

2016-17



## **AVON MERCANTILE LIMITED**

S Global Knowledge Park, 19A & 19B, Sector-125, Noida, Uttar Pradesh – 201301

CIN: L17118UP1985PLC026582 Website: [www.avonmercantile.in](http://www.avonmercantile.in)

Email id: avonsecretarial@gmail.com

## **AVON MERCANTILE LIMITED**

### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

Mr. Vikas Kapoor  
(Non-Executive Director)  
Mr. Ramesh Chandra Agarwal  
(Non-Executive Independent Director)  
Mr. Satish Kumar Gupta  
(Non-Executive Independent Director)  
Mr. Rakesh Kumar Bhatnagar  
(Non-Executive Director)  
Ms. Gunjan Arora  
(Non-Executive Director)

#### **KEY MANAGERIAL PERSONNEL**

Mr. Jagdutt Kumar Sharma  
(Manager)  
Mr. Rajesh Kumar  
(Chief Financial Officer)  
Ms. Jyoti Manchanda  
(Company Secretary & Compliance Officer)

#### **STATUTORY AUDITORS**

M/s Gupta Garg & Agrawal,  
Chartered Accountants  
G-55, Royal Palace, II<sup>nd</sup> Floor  
Laxmi Nagar, Vikas Marg  
Delhi – 110092

#### **INTERNAL AUDITOR**

M/s RBAS & Associates  
Chartered Accountants  
Office No. 49, II Floor,  
A-215, Chawla Complex,  
Shakarpur, Delhi- 110092

#### **SECRETARIAL AUDITOR**

M/s K Rakesh & Co.  
Company Secretaries  
C-532, Aman Vihar, Near Rohini  
Sector-20, Kirari  
Delhi-110086

#### **SHARE TRANSFER AGENT**

MCS Share Transfer Agent Limited  
F-65, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-I, New Delhi - 110 020  
Ph:- 011-41406149, Fax:- 011-4170 9881  
Email: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)  
Website: [www.mcsregistrars.com](http://www.mcsregistrars.com)

#### **REGISTERED / CORPORATE OFFICE**

S Global Knowledge Park  
19A & 19B, Sector-125,  
Noida, Uttar Pradesh - 201301

#### **BANKERS**

IndusInd Bank Limited, New Delhi  
State Bank of India, New Delhi

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# AVON MERCANTILE LIMITED

**Registered Office :**

S Global Knowledge Park,  
19A & 19B, Sector-125,  
NOIDA-201301 (U.P.)

CIN: L17118UP1985PLC026582

Website: [www.avonmercantile.in](http://www.avonmercantile.in)

Email id: avonsecrearial@gmail.com

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## **NOTICE**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of **AVON MERCANTILE LIMITED** will be held on Saturday, 30<sup>th</sup> September, 2017 at 10:00 A.M. at S Global Knowledge Park, 19A & 19B, Sector-125, Noida – 201301 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2017 and the Profit and Loss Account together with Cash Flow Statement for the Financial Year ended on that date along with the Directors' Report and Auditors' Report thereon.
2. To consider and appoint a Director in place of Mr. Vikas Kapoor (DIN 03020854), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Audit and Auditors) Rules, 2014 (Rules) including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s. Goel Garg & Co., Chartered Accountants (Firm Registration No. 000397N), who have confirmed their eligibility to be appointed as Auditors, in terms of Section 141 of the Act read with Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors, M/s. Gupta Garg & Agarwal, Chartered Accountants (Firm Registration No. 505762C), to hold office for a period of five consecutive years from the conclusion of this 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting to be held in the calendar year 2022, subject to ratification of their appointment by the members of the Company at every Annual General Meeting, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** Mr. Vikas Kapoor, Director and Ms. Jyoti Manchanda, Company Secretary of the Company be and are hereby severally authorised to do all

acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For AVON MERCANTILE LIMITED**

**Place : Noida**

**Date : 14<sup>th</sup> August 2017**

**(Jyoti Manchanda)  
Company Secretary &  
Compliance Officer  
M. No. A25152**

**NOTES :**

1. Brief resume of the Director seeking re-appointment as mandated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed as **ANNEXURE – A** hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT 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 OF ANY OTHER MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ATTENDANCE SLIP.
3. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing them to attend and vote on their behalf at the meeting.
5. A route map has been attached with this notice for your convenience to reach at the venue of the Annual General Meeting of the Company.
6. Members are requested to intimate any change in their address directly to the Company’s Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited – F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020.
7. The members are requested to intimate their queries to the Company at its Registered Office Address, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
8. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September 2017 to 30<sup>th</sup> September 2017 (both days inclusive).
9. 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.
10. The Copy of the Annual Report is being sent by electronic mode to members who have registered their e-mail ids with the Company. Members whose e-mail id is not registered with the Company will be sent physical copies of the Annual Report at their registered address through permitted mode as specified under Section 20(2) of the Companies Act, 2013 and Rule 35 of the Companies (Incorporation) Rules,

2013. To support the 'Green Initiative' the Members who have not registered their email addresses are requested to register the same with the Company.

11. The Annual Report of the Company for the year ended 31<sup>st</sup> March 2017 is uploaded on the Company's website [www.avonmercantile.in](http://www.avonmercantile.in) and may be accessed by the members.
12. 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 can submit their PAN to the Company / MCS Share Transfer Agent Limited.
13. Statutory Registers and documents referred to in the Notice and Explanatory Statement as required to be maintained under the provisions of the Companies Act, 2013, are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 A.M. and 1.00 P.M. upto the date of Annual General Meeting and will also be available for inspection at the venue of the meeting.

#### 14. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The process and manner for remote e-voting are as under:
  - A. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
    - a) Open e-mail and open PDF file viz "Avon-remote e-Voting.pdf" with your Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password and you will be asked to change this password when you log-in for the first time.
    - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
    - c) Click on Shareholder-Login.
    - d) Put user ID and password as initial password noted in step (a) above. Click Login.
    - e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - g) Select "EVEN" of "AVON Limited".
    - h) Now you are ready for remote e-voting as Cast Vote page opens.
    - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - l) 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(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cavarunsinghal@gmail.com](mailto:cavarunsinghal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

**B. In case of Members receiving Physical copy of Notice of Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- i. Initial password is provided in the box overleaf.
- ii. Please follow all steps from Sl. No. (b) to Sl. No. (l) above at 14 (IV) (A), to cast vote.
- a) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- b) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- c) The e-voting period commences on Wednesday, 27<sup>th</sup> September, 2017 (9.00 am) and will end on Friday, 29<sup>th</sup> September 2017 (5.00 pm). During this period members of the Company, holding shares as on the cut-off date, being 23<sup>rd</sup> September 2017, may cast their vote electronically in the manner and process as set out above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.
- d) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2017.
- g) Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2017, they may also obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or RTA, MCS Share Transfer Agent Limited.
- h) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- i) A person, whose name is recorded in the register of members, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- j) Mr. Varun Singhal, Practicing Chartered Accountant (M.No.- 520560) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- k) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- l) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.avonmercantile.in/> and on the website of NSDL 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 and the Calcutta Stock Exchange Association Limited.

## **ANNEXURE-A**

**Details of Directors seeking reappointment in forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

<b>Name of Director</b>	Mr. Vikas Kapoor
<b>Date of Birth</b>	31 <sup>st</sup> August 1976
<b>Date of Appointment as Director</b>	25 <sup>th</sup> March 2015
<b>Qualification</b>	B. Com , MBA
<b>Expertise in specific functional areas</b>	He has over 15 years of experience in the field of finance and accounting.
<b>List of Listed Companies in which directorship held</b>	NIL
<b>List of Listed Companies in which the membership of Committees of the Board held</b>	NIL
<b>Number of Shares held in the Company</b>	Nil



# AVON MERCANTILE LIMITED

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## DIRECTORS' REPORT

To,  
The Members  
Avon Mercantile Limited

The Board of Directors of your Company have pleasure in placing before the Members the 32<sup>nd</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31<sup>st</sup> March 2017.

### ➤ FINANCIAL HIGHLIGHTS

The financial highlights of the Company during the year under review are as under:

PARTICULARS	Rs. (in Lakhs)	
	2016-17	2015-16
Total Income	386.20	269.17
Less : Total Expenses	360.39	245.96
Profit / (Loss) before exceptional and extraordinary items and tax	25.81	23.21
Less: Prior Period Expenses	-	0.06
Less : Tax for current year	6.26	10.14
Less: Income Tax paid for earlier years	-	-
Profit After Tax	17.79	13.01

During the year under review the total revenue of the Company was Rs. 386.20 Lakhs consisting of revenue from operations for Rs. 364.17 Lakhs and other Income for Rs. 22.03 Lakhs as against the total revenue of the Company was Rs. 269.17 Lakhs consisting of revenue from operations for Rs. 268.31 Lakhs and other Income for Rs. 0.86 Lakh during the previous financial year 2015-16. The profit for the year under review is Rs. 17.79 Lakhs as compared to profit of Rs. 13.01 Lakhs during the previous financial year.

### ➤ STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, the Company, being a Non-Banking Financial Company, has carried out its main activity of lending funds. The Company intends to continue the same line of business in future as well.

## ➤ **DIVIDEND**

For the purpose of business growth and expansion, the Board of Directors of the Company have not recommended any dividend for the Financial Year ending 31<sup>st</sup> March 2017.

## ➤ **TRANSFER TO RESERVES**

During the year under review, the Company has transferred Rs. 3.56 Lakhs to the Reserves Fund from the profits of the Company in accordance with the provisions of Section 45-IC of the Reserve Bank of India Act, 1934.

## ➤ **CHANGES IN SHARE CAPITAL**

During the year under review, there was no change in the Authorized and paid up share capital of the Company.

## ➤ **EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of section 92 of the Companies Act, 2013 (“Act”) and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 the extract of Annual return in Form No. MGT-9 is annexed herewith as **ANNEXURE-I** and forms part of this report.

## ➤ **NUMBER OF BOARD MEETINGS**

During the year under review, four meetings of the Board were held on 25/05/2016, 10/08/2016, 14/11/2016 and 13/02/2017 respectively.

## ➤ **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

## ➤ **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the year under review, the Company has not entered into any contract or arrangement with related parties under section 188 of the Act. The form AOC-2 is enclosed to this Report as **ANNEXURE – II**.

➤ **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There is no material change and commitment affecting the financial position of the Company between the end of the Financial Year of the Company to which financial statements relate and the date of report.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed herewith as **ANNEXURE-III** and forms part of this report.

➤ **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

During the year under review, no company has become or ceased to be its Subsidiary, Joint Venture or Associate Company.

➤ **INTER-SE TRANSFER OF PROMOTERS' SHAREHOLDING**

During the year under review, there was inter-se transfer of shares between Promoter Group whereby 3,67,500 and 3,64,750 equity shares held by Positive Investment Pvt Ltd and Protective Investment Pvt Ltd respectively aggregating to 7,32,250 equity shares were transmitted in favour of Smart Entertainment Private Limited representing 9.79% of the total paid-up share capital, pursuant to order dated 25<sup>th</sup> May 2016 passed by Hon'ble High Court of Judicature at Allahabad, Uttar Pradesh, approving the merger of Positive Investment Pvt Ltd and Protective Investment Pvt Ltd with Smart Entertainment Pvt Ltd.

