companies Act, 2013, the shareholders of the company may nominate a person on whom the shares held by him/her/them, shall vest in the event of his/her/their death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
8. Members are requested to update their valid email id with company's RTA or same can be done by sending a email at the company's investors email id:- abhinav.tyagi@pasupatitextiles.com.
9. Members and Proxies are requested to produce the Attendance slip duly signed, at the entrance of the meeting venue.
10. The Ministry of Corporate Affairs(MCA) has vide its circular dated 29-4-2011 stated that service of notice/documents including Annual Report to the members can be made through e –mail. To support this green initiative of MCA, members who have not yet registered their e-mail addresses are requested to do so (i) in respect of the electronic holdings through their concerned depository participants and (ii) in respect of physical holdings to Skyline Financial Services Pvt. Ltd.
11. Members may also note that the Notice of the 23rd Annual General Meeting and Annual Report, 2018 will also be available on the Company's website www.pasupatifincap.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office and New Delhi office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication form, upon making a request for

the same, by post free of cost. For any communication, the shareholders may also send request to the Company's investor email id: abhinav.tyagi@pasupatitextiles.com.

In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A- In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

1. Open the e-mail and also open PDF file namely "Fincap e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open the internet browser and type the following URL: <https://www.evoting.nSDL.com>.
3. Click on Shareholder – Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of Pasupati Fincap Ltd. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Scrutinizer through e-mail to yashastilo@gmail.com with a copy marked to evoting@nsdl.co.in.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nSDL.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

1. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

1. The e-voting period commences on 25th September, 2018 (9.00 a.m. IST) and ends on 27th September, 2018 (5 P.M). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st September, 2018.
3. Mr. Yashlok Dubey, Practicing Company Secretary (C.P. No. 14742, Membership No. 39066), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Yashlok Dubey , Practicing Company Secretary, at the Registered Office of the Company not later than 27th September , 2018 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ho@pasupatitextiles.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 27th September, 2018 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
6. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pasupatifincap.com and on the website of NSDL www.evoting.nsd.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”) THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE :

ITEM NO.-4:-

The Board of Directors of the Company (the ‘Board’), appointed Ms. Vrinda Jain as Additional Director w.e.f. 12-03-2018. In terms of the provisions of Section 161(1) of the Act, Ms. Vrinda Jain would hold office up to the date of the ensuing Annual General Meeting. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. A notice u/s 160 of the Companies Act, 2013 has been received from a member proposing Ms. Vrinda Jain as a candidate for the office Director of the Company. She holds 7,900(0.17) equity shares in the Company.

Brief resume of Ms. Vrinda Jain , nature of her expertise in specific functional areas, names of companies in which he is holding directorships and memberships/chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Listing Regulations , 2015.

None of the Directors except Mr. Vidit Jain, and Mrs. Vrinda Jain (Alongwith Their Relatives) / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Annexure

PROFILE OF DIRECTORS

(Seeking Appointment or Re-appointment)

Name of the Director	Mr. Vidit Jain	Ms. Vrinda Jain
Date of Birth	13/09/1979	19.06.1959
Date of Appointment	26/06/2001	12.03.2018
Qualification	B.Sc in Economics from University of Pennsylvania (USA)	Graduate
Remuneration	Nil	Nil
Name of the other Companies in which he holds Directorship	Pasupati spg & wvg Ltd. Shailja Investments Ltd. Sulabh Impex Ltd. Pasupati Olefin Ltd.	Pasupati spg & wvg Ltd. Shailja Investments Ltd. Sulabh Impex Ltd. Pasupati Olefin Ltd. Sunsung Mktng pvt ltd Niprit Hospitality Services pvt Ltd.
Memberships/ Chairmanships of committees of other companies	Pasupati spg & wvg Ltd. Stakeholdes Relationship	-
Number of shares held in the Company	27,200	7900

PASUPATI FINCAP LIMITED

DIRECTORS REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting their Report together with the Audited Accounts for the year ended 31st March, 2018.

FINANCIAL RESULTS	(Rs.)
Profit / Loss After Tax	(69,095)
Add:- Brought forward Loss from earlier year	(44,657,708)
Balance carried to Balance Sheet	(44,726,803)

DIVIDEND

The Board of Directors do not recommend any dividend for the year.

SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT

No special resolution was passed through postal ballot during the Financial Year 2017- 18. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot

DIVIDEND

The Board of Directors do not recommend any dividend for the year.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) The directors have 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.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

STATUTORY AUDITORS

During the year under review, the auditors need no rotation as they can continue as statutory auditors up to the F.Y 2018-2019. M/s. Santosh Sushma Keshri & Co, Chartered Accountant, (Firm

Registration No.021629), who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re appointment. Members are requested to consider and re-appoint M/s. Santosh Sushma Keshri & Co, Chartered Accountant, as the Statutory Auditors of the Company from the ensuing Annual General Meeting till the conclusion of next Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Sucheta Gupta & Co., a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as **Annexure-A**.

DEPOSITS

During the year, the Company did not accept any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, company has not given any loans, Guarantee or made any investments covered under the provisions of Section 186 of the Companies Act, 2013.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

DIRECTORS & KMP

Directors appointed during the FY 2017-2018

Mr. Vrinda Jain was appointed as additional Director of the Company with effect from 12th March 2018.

Mr. Rekha Sharma resigned from the post of Director of the Company with effect from 12th March 2018.

(i) Retirement by rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vidit Jain retires by rotation and is eligible for reappointment.

(ii) Declarations by Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

(iii) Board Evaluation

In compliance with the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance.

(iv) Board Meetings

During the year, four (4) Board Meetings and four (4) Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure-B**

PARTICULARS OF EMPLOYEES

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees in receipt of remuneration in excess of Rs. 60 lacs per year to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs.60 lacs during the financial year 2017-18.

The information in accordance with the provisions of Section 197 of the Companies Act,2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is also not applicable to company.

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

Since, Company is not doing any manufacturing operations, information relating to Conservation of Energy, Technology absorption and foreign exchange earnings and outgo as required under Section 134(3) (m) of the companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable.

RELATED PARTY TRANSACTIONS:-

No related Party Transaction were entered into during the financial year 2017-18.

CODE OF CONDUCT

The company has adopted code of conduct. The code of business conduct & Ethics as approved by the Board of Directors has been displayed at the website of the company, [www. Pasupatificap.com](http://www.Pasupatificap.com)

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for directors and employees of the Company. A vigil (Whistle Blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee. The Whistle Blower Policy of the Company has been uploaded and can be viewed on the Company's website.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

**SD/-
VIDIT JAIN
DIRECTOR
(Din-01347588)**

**SD/-
VRINDA JAIN
DIRECTOR
(Din-06641054)**

**Place : New Delhi
Dated : 14-08-2018**

**To,
The Members
PASUPATI FINCAP LIMITED**

**VILLAGE KAPRIWAS, DHARUHERA,
DISTRICT REWARI, HARYANA**

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

1. Maintenance of Secretarial records 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 secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow 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. Wherever 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 provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 14/08/2018

Place: New Delhi

Signature

(Sucheta Gupta)
Practicing Company Secretary
Membership No. 24395
Certificate of Practice No. 9891

SECRETARIAL AUDIT REPORT

FORM NO. MR.3

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018

[Pursuant to section 204(1) of the Companies Act 2013, and Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014]

To,

The Members

PASUPATI FINCAP LIMITED

**VILLAGE KAPRIWAS, DHARUHERA,
DISTRICT REWARI, HARYANA**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **PASUPATI FINCAP LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

NON COMPLIANCES/OBSERVATIONS/AUDIT QUALIFICATION, RESERVATION OR ADVERSE REMARKS –

- a) **Company is in the default of Appointment of Key Managerial Personnel under section 203 of the Companies Act, 2013. As there is no Company Secretary in the employment of the company.**

b) As per Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules 2014, there is no internal auditor appointed by the company during the audit period.

(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, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company 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; **(Not applicable to the Company during the Audit Period);**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(Not applicable to the Company during the Audit Period);**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; **(Not applicable to the Company during the Audit Period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

(i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 **(applicable to the company during audit period)**

We report that, as per Regulation 15(2) of (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in

regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply, in respect of -

- (a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year:

I further report that company having paid up capital of Rs. 4,70,00,000 (four Crore seventy lacs) which is less than 10 crores and having net worth of Rs. 34,10,744 (Thirty Four lacs Ten Thousand Seven Hundred Fourty Four) which is less than 25 Crore thus the company covered under regulation 15(2). Company also obtain a Chartered Accountant Certificate for the said purpose.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**SS1 and SS2 notified hence applicable to the Company during the audit period**).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

I further report that The Board of Directors of the Company is duly constituted with not proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is a changes in the composition of the Board of Directors took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that, Mrs. Rekha Sharma resigned from the Company on 12.03.2018 and Mrs. Vrinda Jain was appointed on 12.03.2018.

I further report that as per provision of Section 177 of Companies Act, 2013 the audit committee shall consist of a minimum of three directors with independent directors forming a majority but in the company there is only one independent director so the company is not able to comply with the said provision of Companies Act, 2013.

I further report that as per the provision of section 178 of Companies Act, 2013 Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one half shall be independent directors but in the company there is only one independent director so the company also not able to comply with the said provision of Companies Act, 2013.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that, all statutory registers are not properly maintained by the company.

For Sucheta Gupta & Associates

(Company Secretaries)

Place: New Delhi

Date: 14.08.2018

**Sucheta Gupta
(Proprietor)**

C.P. No. 9891

Annexure-B

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L65910HR1996PLC033099
ii	Registration Date	7/5/1996
iii	Name of the Company	PASUPATI FINCAP LIMITED
iv	Category of the Company	Company limited by Shares
	Sub-category of the company	Indian Non-Government Company
v	Address of the Registered office & contact details	VILLAGE KAPRIWAS DHARUHERADISTT REWARI, HARYANA
vi	Whether listed company	yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Pvt. Ltd D-153 , 1st Floor , Okhala Industrial Area Phase -1 , New Delhi 110020 . Tel.: 011 -26812682,83 , 011-64732681-88 Fax: +91 11 26812682 Web:www.skylinerta.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NOT APPLICABLE					

i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	692551	224610	917161	19.51	751316	243845	995161	21.17	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1378378	10800	1389178	29.56	1416081	20445	1436526	30.57	-
c) Others (specify)									
Hindu Undivided Families	66765	-	66765	1.42	42964	-	42964	0.91	-
Clearing Members	0	-	0	0	-	-	-	-	-
Non Resident Indians	500	-	500	0.01	500	-	500	0.01	-
SUB TOTAL (B)(2):	3901890	257210	4159100	88.49	3877810	281290	4159100	88.49	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	3901890	257210	4159100	88.49	3877810	281290	4159100	88.49	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4440190	259810	4700000	100	4442790	257210	4700000	100	-

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged
1	Ramesh Kumar Jain	500	0.01	-	500	0.01	-
2	Vrinda Jain	7,900	0.17	-	7,900	0.17	-
3	Vidit Jain	27,200	0.58	-	27,200	0.58	-
4	Tushar Jain	8,300	0.18	-	8,300	0.18	-
5	Pasupati Spg & Wvg Mills Ltd	160000	3.4	-	1,60,000	3.4	-
6	Shivani Textiles Ltd	336900	7.17	-	336900	7.17	-
7	Shailja Investments Ltd	100	0	-	100	0	-
	Total	540900	11.51	-	5,40,900	11.51	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

SI. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of	No of shares	% of total
	For Each of the Directors & KMP				
	At the beginning of the year	540900	11.51	540900	11.51
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change in the Promoters Shareholding during the year			
	At the end of the year	540900	11.51		

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Orion Stock Limited	509795	10.85	509795	10.85
2	Bonaza Portfolio Ltd	376196	8	376196	8
3	Sanjay Raghu Kalukhe	248880	5.3	248880	5.3
4	CPR Capital Services Ltd	214159	4.56	214159	4.56
5	KK Securities Ltd	189542	4.03	189542	4.03
6	Ajit Dilip Kalukhe	179935	3.83	179935	3.83
7	Dilip Kumar Sanghvi	132784	2.83	132784	2.83
8	Alka Gupta	90000	1.91	90000	1.91
9	Manjula Aggarwal	67184	1.43	67184	1.43
10	Mukesh Veer Gupta	63400	1.35	63400	1.35
	Total	2071875	44.09	2071875	44.09

(v) Shareholding of Directors & KMP

Sl. No	ANAND KUMAR AGGARWAL Director	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

Sl. No	VIDIT JAIN Director	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company

	At the beginning of the year	27,200	0.58	27,200	0.58
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	27,200	0.58	27,200	0.58

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
3	REKHA SHARMA Director (Resigned w.e.f 12.03.2018)	No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
4	VRINDA JAIN Director (Appointed w.e.f 12.03.2018)	No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	7,900	0.17
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
5	ELADATHUPARAMBIL MOHANDAS CEO	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
6	MUKESH KUMAR CFO	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-

Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
At the end of the year	-	-	-	-