Consequent to the inter-se transfer among the Promoter Group, the Promoter's Shareholding as on 31<sup>st</sup> March 2016 and 31<sup>st</sup> March 2017 was as follows:

Name of Promoter	No. of shares held as on 31 <sup>st</sup> March 2016	% held as on 31 <sup>st</sup> March 2016	No of shares acquired / (disposed) pursuant to merger	% acquired / (disposed) pursuant to merger	No. of shares held as on 31 <sup>st</sup> March 2017	% held as on 31 <sup>st</sup> March 2017
Smart Entertainment Pvt Ltd	7,38,500	9.88	7,32,250	9.79	14,70,750	19.67
Positive Investment Pvt Ltd	3,67,500	4.91	(3,67,500)	(4.91)	NIL	NIL
Protective Investment Pvt Ltd	3,64,750	4.88	(3,64,750)	(4.88)	NIL	NIL
Oasis Cineplex Pvt Ltd	4,89,250	6.54	NIL	NIL	4,89,250	6.54
Total	19,60,000	26.21	-	-	19,60,000	26.21

*Note: Positive Investment Pvt Ltd and Protective Investment Pvt Ltd ceased to exist as on 27<sup>th</sup> June 2016 pursuant to order dated 25<sup>th</sup> May 2016 passed by Hon'ble High Court of Judicature at Allahabad, Uttar Pradesh, approving the merger of Positive Investment Pvt Ltd and Protective Investment Pvt Ltd with Smart Entertainment Pvt Ltd and Form INC-28 filed with the Registrar of Companies, Uttar Pradesh & Uttrakhand on 27<sup>th</sup> June 2016.*

## ➤ **RISK MANAGEMENT POLICY**

The Company believes that managing risks goes hand-in-hand with maximum returns. To this effect, there is a robust process in place to identify key risks and prioritise the relevant action plans to mitigate these risks. Risk management framework is reviewed periodically like review of compliance and regulatory matters by the Board Members.

## ➤ **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of your Company is duly constituted with proper balance of Non-Executive Directors (including Woman Director) and Independent Directors. During the year under review, there was no change in the composition of the Board of Directors of the Company.

### **i) RE-APPOINTMENT OF RETIRING DIRECTOR**

Mr. Vikas Kapoor (DIN: 03020854) is liable to retire by rotation and, being eligible, offers himself for re-appointment. The Directors recommend Mr. Vikas Kapoor for re-appointment.

His brief resume and other details are furnished in the Notice for the Annual General Meeting as **ANNEXURE – A**.

### **ii) INDEPENDENT DIRECTORS**

The members in the Annual General Meeting of the Company held on 30<sup>th</sup> September 2014 had approved the appointments of Mr. Ramesh Chandra Agarwal (DIN: 00037477) and Mr. Satish Kumar Gupta (DIN: 00030841) as Independent Directors to hold office for 5 consecutive years w.e.f. 30<sup>th</sup> September 2014, who are not liable to retire by rotation.

Pursuant to Section 134(3)(d) read with Section 149(7) of the Companies Act, 2013, both the Independent Directors have given declarations for the Financial Year 2017-18 that they meet the criteria of independence as laid down under Section 149(6) the Act and Regulation 16(1)(b) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has a policy to induct its Independent Directors upon their appointment to attend the orientation programme conducted by the Company so as to familiarize them with the Company's policies, strategies, plans, etc.

Further the Board advises and ensures that its Independent Directors attend programmes / seminars conducted by various organizations on the matters relating to finance, taxation, corporate governance, etc. so that they keep themselves updated with the various developments in the corporate/ legal world.

**iii) Changes in the composition of the Board of Directors / Key Managerial Personnel.**

As required under the provisions of Section 134(q) read with Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014, the details of Directors or Key Managerial Personnel who were appointed or have resigned during the year under review are as follows:

S.No	Name of Director / Key Managerial Person	Designation	Date of Appointment	Date of Resignation
1.	Mr. Pranjul Gupta	Company Secretary & Compliance Officer	13/07/2015	29/04/2016
2.	Ms. Jyoti Manchanda	Company Secretary & Compliance Officer	30/04/2016	-

➤ **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the year under review, no significant order has been passed by any regulators or courts or tribunals.

➤ **ADEQUACY OF INTERNAL FINANCIAL CONTROL**

The Company maintains appropriate systems of internal control and monitoring procedures to ensure that all assets are safeguarded against loss from unauthorized use or disposition. It provides for adequate checks and balances and is meant to ensure that all transactions are authorized, recorded and reported correctly. The Internal financial controls with reference to the Financial Statements are adequate commensurate with the size and nature of its business.

The Board had appointed M/s RBAS & Associates, Chartered Accountants, as Internal Auditor of the Company for the Financial Year 2016-17. The Internal Audit Report along with observations and recommendations contained therein was placed before the Audit Committee in its meeting held on 25-5-2017 and was taken note of.

➤ **DEPOSITS**

During the year under review, your Company has not accepted any deposits from the public and as such no amount of principal or interest thereon was outstanding as on 31<sup>st</sup> March 2017.

## ➤ **PARTICULARS OF EMPLOYEES**

In terms of Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, table containing the names and other particulars of employees is appended in **ANNEXURE - IV**.

Further, in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee

- a) employed throughout the financial year was in receipt of remuneration of Rs. 60 lakh or more, or
- b) employed for part of the year and was in receipt of Rs. 5 lakh or more per month, and
- c) was in receipt of remuneration in excess of that drawn by the manager and holds by himself / herself or along with his / her spouse and dependent children, not less than two percent of the equity shares of the company.

## ➤ **CORPORATE SOCIAL RESPONSIBILITY**

The provisions contained in Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 are not applicable to the Company.

## ➤ **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

During the year under review, there was no case filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

## ➤ **AUDITORS AND AUDITORS' REPORT**

In terms of second proviso to Section 139(2) of the Companies Act, 2013 ("Act") and rule 6(3) of the Companies (Audit and Auditors) Rules, 2014, a transition period of three years from the commencement of the Act has been provided to appoint a new audit firm, when the existing audit firm has completed two terms of five consecutive years.

M/s Gupta Garg & Agrawal, Chartered Accountants (Firm Regn No. 004330C), have been associated with the Company as Statutory Auditors for more than 10 years. Hence would retire at the conclusion of the ensuing 32<sup>nd</sup> Annual General Meeting (AGM) of the Company.

Accordingly, pursuant to Section 139, 142 and other applicable provisions of the Act, if any, read with the rules framed thereunder, the Company is required to appoint a new Audit Firm in place of the retiring audit firm.

The Board of Directors, in its meeting held on 25<sup>th</sup> May, 2017, has recommended to appoint M/s. Goel Garg & Co., Chartered Accountants (Firm Registration No. 000397N), as the Statutory Auditors of the Company for a term of 5 (five) years commencing from the conclusion of the ensuing 32<sup>nd</sup> AGM till the conclusion of the 37<sup>th</sup> AGM of the Company to be held in the calendar year 2022. The Company has received necessary written consent and confirmation from M/s. Goel Garg & Co., Chartered Accountants (Firm Registration No. 000397N), to the effect that their appointment, if made, would be within the limits prescribed under Section 141 of the Act, and rules framed thereunder, and that they satisfy the eligibility criteria provided thereunder for the appointment as Statutory Auditors of the Company.

The Audit Report of M/s Gupta Garg & Agrawal, Chartered Accountants (Firm Regn No. 004330C), the retiring Statutory Auditors, on the Financials Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 read with relevant Notes thereon are self-explanatory and do not call for any further explanation.

The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer.

There was no fraud reported by Auditors under Section 143(12) of the Companies Act, 2013.

#### ➤ **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the Financial Year 2016-17, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March 2017 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ➤ **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration) Rules, 2014, the Board had appointed M/s K Rakesh & Co., Company Secretaries in Practice (C.P No 14700) to undertake the Secretarial Audit of the Company for the financial year 2016-17 and the report is annexed as **ANNEXURE-V** to this report.

## ➤ **AUDIT COMMITTEE**

The details pertaining to composition of Audit Committee and its terms of reference in accordance with Sections 134(3) and 177(4) of the Act respectively are included in the Corporate Governance Report, which forms part of this report.

There are no instances of the Board not accepting the recommendations of the Audit Committee during the Financial Year 2016-17.

## ➤ **NOMINATION AND REMUNERATION COMMITTEE**

The details pertaining to composition of Nomination and Remuneration Committee and the Company's policy on Directors, Key Managerial Personnel and other Employees' appointment and remuneration and other matters provided in Section 178(3) and (4) of the Act have been disclosed in the Corporate Governance Report, which forms part of this report.

## ➤ **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The details pertaining to composition of Stakeholders Relationship Committee in accordance with Section 178(5) of the Act are included in the Corporate Governance Report, which forms part of this report.

## ➤ **BOARD EVALUATION**

Pursuant to Section 134(q) of the Companies Act, 2013, read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and Regulation 17(10) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out a formal annual evaluation of its own performance, performance of the Individual Directors (including Independent Directors) as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has in terms of Section 178(2) and (3) of the Companies Act, 2013 and relevant regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The nomination and remuneration policy, inter alia, giving details



about the policy on directors' appointment and remuneration including the criteria for determining qualifications, positive attributes, independence and other details are included in nomination and remuneration policy, the details of which are given in the Corporate Governance Report, which forms part of this Report.

#### ➤ **CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATE**

The Company is committed to follow the standards of good Corporate Governance. As required under Regulation 34(3) read with Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is annexed as **ANNEXURE – VI(a)** and forms integral part of this report.

Further the Company has received a certificate from M/s K Rakesh & Co, Company Secretaries in Practice (C.P. No. 14700) regarding compliance with Corporate Governance norms as stipulated in Part C of Schedule V of the Listing Regulations for the financial year ended 31<sup>st</sup> March, 2017. The certificate confirming compliance of the conditions of Corporate Governance is annexed as **ANNEXURE – VI(b)** and form integral part of this report.

#### ➤ **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Schedule V(B) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is presented in the separate section and is marked as **ANNEXURE - VII** and forms an integral part of this report.

#### ➤ **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its powers), Rules 2014 and Schedule V(B) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism to report genuine concerns about actual or suspected frauds, unethical behavior etc. and the same has been posted on the official website of the Company.

#### ➤ **LISTING AT STOCK EXCHANGE(s)**

The Company continues to be listed at the Bombay Stock Exchange Ltd and Calcutta Stock Exchange Association Ltd.

#### ➤ **ACKNOWLEDGEMENT**

Your Directors wish to place on record their sincere thanks and appreciation for the co-operation and help provided by State Government and the Bankers to the Company.

Your Directors also acknowledge the continued trust and confidence that Shareholders have placed in the Company.

**By Order of the Board  
For AVON MERCANTILE LIMITED**

**Place : Noida  
Date : 14<sup>th</sup> August 2017**

**Sd/-  
(Rakesh Kumar Bhatnagar)  
Director  
DIN: 02922258**

**Sd/-  
(Vikas Kapoor)  
Director  
DIN: 03020854**

**Annexure- I****Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March 2017**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]*

**1. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L17118UP1985PLC026582
ii.	Registration Date	21.01.1985
iii.	Name of the Company	Avon Mercantile Limited
iv.	Category/Sub-Category of the Company	Company Limited by shares / Non-Government Company
v.	Address of the Registered office and contact details	S Global Knowledge Park, 19A & 19B, Sector-125, Noida – 201301
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited F-65, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi -1100 20 Ph:- 011-41406149 Fax:- 011-4170 9881 Email: <a href="mailto:helpdeskdelhi@mcsregistrars.com">helpdeskdelhi@mcsregistrars.com</a> Website: <a href="http://www.mcsregistrars.com">www.mcsregistrars.com</a>

**2. 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	Financial Services	99711	94.30%

**3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address of the company	CIN/GLN	Holding / Subsidiary /Associate	% of shares held	Applicable Section
NIL					

#### 4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	0	70	70	0	0	70	70	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	19,60,000	19,60,000	26.21	0	19,60,000	19,60,000	26.21	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	0	19,60,000	19,60,000	26.21	0	19,60,000	19,60,000	26.21	0
<b>2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	19,60,000	19,60,000	26.21	0	19,60,000	19,60,000	26.21	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian	0	49,81,260	49,81,260	66.62	0	49,81,260	49,81,260	66.62	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	4,51,060	4,51,060	6.03	0	4,51,060	4,51,060	6.03	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	85,000	85,000	1.14	0	85,000	85,000	1.14	0
c) Others(Specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	0	55,17,320	55,17,320	73.79	0	55,17,320	55,17,320	73.79	0
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>0</b>	<b>55,17,320</b>	<b>55,17,320</b>	<b>73.79</b>	<b>0</b>	<b>55,17,320</b>	<b>55,17,320</b>	<b>73.79</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>74,77,390</b>	<b>74,77,390</b>	<b>100</b>	<b>0</b>	<b>74,77,390</b>	<b>74,77,390</b>	<b>100</b>	<b>0</b>

## ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during 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 / encumbered to total shares	
1	Smart Entertainment Pvt. Ltd.	7,38,500	9.88	0	14,70,750	19.67	0	9.79
2	Oasis Cineplex Pvt. Ltd.	4,89,250	6.54	0	4,89,250	6.54	0	0
3	Positive Investment Pvt. Ltd.	3,67,500	4.91	0	0	0	0	-4.91
4	Protective Investment Pvt. Ltd.	3,64,750	4.88	0	0	0	0	-4.88
5	Bir Bahadur Mishra	10	0.00	0	10	0.00	0	0
6	Haridas Nambiar	10	0.00	0	10	0.00	0	0
7	Deepak Chakrawarti	10	0.00	0	10	0.00	0	0
8	Azad Singh	10	0.00	0	10	0.00	0	0
9	L N Maheshwari	10	0.00	0	10	0.00	0	0
10	Sudhir Kumar	10	0.00	0	10	0.00	0	0
11	Ashok Kumar	10	0.00	0	10	0.00	0	0
	<b>Total</b>	<b>19,60,070</b>	<b>26.21</b>	<b>0</b>	<b>19,60,070</b>	<b>26.21</b>	<b>0</b>	<b>0</b>

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

Sr. no	PARTICULARS	Shareholding		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Smart Entertainment Pvt. Ltd.</b> At the beginning of the year Add: Transmission (27.06.2016) At the end of the year	7,38,500 7,32,250 14,70,750	9.88 9.79 19.67	7,38,500 14,70,750 14,70,750	9.88 19.67 19.67
2	<b>Oasis Cineplex Pvt. Ltd.</b> At the beginning of the year At the end of the year	4,89,250 4,89,250	6.54 6.54	4,89,250 4,89,250	6.54 6.54
3	<b>Positive Investment Pvt. Ltd.</b> At the beginning of the year Less: Transmission (27.06.2016) At the end of the year	3,67,500 (3,67,500) 0	4.91 (4.91) 0.00	3,67,500 0 0	4.91 0.00 0.00
4	<b>Protective Investment Pvt. Ltd.</b> At the beginning of the year Less: Transmission (27.06.2016) At the end of the year	3,64,750 (3,64,750) 0	4.88 (4.88) 0.00	3,64,750 0 0	4.88 0.00 0.00
5	<b>Bir Bahadur Mishra</b> At the beginning of the year At the end of the year	10 10	0.00 0.00	10 10	0.00 0.00
6	<b>Haridas Nambiar</b> At the beginning of the year At the end of the year	10 10	0.00 0.00	10 10	0.00 0.00
7	<b>Deepak Chakrawarti</b> At the beginning of the year At the end of the year	10 10	0.00 0.00	10 10	0.00 0.00
8	<b>Azad Singh</b> At the beginning of the year At the end of the year	10 10	0.00 0.00	10 10	0.00 0.00
9	<b>L N Maheshwari</b> At the beginning of the year At the end of the year	10 10	0.00 0.00	10 10	0.00 0.00
10	<b>Sudhir Kumar</b> At the beginning of the year At the end of the year	10 10	0.00 0.00	10 10	0.00 0.00
11	<b>Ashok Kumar</b> At the beginning of the year At the end of the year	10 10	0.00 0.00	10 10	0.00 0.00

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

Sl. No	Particulars of Each of the Top 10 Shareholders	Date	Reason of change	Shareholding		Cumulative Shareholding	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	LCC Infotech Limited	01.04.2015	At the beginning of the year	494500	6.61	494500	6.61
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	494500	6.61	494500	6.61
2	Blue Chip India Limited	01.04.2015	At the beginning of the year	292500	3.91	292500	3.91
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	292500	3.91	292500	3.91

3	Benzer Agencies Limited	01.04.2015	At the beginning of the year	403750	5.40	403750	5.40
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	403750	5.40	403750	5.40
4	ATN International Limited	01.04.2015	At the beginning of the year	213250	2.85	213250	2.85
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	213250	2.85	213250	2.85
5	Precision Papers Industries Limited	01.04.2015	At the beginning of the year	87500	1.17	87500	1.17
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	87500	1.17	87500	1.17
6	Silicon Valley Infotech Limited	01.04.2015	At the beginning of the year	80750	1.08	80750	1.08
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	80750	1.08	80750	1.08
7	Orbital Contractors & Financiers Pvt Ltd	01.04.2015	At the beginning of the year	70000	0.93	70000	0.93
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	70000	0.93	70000	0.93
8	Atma Sales Pvt Ltd	01.04.2015	At the beginning of the year	60000	0.80	60000	0.80
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	60000	0.80	60000	0.80
9	Gainwell Commodities Pvt Ltd	01.04.2015	At the beginning of the year	57500	0.77	57500	0.77
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	57500	0.77	57500	0.77
10	Apex Enterprises India Ltd	01.04.2015	At the beginning of the year	55000	0.73	55000	0.73
		-	Change during the Year	-	-	-	-
		31.03.2016	At the End of the year	55000	0.73	55000	0.73

#### v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	For each of the Directors and KMP	Shareholding		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Vikas Kapoor (Director)	NIL	NIL	NIL	NIL
2.	Mr. Ramesh Chandra Agarwal (Independent Director)	NIL	NIL	NIL	NIL
3.	Mr. Satish Kumar Gupta (Independent Director)	NIL	NIL	NIL	NIL
4.	Mr. Rakesh Kumar Bhatnagar (Director)	NIL	NIL	NIL	NIL
5.	Ms. Gunjan Arora (Director)	NIL	NIL	NIL	NIL
6.	Mr. Rajesh Kumar (Chief Financial Officer)	NIL	NIL	NIL	NIL
7.	Mr. Jagdutt Kumar Sharma (Manager)	NIL	NIL	NIL	NIL
8.	Ms. Jyoti Manchanda (Company Secretary)	NIL	NIL	NIL	NIL

## 5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits (in Rs.)	Unsecured Loans (in Rs.)	Deposits (in Rs.)	Total Indebtedness (in Rs.)
Indebtedness at the beginning of the financial year	-	8,95,00,000/-	-	8,95,00,000/-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	11,67,740/-	-	11,67,740/-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	9,06,67,740/-	-	9,06,67,740/-
Change in Indebtedness during the financial year				
- Addition	-	41,60,00,000/-	-	41,60,00,000/-
- Reduction	-	34,65,00,000/-	-	34,65,00,000/-
<b>Net Change</b>	-	6,95,00,000/-	-	6,95,00,000/-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## 6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
1.	Gross salary	Mr. Jagdutt Kumar Sharma (Manager)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		14,11,500
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		32,400



	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		NIL
2.	Stock Option		NIL
3.	Sweat Equity		NIL
4.	Commission - as % of profit - others specify		NIL NIL
5.	Others - Reimbursement		4,53,000
6.	Total(A)		18,96,900
	Ceiling as per the Act	Within the limit prescribed under Schedule V of the Companies Act, 2013	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Ramesh Chandra Agrawal	Mr. Satish Kumar Gupta	
1.	<u>Independent Directors</u> ·Fee for attending board / committee meetings ·Commission ·Others, please specify	Rs. 30,000 NIL NIL	Rs. 30,000 NIL NIL	Rs. 60,000 NIL NIL
	Total(1)	Rs. 30,000	Rs. 30,000	Rs. 60,000
2.	<u>Other Non-Executive Directors</u> ·Fee for attending board / committee meetings ·Commission ·Others, please specify	NIL NIL NIL	NIL NIL NIL	NIL NIL NIL
	Total(2)	NIL	NIL	NIL
	Total(B)=(1+2)	Rs. 30,000	Rs. 30,000	Rs. 60,000
	Total Managerial Remuneration	Rs. 30,000	Rs. 30,000	Rs. 60,000
	Overall Ceiling as per the Act	Within the limit prescribed under Section 197(4) read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014		

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. no.	Particulars of Remuneration	CEO	Key Managerial Personnel			
			Company Secretary	CFO	Total	
		None	Mr. Pranjul Gupta*	Ms. Jyoti Manchanda**	Mr. Rajesh Kumar	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	Rs. 49,744	Rs. 10,96,093	Rs. 4,59,336	Rs. 16,05,173
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5.	Others- Reimbursement	NIL	NIL	NIL	Rs. 15,000	Rs. 15,000
	<b>Total</b>	<b>NIL</b>	<b>Rs. 49,744</b>	<b>Rs. 10,96,093</b>	<b>Rs. 4,74,336</b>	<b>Rs. 16,20,173</b>

\* For the period from 1<sup>st</sup> April 2016 to 29<sup>th</sup> April 2016.

\*\* For the period from 30<sup>th</sup> April 2016 to 31<sup>st</sup> March 2017.

**7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment / Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made, If any (give details)
<b>A. Company</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>B. Directors</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. Other Officers In Default</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

## **ANNEXURE-II**

### **Form No. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto.**

1. Details of contracts or arrangements or transactions not at Arm's length basis.- None

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name (s) of the related party & nature of relationship	Not Applicable
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis. - None

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name (s) of the related party & nature of relationship	Not Applicable
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Date of approval by the Board	
6	Amount paid as advances, if any	

**ANNEXURE -III**

**INFORMATION AS PER SECTION 134(3)(m) OF THE ACT READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016:**

**(A) Conservation of Energy:** Since the Company is not engaged in manufacturing activity, this clause is not applicable.

(i) the Steps taken or impact on conservation of energy:

Not Applicable

(ii) the Steps taken by the company for utilizing alternate sources of energy:

Not Applicable

(iii) the capital investment on energy conservation equipments:

Not Applicable

**(B) Technology Absorption:** Since the Company is not engaged in manufacturing activity, this clause is not applicable.

(i) the efforts made towards technology absorption:

Not Applicable

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:

Not Applicable

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Not Applicable

(iv) the expenditure incurred on Research and Development:

Not Applicable

**(C) Foreign Exchange Earnings and Outgo:**

**(in Rs.)**

NIL

## **ANNEXURE –IV**

### **Information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ending 31<sup>st</sup> March, 2017:**

Not Applicable as none of the Directors of the Company has received any remuneration from the Company except for sitting fees by the Independent Directors

**2. Percentage increase in remuneration of each director, Chief Financial officer, Chief Executive officer, company secretary or manager, if any in the financial year:**

Name of Key Managerial Personnel	Designation	Remuneration for F/Y ended 31 <sup>st</sup> March 2017	Remuneration for F/Y ended 31 <sup>st</sup> March 2016	% increase in remuneration
Mr. Jagdutt Kumar Sharma	Manager	18,96,900	16,19,508	14.62
Mr. Pranjul Gupta*	Company Secretary	49,744	2,26,089	NA
Mr. Rajesh Kumar**	Chief Financial Officer	4,74,336	2,56,089	8.05
Ms. Jyoti Manchanda***	Company Secretary	10,96,093	NA	NA

*\*Remuneration paid for the period from 1<sup>st</sup> April 2016 to 29<sup>th</sup> April 2016.*

*\*\* Appointed as CFO w.e.f. 1<sup>st</sup> September 2015. The remuneration paid during the F.Y. 2016-16 was for the period from 1<sup>st</sup> September 2015 to 31<sup>st</sup> March 2016. Therefore the % increase in remuneration has been mentioned proportionally.*

*\*\*\* Remuneration paid for the period from 30<sup>th</sup> April 2016 to 31<sup>st</sup> March 2017.*

**3. Percentage increase in median remuneration of employees in the financial year**

Not Applicable since there is no employee except Key Managerial Personnel employed during the financial year 2016-17.