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	3,910,636.00	-	3,910,636.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3,910,636.00		3,910,636.00
Change in Indebtedness during the financial year				
Additions	-			
Reduction	-			
Net Change	-			
Indebtedness at the end of the financial year		3,910,636.00	-	3,910,636.00
i) Principal Amount	-			
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-			
Total (i+ii+iii)	-	3,910,636.00	-	3,910,636.00

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
	Name of the MD/WTD/Manager				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit				
	others (specify)				

5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act				

A. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Remuneration to other directors				Total Amount
		Anand Kumar Aggawal	Vidit Jain	Rekha Sharma (Resigned w.e.f 12.03.2018)	Vrinda Jain (Appointed w.e.f 12.03.2018)	
1	Name of Independent Directors					
	(a) Fee for attending board committee Meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non Executive Directors					
	Name of Non Executive Directors					
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act.					

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CEO	CFO	
1	Gross Salary	CEO	CFO	
	Name of KMP	ELADATHUPA	MUKESH KUMAR	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit			
	others, specify			
5	Others, please specify	-	-	-
	Total	-	-	-

(VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

SNO	Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
NIL	A. COMPANY					
	Penalty	None				
	Punishment					
	Compounding					
NIL	B. DIRECTORS					
	Penalty	None				
	Punishment					
	Compounding					
NIL	C. OTHER OFFICERS IN DEFAULT					
	Penalty	None				
	Punishment					
	Compounding					

**Declaration Regarding Compliance by Board Members and Senior
Management Personnel with Code of Conduct.**

This is to confirm that Company has adopted "Pasupati Fincap Ltd" Code of Conduct or its Senior Management and Board members and the same has been posted on Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2018, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Senior means personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management i.e. Executive Directors and all functional heads

Vidit Jain

Director
(Din-01347588)

Place : New delhi
Date : 14/08/2018

To the Members of **PASUPATI FINCAP LIMITED**

Report on the Financial Statement

We have audited the accompanying financial statements of **PASUPATI FINCAP LIMITED, HARYANA** (“the Company”), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Standalone 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 of these standalone 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give 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 accounting policies used and the reasonableness 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 obtained by us in terms of the reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note No. 6(a) & 6 (b) of the financial statements as at 31 March 2018, the Company advanced loans to related companies covered in the register maintained u/s 189 and to others, amounting to Rs. 86,71,197.00 (Previous Year Rs. 87,09,197.00) including secured advances of Rs. 30,89,150.00 are subjected to confirmation and recoverability of the same could not be established.

Our opinion is not further qualified on these matters.

Report on the other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016, 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 paragraph 3 & 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and 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) Amendment Rules, 2018.

e) On the basis of 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.

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) Amendment Rules, 2017, in our opinion and to the best of our information and according to the explanations given to us:

i) As explained to us, The Company does not have any pending litigation as on date of balance sheet.

ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company.

For SANTOSH SUSHAMA KESHRI & Co.

Chartered Accountants

Firm’s registration number: 021629N

Santosh Kumar

Proprietor

Membership number: 509170

New Delhi,
28th May, 2018

Annexure - A to the Auditors' Report

The Annexure referred to in paragraph 1 with the heading 'Report on other Legal and Regulatory Requirements' of our report of even date to the members of **PASUPATI FINCAP LIMITED** on the Financial Statements of the Company for the year ended 31st March, 2018.

1. The company is not having any Fixed Assets in its books as on date of Balance sheet, and hence, this clause is not applicable to this company.
2. The company is not having any inventory to report in its books of account as on date of Balance sheet, and hence, this clause is not applicable to this company.
3. According to the information and explanations given to us, the Company has not granted any secured or unsecured loan, during the reporting period, to the persons covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. The Company has not accepted any deposits from public.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the products or services rendered by the Company.
7. (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 income tax, sales tax, wealth tax, service tax, value added tax, cess and other material statutory dues as applicable have been generally regularly deposited during the year by the company with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

b) According to the information and explanations given to us there are no dues of income tax , sales tax, wealth tax, service tax, value added tax, cess which have not been deposited with the appropriate authorities on account of any dispute.

8. The Company has not defaulted in repayment of dues to financial institutions or banks. There were no debentures outstanding during the year.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) nor taken any term loan during the year.
10. According to information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit
11. According to information and explanations given to us, the company did not paid or made provision for payment of managerial remuneration for the reporting period.
12. The Company is not a Nidhi Company, and therefore, this clause is no applicable on it.
13. According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, this clause is not applicable on it.
15. According to the information and explanations given to us and on the basis of our examination of the records of the company, Company has not entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and therefore this clause is not applicable on it.

For SANTOSH SUSHAMA KESHRI & Co.

Chartered Accountants

Firm's registration number: 021629N

Santosh Kumar

Proprietor

Membership number: 509170

New Delhi,
28th May, 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 **PASUPATI FINCAP LIMITED** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding

prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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 SANTOSH SUSHAMA KESHRI & Co.

Chartered Accountants

Firm's registration number: 021629N

Santosh Kumar

Proprietor

Membership number: 509170

New Delhi,
28th May, 2018

PASUPATI FINCAP LTD
L65910HR1996PLC033099
BALANCE SHEET AS AT 31 ST MARCH,2018

PARTICULARS	NOTE NO.	31 MARCH 2018 Rs.	31 MARCH 2017 Rs.
A			
<u>EQUITY AND LIABILITIES</u>			
I Shareholders' funds			
(a)Share Capital	1	47,000,000	47,000,000
(b)Reserves & Surplus	2	(44,151,802)	(44,082,708)
		2,848,198	2,917,292
II Non-Current Liabilities			
(a)Long-Term Borrowings	3	3,910,636	3,910,636
III Current liabilities			
(a)Trade Payables	4	2,376,499	2,376,499
(b)Other Current Liabilities	5	57,456	28,728
(c)Short- Term Provisions		-	-
Total		9,192,789	9,233,155
B			
<u>ASSETS</u>			
I Non Current assets			
(a)Long term Loan & Advances	6	8,671,197	8,709,196
II Current assets			
(a)Trade receivables		-	-
(b)Cash and Cash Equivalent	7	349,168	351,535
(c)Short term loans and advances	8	172,424	172,424
Total		9,192,789	9,233,155
Significant Accounting Policies & Notes on Accounts	12		

As per our report attached
FOR SANTOSH SUSHAMA KESHRI & CO.
Chartered Accountants
FRN021629N

For and on behalf of the Board
FOR PASUPATI FINCAP LTD

(SANTOSH KUMAR)
Proprietor
M.No. 509170
Place:New Delhi
Date: 28.05.2018

Vidit Jain
(Director)
DIN: 01347588

Vrinda Jain
(Director)
DIN: 06641054

PASUPATI FINCAP LTD
L65910HR1996PLC033099
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018.

Particulars	Note No.	31 March 2018 Rs.	31 March 2017 Rs.
I. Revenue from operation (Net)			-
II. Other income	9	-	1,700
III. Total revenue (I+II)		-	1,700
IV. Expenses :			
Finance costs	10	2,697	1,852
Other expenses	11	66,398	493,300
V.Total expenses		69,095	495,152
VI. Profit before expected and extrodinary item and tax (III-V)		(69,095)	(493,452)
VII. Exceptional items		-	-
VIII. Profit before extraodanry items and tax(VI-VII)		(69,095)	(493,452)
IX. Extraordinary items		-	-
X. Profit before tax(VIII-IX)		(69,095)	(493,452)
XI. Tax expenses:			
- Current Tax		-	-
- Deferred Tax		-	-
- Income Tax for previous years		-	-
XII. Profit/(Loss) for the year (X - XI)		(69,095)	(493,452)
XIII. Earning Per Share			
-Basic		(0.01)	(0.10)
-Diluted		(0.01)	(0.10)
Significant Accounting Policies & Notes on Accounts	12		

As per our report attached
FOR SANTOSH SUSHAMA KESHRI & CO.
Chartered Accountants
FRN021629N

For and on behalf of the Board
FOR PASUPATI FINCAP LTD

(SANTOSH KUMAR)
Proprietor
M.No. 509170
Place:New Delhi
Date: 28.05.2018

Vidit Jain
(Director)
DIN: 01347588

Vrinda Jain
(Director)
DIN: 06641054

PASUPATI FINCAP LTD
L65910HR1996PLC033099

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2018.