**4. The number of permanent employees on the rolls of the company**

During the financial year ending 31<sup>st</sup> March, 2017, there were 3 (three) employees (i.e. Key Managerial Personnel) on the rolls of the Company.

**5. The explanation on the relationship between average increase in remuneration and company performance**

There was an increase of 43.48% in the total revenue earned by the Company during the F.Y 2016-17 as compared to last F.Y. 2015-16. The percentage increase in remuneration of the Manager and Chief Financial Officer during the F.Y. 2016-17 was 14.62% and 8.05% respectively (i.e. an average increase of 11.33%).

**6. Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2016-17 (in Rs.)	35,17,073
Revenue (in Rs.)	3,86,20,253
Remuneration of KMPs (as a % of revenue)	9.11
Profit before Tax (in Rs.)	25,81,020
Remuneration of KMP (as a % of PBT)	136.27

**7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Not Applicable as the Company's shares are not frequently traded.

**8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison to percentile increase in remuneration of managerial personnel:**

Not Applicable as Company does not have any employee except Key Managerial Personnel.

**9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:**

	Mr. Jagdutt Kumar Sharma (Manager)	Mr. Rajesh Kumar (CFO)	Ms. Jyoti Manchanda (Company Secretary)
Remuneration of Key Managerial Personnel (KMP) in FY 2016-17 (in Rs.)	18,96,900	4,74,336	10,96,093
Revenue (in Rs.)	3,86,20,253	3,86,20,253	3,86,20,253
Remuneration of KMPs (as a % of revenue)	4.91	1.23	2.84
Profit before Tax (in Rs.)	25,81,020	25,81,020	25,81,020
Remuneration of KMP (as a % of PBT)	136.07	18.38	42.47

**10. Key parameters of variable component of remuneration availed by directors:**

Not Applicable as no remuneration was paid to any of the Director (except for sitting fees to Independent Directors).

**11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

Not Applicable as no remuneration was paid to any of the Director (except for sitting fees to Independent Directors).

**12. Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that remuneration was recommended by Nomination and remuneration committee based on the Policy of Remuneration committee.

**ANNEXURE – V**

***K RAKESH & CO.***  
***Company Secretaries***

C-532, Aman Vihar,  
Near Rohini Sector-20,  
Kirari, Delhi-110086  
Phone: 9560522530, 8377954952  
[krakeshandcompany@gmail.com](mailto:krakeshandcompany@gmail.com)

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**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017**

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

To,

**The Members,**  
**Avon Mercantile Limited,**  
S Global Knowledge Park,  
19A & 19B, Sector-125, Noida,  
Gautam Buddha Nagar-201301(UP).

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Avon Mercantile Limited (**CIN: L17118UP1985PLC026582**) (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<sup>st</sup> March, 2017 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 Avon Mercantile Limited ‘the Company’ for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and Companies Act, 1956 and the rules made thereunder as applicable;
- (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) All the Rules, Regulations, Guidelines and Circulars applicable to the Non Banking Financial Companies under The RBI Act, 1934;
- (v) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of External Commercial Borrowings;
- (vi) 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) 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 as the Company did not issue any security during the financial year under review);**
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014. **(Not applicable as the Company has not granted any option to its employees during the financial year under review);**
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **(Not applicable as the Company has not issued any debt security during the financial year under review);**
  - (g) 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. **(Not applicable as the Company is not registered as Registrar to an issue and share transfer agent during the financial year under review);**



- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review);**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not applicable as the Company has not bought back any of its securities during the financial year under review);**
- (vii) The Company has identified the following laws as specially applicable to the Company;
  - i. The Indian Contract Act, 1872;
  - ii. The Indian Stamp Act, 1899;
  - iii. Negotiable Instrument Act, 1881;
  - iv. Maternity Benefits Act, 1961;

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

- i. Secretarial Standards with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Audit Period under review and as per the representation and clarification provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove.

During the Audit Period, the Company has appointed Ms. Jyoti Manchanda as Company Secretary w.e.f. 30/04/2016.

I further report that compliance of applicable financial laws including Direct and Indirect Tax Laws by the Company has not been reviewed in this Audit since the same has been subject to review by the statutory Auditors and other designated professionals.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per the provisions of Companies Act, 2013 and the Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no change in the composition of the Board of Directors during the period under review;

- Adequate notice of at least seven days was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during audit period, the Company has not incurred any specific event/action that can have major bearing on the Company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guidelines etc..

**For K. Rakesh & Company**

Company Secretaries

Sd/-

(RAKESH KUMAR)

ACS: 32443

C. P.: 14700

Date: 14<sup>th</sup> August, 2017

Place: Noida

(This Report is to be read with my letter of even date which annexed as **Annexure-A** and forms an integral part of this Report.)

**Annexure – ‘A’**

To,  
The Members,  
Avon Mercantile Limited,  
S Global Knowledge Park,  
19A & 19B, Sector-125, Noida,  
Gautam Buddha Nagar-201301(UP).

**My Secretarial Report of even date is to be read along with this letter.**

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

**For K. Rakesh & Company.**

Company Secretaries

Sd/-

(RAKESH KUMAR)

ACS: 32443

C. P.: 14700

Date: 14<sup>th</sup> August, 2017

Place: Noida

## **ANNEXURE – VI(a)**

### **CORPORATE GOVERNANCE REPORT**

In compliance with the Corporate Governance requirements as stipulated in Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company submits the report on the matters mentioned in the said Regulations on Corporate Governance and due compliance report on specific areas wherever applicable for the Financial Year ended 31<sup>st</sup> March, 2017.

#### **1. COMPANY'S PHILOSOPHY**

The Company continues to believe in conduct of its high standard of integrity, ethical behavior, respect for laws, fair business and strong and effective audit controls in areas of its operations. Your Company in this pursuit lays great emphasis on transparency, accountability and compliance which guides the Company towards fulfilling the high standards of Corporate Governance consistently.

#### **2. BOARD OF DIRECTORS**

##### **I. Composition of Board**

As on 31<sup>st</sup> March, 2017, the Board consisted of Mr. Vikas Kapoor, Ms. Gunjan Arora, Mr. Ramesh Chandra Agarwal, Mr. Satish Kumar Gupta and Mr. Rakesh Kumar Bhatnagar. The Board has a balanced mixed of non-executive directors including Woman Director and Independent Directors. 1/3<sup>rd</sup> of the Board Members are Independent Directors.

The Non-Executive Directors do not have any material pecuniary relationship or transaction with the Company during the year 2016-2017.

All the Independent Directors possess the requisite qualifications and are experienced in their own fields. Directors other than Independent Directors are liable to retire by rotation.

##### **II. Board Meetings, other Directorship and Attendance of Directors**

A total of (4) four Board Meetings were held during the year i.e on 25/05/2016, 10/08/2016, 14/11/2016 and 13/02/2017 respectively.

The gap between any two Meetings never exceeded 120 days.

None of the Directors of the Company is a member of more than ten Committees or a Chairman of more than 5 Committees across all the companies in which he / she is a Director. Necessary disclosures regarding Committee positions in other public companies as at 31<sup>st</sup> March, 2017 have been made by Directors.

The composition of the Board, attendance of Directors at Board meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other public companies as on 31<sup>st</sup> March 2017 are given herein below.

Other directorships do not include alternate directorships, directorships of private limited companies, Section 25 companies and of companies incorporated outside India. Chairmanships/Memberships of Board committees include only Audit and Shareholders/Investors Grievance Committees.

Name of Directors	Category	No. of Position held in other Public Limited Companies			Attendance at Board Meetings held during the year from 1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017	Attendance at last AGM
		Board	Committee			
			Membership	Chairmanship		
Mr. Vikas Kapoor	Non-Executive	3	0	0	4	Yes
Mrs. Gunjan Arora	Non-Executive	3	0	0	4	No
Mr. Rakesh Kumar Bhatnagar	Non-Executive	1	0	0	4	Yes
Mr. Ramesh Chandra Agarwal	Independent Non-Executive Director	3	5	1	4	Yes
Mr. Satish Kumar Gupta	Independent Non-Executive Director	3	4	2	4	Yes

### III. Meeting of Independent Directors

The Independent Directors of the Company had met during the year on 13<sup>th</sup> February, 2017 without the attendance of Non-Independent Directors and members of Management to review:

- A) the performance of Non-Independent Directors and the Board as a whole,
- B) the performance of the Chairman of the Company, taking into account the views of Non-Executive Directors, and
- C) the quality, quantity and timeliness of flow of information between the Company Management and the Board.

### 3. DIRECTORS REMUNERATION

Remuneration / Sitting fees paid to Director (s) during the year is given below:

#### I. Executive Directors

There is no executive director on the Board of Directors of the Company.

#### II. Non-Executive Directors / Independent Directors

The Non-Executive Directors are not paid any remuneration including sitting fees for attending the meetings of the Board of Directors and committees thereof.

However the Independent Directors are paid sitting fees for attending the meetings of the Board of Directors and committees thereof.

The Company does not have any material pecuniary relationship or transactions with its Non-Executive Directors. The details of sitting fees paid and shares held by the Non-Executive Directors / Independent Directors are as under:

S.No	Name	Sitting fees (in Rs.)	No. of Shares held
1.	Mr. Vikas Kapoor	0	0
2.	Ms. Gunjan Arora	0	0
3.	Mr. Rakesh Kumar Bhatnagar	0	0
4.	Mr. Ramesh Chandra Agarwal	30,000	0
5.	Mr. Satish Kumar Gupta	30,000	0

### 4. DIRECTORS SEEKING RE-APPOINTMENT

The required information regarding the details of Directors seeking re-appointment is furnished in the Notice for the Annual General Meeting as **Annexure - A**.

### 5. COMMITTEE (S) OF THE BOARD

#### I. Audit Committee

Audit Committee monitors & provides an effective supervision of the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality.

The functions and scope of the Audit Committee includes review of Company's financial reporting, internal controls, related party transactions, utilization of IPO proceeds, if any, insider trading, disclosure in financial statements, management discussion and analysis, risk mitigation mechanism, appointment of statutory auditor and internal auditor and all other aspects as specified by Regulation 18 of SEBI (LODR) Regulations, 2015.

The Audit Committee is empowered, pursuant to its terms of reference, to:

- a. Investigate any activity within its terms of reference and to seek any information it requires from any employee;
- b. Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

The Company's Audit Committee carries out all the functions as mentioned under SEBI (LODR) Regulations, 2015.

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- a. Management discussion and analysis of financial condition;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c. Internal audit report relating to internal control weaknesses;
- d. The appointment, removal and terms of remuneration of the internal auditor and statutory auditor;
- e. The uses/applications of funds raised through public issues, rights issues, preferential issues by major category (capital expenditure, sales and marketing, working capital etc.), as part of the quarterly declaration of financial results, wherever applicable,.

The Audit Committee is also apprised on information with regard to related party transactions by presenting the following:

- a. A statement in summary form of transactions with related parties in the ordinary course of business;
- b. Details of material individual transactions with related parties which are not in the normal course of business, if any;
- c. Details of material individual transactions with related parties

#### **Composition and Meetings of the Audit Committee:**

During the year under review, the composition of Audit Committee was as follows:

S.No	Name	Designation
1.	Mr. Ramesh Chandra Agarwal	Chairman
2.	Mr. Satish Kumar Gupta	Member
3.	Mr. Rakesh Kumar Bhatnagar	Member

The Audit Committee met four times during the year i.e. on 25/05/2016, 10/08/2016, 14/11/2016 and 13/02/2017 respectively.

The details as to the attendance at the Meetings held are as follows:

Name of Director	Chairman/Member	Category	Attendance at the Meetings held during the year from 1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017
Mr. Ramesh Chandra Agarwal	Chairman	Non-Executive Independent Director	4
Mr. Satish Kumar Gupta	Member	Non-Executive Independent Director	4
Mr. Rakesh Kumar Bhatnagar	Member	Non-Executive Director	4

Mr. Ramesh Chandra Agrawal, Chairman of Audit Committee, was present at the last Annual General Meeting of the Company which was held on 30<sup>th</sup> September, 2016.