	F.Y. 2017-18	F.Y. 2016-17
	Rs.	Rs.
<u>CASH FLOW FROM OPERATIONAL ACTIVITIES :</u>		
A. Net Profit / (Loss) Before Tax	(69,095)	(493,452)
<u>ADJUSTMENTS : For</u>		
Depreciation	-	-
Income Tax paid	-	-
Interest Expenses	2,697	1,852
Interest / Dividend Received	-	-
Operating Profit before working Capital Changes	(66,398)	(491,600)
<u>ADJUSTMENTS : For</u>		
Change in Current Assets		
Other Current Assets	-	-
Change in Current Liabilities		
Trade Payables	-	238,071
Other Current Liabilities	28,728	-
Cash Generation form Operations (A)	(37,670)	(253,529)
<u>CASH FLOW FROM INVESTING ACTIVITIES :</u>		
B. Sale of Fixed Assets	-	-
Interest / Dividend Received	-	-
Change in Loans & Advances	38,000	41,667,420
Purchase of Fixed Assets	-	-
(B)	38,000	41,667,420
<u>CASH FLOW FROM FINANCING ACTIVITIES :</u>		
C. Proceeds from (Repayment of) Long Term & Other Borrowing	-	-
Proceeds from Issue of Shares	-	-
Interest Payment	(2,697)	(1,852)
Dividend Paid	-	-
(C)	(2,697)	(1,852)
NET INCREASE IN CASH & CASH EQUIVALENTS (A + B + C)	(2,367)	41,412,039
CASH & CASH EQUIVALENTS (OPENING BALANCE)	351,535	462,594
CASH & CASH EQUIVALENTS (CLOSING BALANCE)	349,168	351,535
	(2,367)	(111,059)

Place:New Delhi
Date: 28.05.2018

PASUPATI FINCAP LTD

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31.03.2018

PARTICULARS	AS AT 31ST MARCH,2018	AS AT 31ST MARCH,2017
1 Share capital		
Authorised		
50,00,000 Equity Shares of Rs. 10 each	<u>50,000,000.00</u>	<u>50,000,000.00</u>
47,00,000 Equity Shares of Rs. 10 each fully paid in cash	<u>47,000,000.00</u>	<u>47,000,000.00</u>
	<u><u>47,000,000.00</u></u>	<u><u>47,000,000.00</u></u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	31ST MARCH,2018		31ST MARCH,2017	
	Number	Amount	Number	Amount
At the beginning of the period	4,700,000	47,000,000.00	4,700,000	47,000,000.00
Issued during the period	-	-	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	<u>4,700,000</u>	<u>47,000,000.00</u>	<u>4,700,000</u>	<u>47,000,000.00</u>

b. Terms/ Rights attached to Equity Shares

The company has only one class of Equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% shares in the Company

	31ST MARCH,2018		31ST MARCH,2017	
	Number	Holding	Number	Holding
Promoters and Promoter Group				
Orion Stocks Ltd.	509,795	10.85%	495,282	10.54%
Orion Investmart Pvt. Ltd.	374,746	7.97%	-	0.00%
Shivani Textiles Ltd.	336,900	7.17%	-	0.00%
Sanjay Raghu Kalukhe	248,910	5.30%	-	0.00%
Bonanza Portfolios	-	0.00%	389,511	8.29%
CPR Capital Services Limited	-	0.00%	328,722	6.99%
	1,470,351	0	1,213,515	0

2 Reserves and Surplus

a General Reserve	375,000.00		375,000.00	
Opening Balance	-	375,000.00	-	375,000.00
Add/Less:Transferred during the year				
b Special Reserve Fund				
Opening Balance	200,000.00		200,000.00	
Add/Less:Net Profit/Loss for the Current Year	-	200,000.00	-	200,000.00
c Surplus of Profit & Loss A/c				
Opening Balance	(44,657,707.78)		(44,164,255.85)	
Add/Less:Net Profit/Loss for the Current Year	(69,094.62)	(44,726,802.40)	(493,451.93)	(44,657,707.78)
Total		<u>(44,151,802.40)</u>		<u>(44,082,707.78)</u>

PASUPATI FINCAP LTD

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31.03.2018

Particulars	As At 31st March 2018 (in Rs.)	As At 31st March 2017 (in Rs.)
<u>Note No.-03 Long Term Borrowings</u>		
(a) Security Deposits		
SMS Demag Pvt. Ltd.	2,010,636	2,010,636
Total(a)	2,010,636	2,010,636
(b) Loan Taken		
Skyline Financial Service Pvt Ltd	1,900,000	1,900,000
Total(b)	1,900,000	1,900,000
Grand Total(a+b)	3,910,636	3,910,636
<u>Note No.-04 Trade Payable</u>		
Skyline Financial Services Pvt. Ltd.	17,487	17,487
DBS Publicity Pvt. Ltd.Skyline Financial Services Pvt. Ltd.	5,821	5,821
BSE Ltd.	229,000	229,000
NSDL	5,750	5,750
Integrated Master Securities Ltd.	2,665	2,665
Unity Fincap Limited	2,115,776	2,115,776
Total	2,376,499	2,376,499
<u>Note No.-05 Other Current Liabilities</u>		
(a) Others Payables		
Auditor Remuneration	57,456	28,728
Total	57,456	28,728
<u>Note No.-06 Long Term Loans & Advances</u>		
(a) Loans & Advances to Related Parties		
Sulabh Impex Limited	3,609,660	3,609,660
Shivani Textiles Ltd.	782,363	820,363
Total(a)	4,392,023	4,430,023
(b) Loans & Advances to Others		
Secured		
Ganga Automobiles Ltd.	3,089,150	3,089,150
Total(b)	3,089,150	3,089,150
Unsecured		
Grasim Industries Ltd	212,023	212,023
Narendra Impex	978,000	978,000
Total(c)	1,190,024	1,190,023
Grand Total(a+b)	8,671,197	8,709,196
<u>Note No.-07 Cash & Cash Equivqlents</u>		
(a) Cash in Hand (As certified by the Management)	332,684	332,684
(b) Balances with in Current with Schedule Bank		
Punjab National Bank	16,484	18,851
Total	349,168	351,535
<u>Note No.-08 Short Term Loans & Advances</u>		
(a)Balances with Government Authorities		
Income Tax Refund (A.Y. 2010-11)	24,424	24,424
Income Tax Refund (A.Y. 2011-12)	148,000	148,000
Total(d)	172,424	172,424

PASUPATI FINCAP LTD

Notes forming part of financial statements for the year ended 31st March, 2018

Particulars	For the year ended 31 March 2018 Rs.	For the year ended 31 March 2017 Rs.
<u>Note No.-9 Other Income</u>		
Misc Income	-	1,700
	-	1,700
<u>Note No.-10 Finance Cost</u>		
Interest & Financial Charges	2,697	1,852
	2,697	1,852
<u>Note No.-11 Other Expenses</u>		
<u>(A) Administrative & Other Expenses</u>		
Advertisement Expenses	-	25,601
Statutory listing fees	33,870	275,774
Legal & Professional Expenses	3,800	28,000
Misc. Expenses	-	15
Previous Year Expenses	-	135,182
	37,670	464,572
<u>(b) Payment to Auditor</u>		
Statutory Audit Fees	28,728	28,728
	28,728	28,728
	66,398	493,300

PASUPATI FINCAP LTD
L.65910HR1996PLC033099
Notes forming part of the financial statements for the year ended 31.03.2018

Note	Particulars
11	Significant accounting policies
1	<p>Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention except for categories of fixed assets acquired before 1 April, 2010, that are carried at revalued amounts. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
2	<p>Use of estimates</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
3	<p>Revenue Recognition</p> <p>Revenue and expenses are recognised on their accrual including provisions and/or adjustments for committed obligations and amounts determined as payable and receivables during the period.</p>
4	<p>Foreign Currency Transaction</p> <p>Foreign Currency Transaction are accounted for at the prevailing foreign exchange rates at the time the transaction took place.</p>
5	<p>Depreciation</p> <p>The company is not having any Fixed Assets.</p>
6	<p>Investments</p> <p>The Unquoted Investments are stated at the purchase price plus expenses i.e. brokerage, fees and duties etc. related with the purchases.</p>
7	<p>Impairment of Assets</p> <p>If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the selling price and the value determined by the present value of estimated future cash flows.</p>
8	<p>Fixed Assets</p> <p>No Fixed Assets have been held by company.</p>
9	<p>Inventory</p> <p>Company is not carrying any inventory</p>
10	<p>Disclosure under AS-15 (Revised) – Employee Benefits</p> <p>There are no long Term Employees Benefits which require assessment of future liability of the company as per AS-15 issued under the companies (Accounting Standards) Rules, 2006</p>
11	<p>Sundry Debtors, Loans and Advances and Sundry Creditors</p> <p>In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the value stated if realised in the course of business. The provisions for all known liabilities are adequate and not in excess of the amount reasonable required.</p> <p>Balance of Sundry Creditors, Sundry Debtors and Loans & Advances are subject to confirmation and reconciliation.</p>