## II. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- All other aspects as specified under the SEBI (LODR) Regulations, 2015.

### Appointment criteria

The criteria for the appointment of directors, KMPs and senior management are as follows:



1. The committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director, KMP or senior management level and recommend to the Board his/ her appointment.
2. A person to be appointed as director, KMP or in senior management should possess adequate qualification, expertise and experience for the position he/she is considered for appointment to. The committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, and complementary skills in relation to the other Board members.
4. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a director in any company, with the permission of the Board of the Company.

#### **Remuneration Policy:**

The Committee reviews and recommends the remuneration and performance linked bonuses to Key Managerial Personnel and other employees of the Company and also evaluates their performance based on the overall performance and financial results of the Company and on the assessment of the personal contribution and achievements of the individuals. The remuneration policy is in agreement with the existing industry practice.

Increments to the existing remuneration of Key Managerial Personnel and other employees of the Company are recommended by the committee to the Board.

Evaluation Criteria of the Board by the Committee:

- The Board's functioning was evaluated on various aspects, including degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board's processes, information and functioning.

The Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/support to the management outside Board/ Committee Meetings.

In addition, the Chairman was also evaluated on key aspects of his role, including setting-up the strategic agenda of the Board, encouraging active engagement by all Board members.

- The areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.
- In terms of Schedule IV of the Companies Act, 2013, the performance of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

#### **Composition of the Nomination and Remuneration Committee:**

During the year under review, the composition of Nomination and Remuneration Committee was as follows:

<b>S.No</b>	<b>Name</b>	<b>Designation</b>
1.	Mr. Satish Kumar Gupta	Chairman
2.	Mr. Ramesh Chandra Agarwal	Member
3.	Mr. Rakesh Kumar Bhatnagar	Member

The Nomination and Remuneration Committee met once during the year i.e. on 25<sup>th</sup> May 2016.

The details as to the attendance at the Meetings held are as follows:

<b>Name of Director</b>	<b>Chairman/ Member</b>	<b>Category</b>	<b>Attendance at the Meetings held during the year from 1<sup>st</sup> April 2016 to 31<sup>st</sup> March 2017</b>
Mr. Satish Kumar Gupta	Chairman	Non-Executive Independent Director	1
Mr. Ramesh Chandra Agarwal	Member	Non-Executive Independent Director	1
Mr. Rakesh Kumar Bhatnagar	Member	Non-Executive Director	1

Mr. Satish Kumar Gupta, Chairman of Nomination and Remuneration Committee, was present at the last Annual General Meeting of the Company which was held on 30<sup>th</sup> September, 2016.

### III. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is responsible for:

- Redressal of Shareholders' grievances in general and relating to non-receipt of dividends, interest, non-receipt of balance sheet, approval of the share transfers, transmissions, transpositions and issue of duplicate share certificates;
- specifically look into the redressal of grievances of shareholders of the Company; and
- such other matters as may, from time to time, be required by any statutory, contractual or other regulatory requirements to be attended by such Committee.
- All other aspects as specified under the SEBI (LODR) Regulations, 2015.

#### Composition of the Stakeholders Relationship Committee:

During the year under review, the composition of the Stakeholders' Relationship Committee was as follows:

S. No	Name	Designation
1.	Mr. Vikas Kapoor	Chairman
2.	Mr. Satish Kumar Gupta	Member
3.	Mr. Ramesh Chandra Agarwal	Member

The Stakeholders Relationship Committee met once during the year i.e. on 13<sup>th</sup> February 2017.

The details as to the attendance at the Meetings held are as follows:

Name of Director	Chairman/Member	Category	Attendance at the Meetings held during the year from 1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017
Mr. Vikas Kapoor	Chairman	Non-Executive Director	1
Mr. Satish Kumar Gupta	Member	Non-Executive Independent Director	1
Mr. Ramesh Chandra Agarwal	Member	Non-Executive Independent Director	1

The details of the investors' compliant / grievance received by the Company during the Financial Year 2016-17 are mentioned below:

No. of complaints pending at the beginning of the year	NIL
No. of complaints received during the year	NIL
No. of complaints resolved during the year	NIL
No. of complaints pending as at the end of the year	NIL

No complaint was received from the shareholders during the year ended 31<sup>st</sup> March 2017.

Mr. Vikas Kapoor, Chairman of Stakeholders' Relationship Committee, was present at the last Annual General Meeting of the Company which was held on 30<sup>th</sup> September, 2016.

## 6. GENERAL BODY MEETINGS

### I. General Meeting

(a) Annual General Meeting:

The Location, date and time of General Meeting held during the last three years are given below

Period / Year	Location	Date	Time
2016	S Global Knowledge Park, 19A & 19B, Sector-125, Noida, UP - 201301	30 <sup>th</sup> September, 2016	10.00 A.M.
2015	S Global Knowledge Park, 19A & 19B, Sector-125, Noida, UP - 201301	30 <sup>th</sup> September, 2015	10.00 A.M
2014	S Global Knowledge Park, 19A & 19B, Sector-125, Noida, UP - 201301	30 <sup>th</sup> September, 2014	09.00 A.M

(b) Extraordinary General Meeting

No Extraordinary General Meeting of the Members was held during the year 2016-17.

**II. Postal Ballot:** No Postal Ballot was conducted during the year 2016-17.

### III. Special Resolutions

The details of Special resolutions passed by the Shareholders during the last three Annual General Meetings are as follows:

<b>Date of AGM</b>	<b>Whether any Special Resolution was passed</b>	<b>Particulars</b>
30 <sup>th</sup> September, 2016	No	No Special resolution has been passed
30 <sup>th</sup> September, 2015	No	No Special resolution has been passed
30 <sup>th</sup> September, 2014	Yes	Appointment of Mr. Jagdutt Kumar Sharma as Manager of the Company

## **7. SUBSIDIARY**

During the year under review, the Company has no subsidiary.

## **8. CEO / CFO CERTIFICATION**

As required by Regulation 17 of SEBI (LODR) Regulations, 2015, the certification on the Financial statements and the cash flow Statements for the year ended 31<sup>st</sup> March, 2017, by the Manager (in absence of CEO) and CFO is enclosed as **ANNEXURE – VI(a)(i)** at the end of this Report.

## **9. CODE OF CONDUCT**

The Company has adopted a Code of Conduct for all Board Members of the Company. All Board Members have affirmed compliance with the Code of Conduct as applicable to them. A declaration to this effect is enclosed as **ANNEXURE – VI(a)(ii)** at the end of this report.

## **10. DISCLOSURES**

- a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.**

There are no transactions with any of the related parties.

- b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.**

No penalties, strictures were imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

### **c) Vigil Mechanism/Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its powers), Rules 2014 and Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has established a Vigil Mechanism to report genuine concerns about actual or suspected frauds, unethical behavior etc. and the same has been posted on the official website of the Company.

Further it is affirmed that no personnel has been denied access to the audit committee.

### **d) Compliance of Mandatory Requirement**

The Company has complied with the mandatory requirements of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as presently applicable during the year under review. Details of non-mandatory provisions to the extent complied with have been disclosed in this report.

## **11. MEANS OF COMMUNICATION**

The Company publishes its quarterly un-audited (Provisional) financial results and Audited financial results in English newspaper named 'The Pioneer' and Hindi newspaper named 'Hari Bhoomi'.

## **12. GENERAL SHAREHOLDER INFORMATION**

- (a) Registered Office** : S Global Knowledge Park, 19A & 19B,  
Sector-125, Noida, Uttar Pradesh - 201301
- (b) Annual General Meeting**
- Date : 30<sup>th</sup> September, 2017
- Time : 10.00 A M
- Venue : S Global Knowledge Park, 19A & 19B,  
Sector-125, Noida, Uttar Pradesh - 201301
- (c) Financial Year ending** : 31<sup>st</sup> March every year
- (d) Date of Book Closure** : 24<sup>th</sup> September, 2017 to 30<sup>th</sup> September, 2017  
(Both days inclusive)
- (e) Stock Exchanges at which Shares of the Company are listed** : (1) Bombay Stock Exchange Ltd  
(2) The Calcutta Stock Exchange Association Ltd
- (f) Stock Market Data**

There has been no trading in the shares of the Company during the Financial Year under review.

The listing fee due for the year 2016-17 was duly paid to both the stock exchanges.

**(g) Registrar and Transfer Agent:**

MCS Share Transfer Agent Limited  
F-65, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-I, New Delhi -1100 20  
Ph:- 011-41406149  
Fax:- 011-4170 9881  
Email:[helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)  
Website:[www.mcsregistrars.com](http://www.mcsregistrars.com)

**(h) Share Transfer System**

The Company transfers the Shares in physical form and dispatch the same within 15 days from the date of their receipt, subject to the documents being valid and complete in all respects. The Stakeholders Relationship Committee looks into the issues relating to Investors Grievances.

**(i) Distribution of Shareholding as on 31<sup>st</sup> March 2017**

a. Promoter & promoter group	- 26.21%
b. Financial Institutions, Banks, State and Central Government	- NIL
c. Foreign Institutional Investors	- NIL
d. Public & Others	- 73.79%

**(j) Dematerialisation of Shares and Liquidity**

The ISIN Number for the Company's Shares is INE471D01019. The members are being provided the facility to get their shares dematerialized and further trading in equity shares of the Company on the stock exchanges is permitted in demat and physical form.

**(k) Outstanding GDRs/ADRs/  
Warrants or Convertible  
Instruments, conversion  
Date and likely impact  
on Equity** : Not Applicable

**(l) Address for Investor  
Correspondence & for  
any query on Annual  
Report** : Company Secretary & Compliance officer  
Avon Mercantile Limited,  
S Global Knowledge Park, 19A & 19B  
Sector-125, Noida, Uttar Pradesh - 201301

The above report was placed before the Board at its Meeting held on 14<sup>th</sup> August, 2017 and the same was approved.

**ANNEXURE – VI(a)(i)**

**CERTIFICATION BY MANAGER AND CFO OF AVON MERCANTILE LIMITED AS ON 31<sup>ST</sup> MARCH, 2017 (IN TERMS OF REGULATION 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

We, Mr. Jagdutt Kumar Sharma, Manager and Mr. Rajesh Kumar, Chief Financial Officer heading the finance function and discharging that function, to the best of our knowledge and belief, certify to the Board that:

- A. We have reviewed Balance Sheet as at 31<sup>st</sup> March 2017 and the Profit and Loss Account and all its Schedules and Notes to the Accounts as well as Cash Flow Statement for the year ended on 31<sup>st</sup> March 2017 and that to the best of their knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative 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 disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee
- 1) significant changes in internal control over financial reporting during the year;
  - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial.
- E. We further declare that all Board members have affirmed compliances with the code of conduct for the year under review.

**FOR AVON MERCANTILE LIMITED**

**Sd/-  
Jagdutt Kumar Sharma  
Manager**

**Sd/-  
Rajesh Kumar  
Chief Financial Officer**

**Place: Noida  
Date: 14<sup>th</sup> August, 2017**



**ANNEXURE – VI(a)(ii)**

**DECLARATION OF CODE OF CONDUCT**

**To,  
The Members of Avon Mercantile Limited**

This is to inform that the Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31<sup>st</sup> March 2017.

**By Order of the Board  
For AVON MERCANTILE LIMITED**

**Place : Noida  
Date : 14<sup>th</sup> August 2017**

**Sd/-  
(Rakesh Kumar Bhatnagar)  
Director  
DIN: 02922258**

**Sd/-  
(Vikas Kapoor)  
Director  
DIN: 03020854**

**ANNEXURE – VI(b)**

**CORPORATE GOVERNANCE CERTIFICATE**

{Under Regulation 34(3) and Schedule V (E) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

**To,  
The Members,  
Avon Mercantile Limited**

- 1) I have examined the compliance of conditions of Corporate Governance by **Avon Mercantile Limited** (“the Company”), for the year ended on 31<sup>st</sup> March, 2017, as stipulated in Part C of Schedule V of the Listing Regulations.
- 2) The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- 3) In my opinion and to the best of my information and according to my examination of the relevant records and the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Part C of Schedule V of the Listing Regulations for the financial year ended 31<sup>st</sup> March 2017.
- 4) I 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.

**Date: 14<sup>th</sup> August 2017  
Place: New Delhi**

**For K. Rakesh & Co.  
Company Secretaries**

**(Rakesh Kumar)  
C.P. No. 14700**

## Annexure - VII

### MANAGEMENT DISCUSSION ANALYSIS REPORT

#### **Industry Structure and Developments: -**

The funds of Avon Mercantile Ltd are deployed in loans, investments and bank fixed deposits.

#### **Outlook/Projections for 2017-18:**

The Company hopes to increase its income in near future.

#### **Internal Control systems and their adequacy:**

During the year under review, Company has an internal control system in place and was periodically reviewed for effectiveness.

#### **Financials:**

Financial performance has been given separately in the Directors' Report.

#### **Cautionary Statement**

Statements in the 'Management Discussion and Analysis Report describing the Company's Objectives, projections, estimates, expectations or predictions may be forward-looking statement within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed in the statement. Important factors that could make a difference to the Company's operations include, among others, the performance of the other Companies in which Company has made investments and the interest rates, changes in the Government regulations, tax laws and other statutes and incidental factors.

**By Order of the Board  
For AVON MERCANTILE LIMITED**

**Place : Noida  
Date : 14<sup>th</sup> August 2017**

**Sd/-  
(Vikas Kapoor)  
DIRECTOR  
DIN: 03020854**

**INDEPENDENT AUDITORS' REPORT**

To,

**The Members of Avon Mercantile Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of Avon Mercantile Limited ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2017, 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 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 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 31<sup>st</sup> March, 2017, its profits 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 1 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 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequate internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report; 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) the company does not have any pending litigations which would impact its financial position.

ii) the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

iv) the company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management (refer note no. 23).

**For GUPTA GARG & AGRAWAL  
CHARTERED ACCOUNTANTS  
FRN 505762C**

**(B.B.GUPTA)  
PARTNER  
M. No. 012399**

Place: Delhi

Date : 25/05/2017

## RE: Avon Mercantile Limited

### ANNEXURE "1" REFERRED TO IN PARAGRAPH OF OUR REPORT OF EVEN DATE

The comments are in seriatim of the order

- (i) (a) The Company is maintaining proper records of its Fixed Assets showing full particulars including quantitative details and situation thereof.
  - (b) As per the information given by the management, the physical verification of fixed assets was carried out at the end of the financial year. No discrepancy on such verification noticed by the management and reported to us.
  - (c) As per books of accounts verified by us and according to the information and explanations given by the management the company does not have immovable properties and as such the sub clause is not applicable.
- (ii) The company does not have any inventory; as such the clause is not applicable.
- (iii) As per the information and explanations given to us and certified by the management and verified from the books of account, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained in pursuance of Section 189 of the Companies Act, 2013, as such there are no comments on sub clauses a), b) and c).
- (iv) In our opinion and according to the information and explanations given to us, the provisions of Section 185 and 186 of the Companies Act 2013 have been complied.
- (v) The Company has not accepted any deposits from the public and as such the clause is not applicable.
- (vi) To the best of our knowledge and as per information and explanations given to us by the management, the central government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance fund, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding at the period end, for a period of more than six months from the date they became payable.

  - (b) According to information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any term loan from Bank, Institutions or Debenture holders, and as such clause is not applicable.
- (ix) As per the information and explanations given to us by the management, the company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence; there are no comments in this regard.

- (x) To the best of our knowledge and according to the information and explanations given to us no fraud by the company and no material fraud on the company has been noticed and reported during the year.
- (xi) As per the information and explanations given to us by the management, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- (xii) The clause is not applicable as the company is not a 'Nidhi Company'.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the management, the transactions entered with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Accounting Standards.
- (xiv) As per the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and as such there are no comments in this regard.
- (xv) As per the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For GUPTA GARG & AGRAWAL  
CHARTERED ACCOUNTANTS  
FRN 505762C**

**(B.B. GUPTA)  
PARTNER  
M. No. 012399**

Place: Delhi  
Date: 25/05/2017

## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF AVON MERCANTILE LIMITED**

### **Report on the Internal Financial Controls under Clause (f) 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 Avon Mercantile Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

#### **Auditor’s 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 March 31, 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 GUPTA GARG & AGRAWAL  
CHARTERED ACCOUNTANTS  
FRN 505762C**

**(B.B. GUPTA)  
PARTNER  
M. No. 012399**

Place: Delhi  
Date: 25/05/2017

**AVON MERCANTILE LIMITED**

Regd. Address: S GLOBAL KNOWLEDGE PARK, 19A & 19B, SECTOR-125, NOIDA

CIN:L17118UP1985PLC026582

Balance Sheet as at March 31, 2017

Particulars	Notes	Figures as at 31-03-2017 Rs.	Figures as at 31-03-2016 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	2	74,773,900	74,773,900
(b) Reserves and surplus	3	48,624,991	46,845,851
		<b>123,398,891</b>	<b>121,619,751</b>
<b>Non-current liabilities</b>			
		-	-
<b>Current liabilities</b>			
(a) Short-term borrowings	4	361,500,000	89,500,000
(b) Other current liabilities	5	4,848,145	2,331,867
(c) Short-term provisions	6	3,736,997	6,980,361
		<b>370,085,142</b>	<b>98,812,228</b>
<b>TOTAL</b>		<b>493,484,033</b>	<b>220,431,979</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets	7		
Tangible assets		91,014	7,978
(b) Non-current investments	8	-	2,526,810
(c) Long-term loans and advances	9	189,800,000	70,000,000
		<b>189,891,014</b>	<b>72,534,788</b>
<b>Current assets</b>			
(a) Cash and cash equivalents	10	4,082,713	317,778
(b) Short-term loans and advances	11	280,342,413	131,223,723
(c) Other current assets	12	19,167,893	16,355,690
		<b>303,593,019</b>	<b>147,897,191</b>
<b>TOTAL</b>		<b>493,484,033</b>	<b>220,431,979</b>
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

**For Gupta Garg & Agrawal**  
Chartered Accountants  
FRN: 505762C

**For and on behalf of the Board of Directors**

**(B.B.Gupta)**  
Partner  
M. No. 012399

**(Rakesh Kumar Bhatnagar)**  
Director  
DIN: 02922258

**(Vikas Kapoor)**  
Director  
DIN: 03020854

Place : Delhi  
Date : 25/05/2017

**(Rajesh Kumar)**  
CFO  
PAN No.: AICPK6657P

**(Jyoti Manchanda)**  
Company Secretary  
M. No.: A25152

**AVON MERCANTILE LIMITED**

Regd. Address: S GLOBAL KNOWLEDGE PARK, 19A & 19B, SECTOR-125, NOIDA

CIN:L17118UP1985PLC026582

Statement of Profit & Loss for the year ended March 31, 2017

Particulars	Notes	Figures for the year ended 31-03-2017 Rs.	Figures for the year ended 31-03-2016 Rs.
<b>Income</b>			
Revenue from operations	13	36,417,063	26,831,538
Other income	14	2,203,190	85,768
<b>Total</b>		<b>38,620,253</b>	<b>26,917,306</b>
<b>Expenses</b>			
Employee benefits expense	15	11,710,234	9,782,146
Finance costs	16	21,455,763	13,016,557
Depreciation and amortization expense	7	27,311	16,690
Other expenses	17	2,845,925	1,780,248
<b>Total</b>		<b>36,039,233</b>	<b>24,595,641</b>
<b>Profit/(Loss) before exceptional and extraordinary items and tax</b>		<b>2,581,020</b>	<b>2,321,665</b>
<b>Exceptional items</b>			
Prior period expenses		-	(5,618)
<b>Profit/(Loss) before extraordinary items and tax</b>		<b>2,581,020</b>	<b>2,316,047</b>
<b>Extraordinary items</b>		-	-
<b>Profit / (Loss) before tax</b>		<b>2,581,020</b>	<b>2,316,047</b>
<b>Tax Expenses :</b>			
(i) Current Tax			(1,014,117)
(ii) Current Tax (MAT)		(626,000)	-
(iii) Income tax paid for earlier years		(175,880)	-
<b>Profit / (Loss) for the year</b>		<b>1,779,140</b>	<b>1,301,930</b>
<b>Earnings per equity share [nominal value of share Rs. 10 (31 March 2016: Rs. 10)]</b>	18		
1) Basic		0.24	0.17
2) Diluted		0.24	0.17
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

**For Gupta Garg & Agrawal**  
Chartered Accountants  
FRN: 505762C

**For and on behalf of the Board of Directors**

**( B.B.Gupta )**  
Partner  
M. No. 012399

**(Rakesh Kumar Bhatnagar)**  
Director  
DIN: 02922258

**(Vikas Kapoor)**  
Director  
DIN: 03020854

Place : Delhi  
Date : 25/05/2017

**(Rajesh Kumar)**  
CFO  
PAN No.: AICPK6657P

**(Jyoti Manchanda)**  
Company Secretary  
M. No.: A25152

**AVON MERCANTILE LIMITED**

Regd. Address: S GLOBAL KNOWLEDGE PARK, 19A & 19B, SECTOR-125, NOIDA

CIN:L17118UP1985PLC026582

Cash Flow Statement for the year ended March 31, 2017

Particulars	31-Mar-17 Rs.	31-Mar-16 Rs.
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	2,581,020	2,316,047
<b>Non-cash adjustment to reconcile profit before tax to net cash flows :</b>		
Depreciation/ amortization	27,311	16,690
Interest expense	21,455,763	13,016,557
Profit on sale of shares	(2,203,190)	-
Reversal of excess provision	-	7,035
Interest (income)	(36,417,063)	(78,733)
<b>Operating profit before working capital changes</b>	<b>(14,556,159)</b>	<b>15,277,596</b>
Movements in working capital :		
Increase / (decrease) in short-term provisions	(3,243,364)	1,924,861
Increase / (decrease) in short-term borrowings	272,000,000	69,500,000
Increase/ (decrease) in other current liabilities	2,516,278	1,890,931
Decrease / (increase) in short-term loans and advances	(149,118,690)	3,446,222
Decrease / (increase) in other current assets	(2,812,203)	(8,742,531)
<b>Cash generated from / (used in) operations</b>	<b>104,785,862</b>	<b>83,297,079</b>
Direct taxes paid (net of refunds)	(801,880)	(1,014,117)
<b>Net cash flow from/ (used in) operating activities</b>	<b>A</b>	<b>103,983,982</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets, including CWIP and capital advances	(110,347)	(19,500)
Proceeds of non-current investments	4,730,000	-
Interest received	36,417,063	78,733
<b>Net cash flow from/ (used in) investing activities</b>	<b>B</b>	<b>41,036,716</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Decrease/(Increase) in long-term loans & advances	(119,800,000)	(70,000,000)
Interest paid	(21,455,763)	(13,016,557)
<b>Net cash flow from/ (used in) in financing activities</b>	<b>C</b>	<b>(83,016,557)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>A+B+C</b>	<b>3,764,935</b>
Cash and cash equivalents at the beginning of the year	317,778	992,139
<b>Cash and cash equivalents at the end of the year</b>	<b>4,082,713</b>	<b>317,778</b>
<b>Components of cash and cash equivalents</b>		
With banks- on current account	4,082,713	317,778
<b>Total cash and cash equivalents (Note 10)</b>	<b>4,082,713</b>	<b>317,778</b>

**Notes :**

- The Cash flow statement has been prepared under the indirect method as set out in Accounting Standard 3 on Cash Flow Statements notified by Companies (Accounts) Rules, 2014.
- Negative figures have been shown in brackets.