PASUPATI FINCAP LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2018

Note	Particulars	
12	Earning Per Share	
	The Company report Basic and Diluted earning per share (EPS) in accordance with Accounting Standard – 20 issued by the Institute of Chartered Accountants of India. The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The Diluted EPS have been computed using the weighted average number of equity shares and Diluted potential equity shares outstanding at the end of the year.	
	Particulars	As on 31.03.2018
		As on 31.03.2017
	Net Profit After Tax (Rs.)	(69,094.62)
	No. of Paid up Equity Shares (Weighted Average)	4,700,000
	Face Value Per Share (Rs.)	10.00
	Earning Per Share (Rs.)	
	Basic	(0.01)
	Diluted	(0.01)
13	Related Party Disclosures	
	The Company has made the following transactions with related parties as defined under the provisions of Accounting Standard-18 issued by the Institute of Chartered Accountants of India.	
	List of related parties along with the nature and volume of transaction is given below from 01.04.2017 to 31.03.2018.	
	Directors & Key managerial persons & their associate concerns	Nature of Relationship
	(a) Sh. Vidit Jain	Self
	(b) Sh. Anand Kumar Aggarwal	Self
	(c) Mrs. Rekha Sharma	Self
	Enterprises owned / controlled by the directors relatives	Description of Relationship
	(A) Pasupati Olefin Limited	Company under common control
	(B) Shivani Textiles Limited	Company under common control
	(C) Sulabh Impex Limited	Company under common control
	Enterprises owned / controlled by the Directors and/or their Relatives	Nature of Transaction
	<u>Sulabh Impex Limited</u>	Loans and Advances
	Opening Balance (Dr.)	3,609,660.00
	Closing Balance (Dr.)	3,609,660.00
	<u>Shivani Textiles Limited</u>	Loans and Advances
	Opening Balance (Dr.)	820,363.00
	Less: Amount recovered	(38,000.00)
	Closing Balance (Dr.)	782,363.00
14	Auditor's Remuneration	
	Statutory Audit Fee	28,728.00
	Total	28,728.00
15	Previous years figures have been regrouped and rearranged wherever considered necessary.	
16	Figures are rounded off to the nearest rupee.	

FOR SANTOSH SUSHAMA KESHRI & CO.

CHARTERED ACCOUNTANTS

FRN021629N

For and on behalf of the Board

FOR PASUPATI FINCAP LTD

(SANTOSH KUMAR)

Proprietor

M.No. 509170

PLACE : NEW DELHI

Date: 28.05.2018

Vidit Jain

(Director)

DIN: 01347588

Vrinda Jain

(Director)

DIN: 06641054

PASUPATI FINCAP LIMITED
Regd Office & Works: Village Kapriwas (Dharuhera) Distt. Rewari (Haryana)
Website-www.pasupatifincap.com, Email-ho@pasupatitextiles.com Ph:011--47632200
CIN- L65910HR1996PLC033099

PROXY FORM

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

CIN:	L65910HR1996PLC033099
Name of the company:	PASUPATI FINCAP LIMITED
Registered office:	Village Kapriwas (Dharuhera) Distt. Rewari, Haryana

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

3 Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on Friday the 28th September, 2018, At 10.15 a.m. at Village Kapriwas (Dharuhera) Rewari, Haryana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	Consideration and adoption of Annual Audited Account & Reports for the Financial Year ended 31st March,2018.		
2.	To appoint Mr.Vidit Jain as Director who retire by rotation and being eligible, offers herself for re-appointment.		
3.	Ratification of Appointment of M/s. Santosh Sushma Keshri & Co, Chartered Accountant, as Statutory Auditors.		
4.	Appointment of Mrs. Vrinda Jain as Director of the Company.		

Signed this ----- day of----- 2018

Signature of shareholder-----

Signature of Proxy Holder(s) -----

Affix Revenue Stamp of Rs. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ATTENDENCE SLIP
PASUPATI FINCAP LTD.**

**Regd. Office: Village Kapriwas (Dharuhera) Distt. Rewari (Haryana)
Head Office : 127-128, Tribhuvan Complex, Ishwar Nagar , New Delhi
Website: www.pasupatifincap.com, Email- ho@pasupatitextiles.com
CIN-L65910HR1996PLC033099**

I hereby record my presence at the 23rd Annual General Meeting being held on Friday the 28th September, 2018 at 10.15 AM at Village Kapriwas (Dharuhera), Distt. Rewari, Haryana.

Name of the Shareholder _____

(In block letters)

Folio No./ DPID No. and Client I D No. _____

No. of shares held _____

(Signature of the shareholder/ Proxy)