Summary of significant accounting policies

1

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

**For Gupta Garg & Agrawal**  
Chartered Accountants  
FRN: 505762C

**For and behalf of the Board of Directors**

( B.B.Gupta )  
Partner  
M. No. 012399

(Rakesh Kumar Bhatnagar) (Vikas Kapoor)  
Director Director  
DIN: 02922258 DIN: 03020854

Place : Delhi  
Date : 25/05/2017

(Rajesh Kumar) (Jyoti Manchanda)  
CFO Company Secretary  
PAN No.: AICPK6657P M. No.: A25152

## 1- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### i) **Basis of Accounting**

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Accounting Standards) Amendment Rules, 2016 and as per the provisions and presentational requirements of the Companies Act, 2013.

### ii) **Changes in Accounting policies**

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

### iii) **Recognition of Income**

Income is recognised and accounted for on accrual basis unless otherwise stated.

### iv) **Use of estimates**

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

### v) **Investments**

Long-term investments are valued at cost being the purchase price plus direct costs. Provision is made for permanent diminution, if any, in the value of the investments.

### vi) **Taxes on Income**

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

### vii) **Contingent Liability**

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

### viii) **Events occurring after the balance sheet date**

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

### ix) **Earnings Per Share**

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

### x) **Tangible Assets**

Tangible assets are measured on the basis of cost model. According to cost model, tangible assets should be carried at its cost less any accumulated depreciation and any accumulated impairment losses. Cost is the amount of cash or cash equivalents paid or the fair value of the other consideration given to acquire an asset at the time of its acquisition or construction or, where applicable, the amount attributed to that asset.

### xi) **Depreciation**

Depreciation on property, plant & equipment was provided on the basis of useful lives prescribed under Schedule II of the Companies Act, 2013.

Depreciation on addition to assets is calculated pro-rata from the date of such addition to the end of the year. The company assumes residual value to be Nil and assets costing Rs. 5000/-or less are fully depreciated in the year of purchase.

### xii) **Reserve Fund**

Company is required to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared as per section 451C of the Reserve Bank of India Act, 1934.

### xiii) **Provisions for Standard, sub-standard and doubtful assets**

The Company provides an allowance for loan receivables based on the prudential norms issued by the RBI relating to income recognition, asset classification and provisioning for non performing assets.

A loan is recognised as non performing assets ("NPA") at the earlier of the date it has been individually provided for when the company no longer reasonably assumed of the timely collection of the full amount of principal or interest or where the repayment of installment or interest has been overdue for 4 months for the financial year ending March 31, 2017.

**AVON MERCANTILE LIMITED**  
 Regd. Address: S GLOBAL KNOWLEDGE PARK 19A & 19B, SECTOR-125,NOIDA  
 CIN:L17118UP1985PLC026582  
 Notes to Financial Statements as at March 31, 2017

**2. Share Capital**

Particulars	Figures as at 31-03-2017 Rs.	Figures as at 31-03-2016 Rs.
<b>Authorized shares</b>		
75,00,000 (75,00,000) Equity Shares of Rs. 10/- each	75,000,000	75,000,000
<b>Issued, subscribed and fully paid-up shares</b>		
74,77,390 (74,77,390) Equity Shares of Rs. 10/- each	74,773,900	74,773,900
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>74,773,900</b>	<b>74,773,900</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**  
 Equity shares

Particulars	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
At the beginning of the year	7,477,390	74,773,900	7,477,390	74,773,900
Issued during the year – Bonus issue	-	-	-	-
Issued during the year – ESOP	-	-	-	-
Outstanding at the end of the year	<b>7,477,390</b>	<b>74,773,900</b>	<b>7,477,390</b>	<b>74,773,900</b>

**(b) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates**  
 Out of equity shares issued by the company, shares held by its holding company are stated below:

Nil Nil

**(c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

Nil Nil

**(d) Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	No. of shares	% holding in the class	No. of shares	% holding in the class
Smart Entertainment Private Limited (Formerly known as Smart Entertainment Limited)	1,470,750	19.67%	738,500	9.88%
Oasis Cineplex Private Limited	489,250	6.54%	489,250	6.54%
LCC Infotech Ltd	494,500	6.61%	494,500	6.61%

**(e)** The above information (from (a) to (d)) is as per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest. The above shareholding represents both legal and beneficial ownerships of shares.

**AVON MERCANTILE LIMITED**  
**Regd. Address: S GLOBAL KNOWLEDGE PARK 19A & 19B, SECTOR-125,NOIDA**  
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**Notes to Financial Statements as at March 31, 2017**

Particulars	Figures as at 31-03-2017 Rs.	Figures as at 31-03-2016 Rs.
<b>3. Reserves and Surplus</b>		
<b>Reserve Fund u/s 45IC of The RBI Act, 1934</b>		
Balance at the beginning of the year	260,386	-
Add : Addition during the year	355,828	260,386
<b>Closing Balance</b>	<b>616,214</b>	<b>260,386</b>
<b>Surplus/ (deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	(13,766,622)	(14,808,166)
Profit/(Loss) for the year	1,779,140	1,301,930
<b>Less : Appropriation</b>		
Transfer to NBFC Reserve Fund u/s 45IC of RBI Act, 1934	(355,828)	(260,386)
<b>Net surplus/(deficit) in the statement of profit and loss</b>	<b>(12,343,310)</b>	<b>(13,766,622)</b>
Special Reserve	60,762	60,762
Amalgamation Reserve	60,291,325	60,291,325
<b>Total Reserves and Surplus</b>	<b>48,624,991</b>	<b>46,845,851</b>
<b>4. Short-term borrowings</b>		
<b>Unsecured *</b>		
Smart Entertainment Pvt. Ltd. (formerly known as Smart Entertainment Ltd.)	265,200,000	89,500,000
Smartvalue Ventures Pvt. Ltd.	96,300,000	-
	<b>361,500,000</b>	<b>89,500,000</b>
*The rate of interest on loan is 9.50% p.a.		
<b>5. Other current liabilities</b>		
Audit Fee Payable	98,425	54,486
TDS Payable	2,243,186	175,299
Expenses Payable (including stale cheques)	79,599	143,229
Salary & Wages Payable	144,011	116,618
Bonus Payable	794,052	674,440
Interest Payable	1,488,872	1,167,740
Service Tax Payable	-	55
	<b>4,848,145</b>	<b>2,331,867</b>
<b>6. Short term provisions</b>		
Provision for income tax	1,640,617	6,069,617
Provision for leave encashment	519,828	230,739
Provision for gratuity	370,187	156,970
Provision for standard asset	1,206,365	523,035
	<b>3,736,997</b>	<b>6,980,361</b>
<b>8. Non-current investments</b>		
<b>Long Term Investment in Quoted Equity Shares of Rs.10/- each Fully Paid Up</b>		
Nil (2,75,000) Spicebolls Investments Limited (Formerly Twenty First Century Capitals Limited)	-	2,526,810
<b>Long Term Investment in Unquoted Equity Shares of Rs. 10/- each Fully Paid Up</b>		
27,60,000 (27,60,000) Modikem Private Limited (formerly known as Modikem Limited)	27,808,000	27,808,000
	<b>27,808,000</b>	<b>30,334,810</b>
<b>Less : Provision for diminution in the value of investment</b>	<b>27,808,000</b>	<b>27,808,000</b>
<b>Total</b>	<b>-</b>	<b>2,526,810</b>
<b>Market value of Quoted Shares*</b>	<b>-</b>	<b>2,526,810</b>

\* In the absence of market quotation, cost of investments have been considered as market price.

Previous year figures have been shown in brackets.

**AVON MERCANTILE LIMITED**  
 Regd. Address: S GLOBAL KNOWLEDGE PARK 19A & 19B, SECTOR-125,NOIDA  
 CIN:L17118UP1985PLC026582

**Notes to Financial Statements as at March 31, 2017**

Particulars	Figures as at 31-03-2017 Rs.	Figures as at 31-03-2016 Rs.
<b>9. Long term loans and advances</b>		
<b>Unsecured considered good</b>		
Loans and advances to others (Refer Note No. 24)	189,800,000	70,000,000
	<b>189,800,000</b>	<b>70,000,000</b>
<b>10. Cash and cash equivalents</b>		
Balances with banks:		
Current Accounts		
- IndusInd Bank	4,047,002	281,379
- State Bank of Patiala	35,711	36,399
	<b>4,082,713</b>	<b>317,778</b>
<b>11. Short term loans and advances</b>		
<b>Unsecured considered good</b>		
Loans and advances to others (Refer Note No. 24)	280,290,000	131,090,000
Loans to employees	14,756	71,977
Advance to parties and employees	-	10,495
Prepaid expenses	37,657	51,251
	<b>280,342,413</b>	<b>131,223,723</b>
<b>12. Other current assets</b>		
Interest due but not received	12,441,172	8,052,036
TDS recoverable	6,726,721	8,303,654
	<b>19,167,893</b>	<b>16,355,690</b>
<b>Contingent liabilities and commitments</b>		
<b>(1) Contingent Liabilities</b>		
a) Claims against the company not acknowledged as debts	NIL	NIL
b) Guarantees	NIL	NIL
c) other money for which company is contingently liable		
- Amount payable against TDS default	48,558.40	NIL
<b>(2) Commitments</b>		
a) Estimated amounts of contracts to be executed on capital account not provided for	NIL	NIL
b) Uncalled liability on partly paid shares	NIL	NIL
c) Other commitments	NIL	NIL



**AVON MERCANTILE LIMITED**  
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Note to Financial Statements for the year ended March 31, 2017

**7. Fixed assets**

(Figures in Rs.)

Sr. No	Particulars	Gross Block			Depreciaton			Net Block			
		As at 01.04.2016	Additions during the year	Deletions during the year	As at 31.03.2017	Upto 31.03.2016	For the year	Adjustments	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
	<b>Tangible assets</b>										
	Office equipments	33,490	13,250	-	46,740	25,512	18,418	-	43,930	2,810	7,978
	Computers	-	67,400	-	67,400	-	7,434	-	7,434	59,966	-
	Furniture & fittings	-	29,697	-	29,697	-	1,459	-	1,459	28,238	-
	<b>Total (Current Year)</b>	<b>33,490</b>	<b>110,347</b>	<b>-</b>	<b>143,837</b>	<b>25,512</b>	<b>27,311</b>	<b>-</b>	<b>52,823</b>	<b>91,014</b>	<b>7,978</b>
	<b>(Previous year)</b>	<b>13,990</b>	<b>19,500</b>	<b>-</b>	<b>33,490</b>	<b>8,822</b>	<b>16,990</b>	<b>-</b>	<b>25,512</b>	<b>7,978</b>	<b>-</b>

**AVON MERCANTILE LIMITED**

Regd. Address: S GLOBAL KNOWLEDGE PARK 19A & 19B, SECTOR-125,NOIDA

CIN:L17118UP1985PLC026582

Notes to Financial Statements for the year ended March 31, 2017

Particulars	Figures for the year ended 31-03-2017 Rs.	Figures for the year ended 31-03-2016 Rs.
<b>13. Revenue from operation</b>		
Interest on loan	36,417,063	26,831,538
	<u>36,417,063</u>	<u>26,831,538</u>
<b>14. Other Income</b>		
Liabilities no longer payable written back	-	7,035
Excess provision written back	-	78,733
Profit on sale of shares	2,203,190	-
	<u>2,203,190</u>	<u>85,768</u>
<b>15. Employee benefits expense</b>		
Salaries, wages and bonus	10,800,604	8,601,614
Leave encashment expenses	475,175	493,951
Gratuity	220,844	259,741
Staff welfare expenses	213,611	426,840
	<u>11,710,234</u>	<u>9,782,146</u>
<b>16. Finance costs</b>		
Interest on loan	21,455,763	13,016,557
	<u>21,455,763</u>	<u>13,016,557</u>
<b>17. Other expenses</b>		
Filing fees	6,000	32,050
Legal and professional fees	774,914	100,148
Advertisement charges	31,357	52,162
Payment to auditors (Refer details below)	89,264	65,098
Custodial charges	52,084	13,484
Bank charges	2,333	4,346
Listing fees	249,040	235,220
Misc. exp.	158,498	113,836
Telephone & internet expenses	118,174	96,685
Running & maintenance	93,241	68,100
Travelling & conveyance	352,201	354,479
Printing & stationery	157,671	58,809
Interest on tax	8,892	2,797
Director's sitting fees	68,926	60,000
Provision for standard asset	683,330	523,034
	<u>2,845,925</u>	<u>1,780,248</u>
<b>Payment to auditors:</b>		
Audit fee	34,664	17,175
Tax audit fee	11,550	11,450
Audit fee related to earlier year	-	2,248
Limited review	25,875	17,125
Other services	17,175	17,100
	<u>89,264</u>	<u>65,098</u>
<b>18. Earnings per share (EPS)</b>		
<b>The following reflects the profit and share data used in the basic and diluted EPS computations:</b>		
Profit/ (loss) after tax	1,779,140	1,301,930
Number of ordinary equity shares	7,477,390	7,477,390
Weighted average number of ordinary equity shares	7,477,390	7,477,390
Nominal Value of ordinary shares	10	10
<b>Basic and diluted earning per share</b>	<u>0.24</u>	<u>0.17</u>

**AVON MERCANTILE LIMITED**

Regd. Address: S GLOBAL KNOWLEDGE PARK 19A & 19B, SECTOR-125, NOIDA

CIN:L17118UP1985PLC026582

Notes to financial statements for the year ended March 31, 2017

**ADDITIONAL NOTES TO ACCOUNTS**

19 The financials for current year ended on March 31, 2017 have been prepared as per the provisions and schedules prescribed under the Companies Act, 2013.

20 The company being listed on stock exchange therefore, has complied with all the notified applicable Accounting Standards.

**21 Deferred Taxes**

As per the guidance note of the Institute of Chartered Accountants of India on Accounting Standard AS - 22 " Taxes on Income", the company as on the date of balance sheet, at the income tax rates applicable on the said date has Net Deferred Tax Assets (DTA) of Rs. 1,55,076/- on timing differences. The said DTA has not been recognized in the books of account, on account of virtual uncertainty of future long term profits and revival in the values of long term investments respectively.

22 Previous year figures have been regrouped/re-classified wherever considered to make comparable with the current year figures.

**23 Disclosure on Specified Bank Notes (SBNs)**

The Company did not have any holding or dealing in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. However, disclosure requirement as envisaged in notification G.S.R. 308(E), dated March 30, 2017 are as follows:

Particulars	(Amount in INR)		
	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	-	-	-
(+) Permitted Receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount Deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-

**24 Disclosure required under section 186(4) of the Companies Act, 2013**

Name of Borrower	Rate of Interest	Due Date	Secured/Unsecured	31-Mar-17	31-Mar-16	Purpose
Spice Connect Pvt. Ltd. (Formerly Smart Venture Private Limited)	10.00%	1-Jun-17	Unsecured	3,090,000	3,090,000	For General Purpose
Plus Paper Foodpac Limited	12.00%	N.A.	Unsecured	-	19,500,000	For General Purpose
Duro International Rubber Pvt. Ltd.	11.50%	N.A.	Unsecured	-	60,000,000	For General Purpose
Bougainvillea Multiplex & Entertainment Center Pvt. Ltd.	10.00%	12-Jan-19	Unsecured	65,300,000	62,500,000	For General Purpose
Wall Street Finance Ltd.	12.00%	10-Dec-17	Unsecured	33,500,000	33,500,000	For General Purpose
Saket Medicti Pvt. Ltd. (Formerly Saket City Medical Assisted Living Centre Pvt. Ltd.)	10.50%	21-Mar-19	Unsecured	102,800,000	5,000,000	For General Purpose
Saket City Medical Office Building Pvt. Ltd.	10.50%	21-Mar-19	Unsecured	7,400,000	2,000,000	For General Purpose
Saket City Rehabilitation Centre Pvt. Ltd.	10.50%	21-Mar-19	Unsecured	1,600,000	500,000	For General Purpose
Plus Pac Holdings Private Limited	11.50%	16-Jan-18	Unsecured	198,500,000	15,000,000	For General Purpose
Smart Dreams Pvt. Ltd	10%	31-Mar-18	Unsecured	33,200,000	-	For General Purpose
Modiciti Cinemas Pvt. Ltd	10%	12-May-19	Unsecured	1,000,000	-	For General Purpose
Mudalliar & Sons Hotels Pvt. Ltd	10%	4-Jun-19	Unsecured	11,700,000	-	For General Purpose
Cutting Edge Ventures Pvt. Ltd.	11%	25-Sep-17	Unsecured	12,000,000	-	For General Purpose
Ved Prakash Sharma	10%	31-May-17	Unsecured	7,086	-	For General Purpose
Sunil Singh Pundir	10%	31-May-17	Unsecured	7,648	-	For General Purpose
Sunil Singh Pundir	10%	30-Apr-17	Unsecured	22	-	For General Purpose

25 Company calculates provision for leave encashment as dividing the basic salary by 22 days and multiplying the resulted amount with balanced leave pending as on balance sheet date.

**AVON MERCANTILE LIMITED**

Regd. Address: S GLOBAL KNOWLEDGE PARK 19A & 19B, SECTOR-125, NOIDA

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Notes to financial statements for the year ended March 31, 2017

**26 Details of Key Managerial Personnel Remuneration**

<b>Name: Mr. Jagdutt Kumar Sharma (Manager)</b>	<b>2016-17</b>	<b>2015-16</b>
Salary / Allowances	1,411,500	1,074,540
Car Lease Rent paid	120,000	120,000
Medical reimbursement	15,000	15,000
Other reimbursement	438,000	409,968
	<b>1,984,500</b>	<b>1,619,508</b>
<b>Name: Mrs. Jyoti Manchanda (Company Secretary w.e.f 30.04.2016 )</b>	<b>2016-17</b>	<b>2015-16</b>
Salary / Allowances	1,096,093	-
Car Lease Rent paid	-	-
Medical reimbursement	13,792	-
Other reimbursement	1,574	-
	<b>1,111,459</b>	<b>-</b>
<b>Name: Mr. Rajesh Kumar (CFO)</b>	<b>2016-17</b>	<b>2015-16</b>
Salary / Allowances	459,336	247,450
Medical reimbursement	15,000	8,750
	<b>474,336</b>	<b>256,200</b>
<b>Name: Mr. Pranjul Gupta (Company Secretary upto 29.04.2016)</b>	<b>2016-17</b>	<b>2015-16</b>
Salary / Allowances	60,561	226,089
	<b>60,561</b>	<b>226,089</b>

**27 Information required to be given by way of note regarding foreign currency income/outgo**

Nil

**28 (a) Related Party Disclosures as per AS-18 :**

<b>Holding Company</b>	Nil
<b>Subsidiary Company</b>	Nil
<b>Fellow Subsidiary Company</b>	Nil
<b>Associate company</b>	Nil

**Key Management Personnel**

Mr. Jagdutt Kumar Sharma (Manager)  
Mr. Rajesh Kumar (CFO)  
Mrs. Jyoti Manchanda ( Company Secretary w.e.f. 30.04.2016)  
Mr. Pranjul Gupta (Company Secretary upto 29.04.2016)

**(b) Related Party Transactions as per AS-18**

Attached as per Annexure-1

As per our attached report of even date.

**For Gupta Garg & Agrawal**  
**Chartered Accountants**  
**FRN: 505762C**

**For and on behalf of the Board of Directors**

**( B.B.Gupta )**  
Partner  
M. No. 012399

**(Rakesh Kumar Bhatnagar)**  
Director  
DIN: 02922258

**(Vikas Kapoor)**  
Director  
DIN: 03020854

Place : Delhi  
Date : 25/05/2017

**(Rajesh Kumar)**  
CFO  
PAN No.: AICPK6657P

**(Jyoti Manchanda)**  
Company Secretary  
M. No.: A25152

**AVON MERCANTILE LIMITED**

Regd. Address: S GLOBAL KNOWLEDGE PARK 19A &amp; 19B, SECTOR-125,NOIDA

CIN:L17118UP1985PLC026582

Related Party transactions for the year ended March 31, 2017

Annexure-1

(Amount in Rs.)

Particulars	Key management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16
<b>(A) Transactions</b>				
<b>Salary &amp; Allowances Paid</b>				
Mr. Jagdutt Kumar Sharma	1,984,500	1,619,508	1,984,500	1,619,508
Mr. Rajesh Kumar	474,336	256,200	474,336	256,200
Mr. Pranjul Gupta	60,561	226,089	60,561	226,089
Mrs. Jyoti Manchanda	1,111,459	-	1,111,459	-
Mr. Santosh Kumar Gupta	-	440,577	-	440,577

**AVON MERCANTILE LIMITED**

CIN: L17118UP1985PLC026582

Regd. Off.: S Global Knowledge Park, 19A & 19B, Sector-125, Noida, Uttar Pradesh-201301

**ATTENDANCE SLIP**

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/we hereby record my/our presence at the **32<sup>nd</sup> ANNUAL GENERAL MEETING** of **AVON MERCANTILE LIMITED** held on **Saturday**, the 30<sup>th</sup> day of September, 2017 at 10:00 A.M. at S Global Knowledge Park, 19A & 19B, Sector-125, Noida, Uttar Pradesh-201301.

Name of the member(s).....  
(In Block Letters)

Folio No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

Name of Proxy (in Block letters)

(To be filled in, if the Proxy attends instead of the Member)

\_\_\_\_\_  
Member's/Proxy's Signature

- Notes:** a) If you are attending the meeting in person or by proxy, please bring the copy of the Annual Report at the time of meeting.  
b) No Gifts/ Gift Coupons will be distributed at the Meeting.

**AVON MERCANTILE LIMITED**  
CIN: L17118UP1985PLC026582

Regd. Off.: S Global Knowledge Park, 19A & 19B, Sector-125, Noida, Uttar Pradesh-201301

**FORM NO MGT-11**  
**PROXY FORM**

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

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No.	

I / We, being the member(s) of shares of the above named company, hereby appoint:

Name .....Address.....  
E-mail ID ..... Signature .....

Name ..... Address .....  
E-mail ID ..... Signature .....

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 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, the 30<sup>th</sup> day of September 2017 at 10.00 A.M at S Global Knowledge Park, 19A & 19B, Sector-125, Noida, Uttar Pradesh - 201301 and any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS**

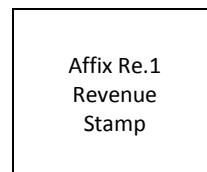
1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2017 and the Profit and Loss Account together with Cash Flow Statement for the Financial Year ended on that date along with the Directors' Report and Auditors' Report thereon.
2. To consider and appoint a Director in place of Mr. Vikas Kapoor (DIN 03020854), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Audit and Auditors) Rules, 2014 (Rules) including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s. Goel Garg & Co., Chartered Accountants (Firm Registration No. 000397N), who have confirmed their eligibility to be appointed as Auditors, in terms of Section 141 of the Act read with Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors, M/s. Gupta Garg & Agarwal, Chartered Accountants (Firm Registration No. 505762C), to hold office for a period of five consecutive years from the conclusion of this 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting to be held in the calendar year 2022, subject to ratification of their appointment by the members of the Company at every Annual General Meeting, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** Mr. Vikas Kapoor, Director and Ms. Jyoti Manchanda, Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Signed this.....day of .....2017.

Signature of the Shareholder.....

Signature of the Proxy holder(s).....



Notes: 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.

**Route Map for the venue of the 32<sup>nd</sup> Annual General Meeting of Avon Mercantile Limited to be held on 30<sup>th</sup> September 2017 at S Global Knowledge Park, 19A & 19B, Sector-125, Noida, Uttar Pradesh – 201301 at 10.00 A. M.**

