

# IMPEX SERVICES LIMITED

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CIN: L74999WB1985PLC039281

## **DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report of the Company together with Audited Accounts for the year ended 31<sup>st</sup> March, 2016.

### **1. Financial Summary or Highlights**

The highlights of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2016 as compared to the previous financial year are as under:-

(in Rs.)

Particulars	2015-16	2014-15
Total Revenue	27,83,806	28,48,229
(Less): Total Expenditure	(26,80,669)	(17,61,629)
Profit/Loss before Exceptional & Extraordinary Items	1,03,137	10,86,600
Add/(Less): Exceptional Items	-	-
Add/(Less): Extraordinary Items (Loss on Sale of Fixed Assets)	-	-
Profit/ Loss Before Tax	1,03,137	10,86,600
(Less): Current Tax	(99,832)	(3,35,760)
Add/(Less): Tax expenses relating to prior years	34,393	-
Net Profit/Loss after Tax	37,698	7,50,840
Add/(Less): Brought forward from previous year	(8,66,932)	(14,67,604)
Add/(Less): NBFC Reserve	7,540	1,50,168
Balance carried to Balance Sheet	(8,36,774)	(8,66,932)

### **2. Names of Companies which have become or ceased to be the Company's Subsidiaries, Joint Ventures or Associate Companies during the year under review**

The Company does not have any subsidiaries and associate companies (as defined in Section 2(6) of the Act) nor is associated with any joint ventures and therefore disclosure requirement pursuant to Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable for the Company.

### **3. Dividend**

Considering the future prospects and to strengthening the financial position of the Company, Directors do not recommend any dividend for the financial year under review.

### **4. The amount proposed to be carried to reserves**

During the year, considering the operating performance of the Company, your company has not transferred any amount in General Reserve.

### **5. Change in Share Capital**

During the year under review, there has been no change in the Authorised or Paid-up Share Capital. The Authorised Share Capital of the Company stands at Rs. 8,60,00,000/- divided into 86,00,000 Equity Shares of Rs.10 each. The Paid-up Share Capital of the Company is Rs. 8,57,90,250/- divided into 85,79,025 Equity Shares of Rs. 10/- each.

## **6. Listing**

The equity shares of the Company is listed on the Calcutta Stock Exchange Ltd.

## **7. Corporate Governance Report**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), Corporate Governance Report is not applicable to the Company.

## **8. Extract of the Annual Return**

The Extract of the Annual Return as on the financial year ended on 31<sup>st</sup> March, 2016, in Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 (hereinafter referred to as the “Act”) and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed to the Directors’ Report in **Annexure-1**.

## **9. Number of Meetings of the Board**

The Board of Directors of the Company met seven (7) times during the Financial Year under review, i.e. on: 30.04.2015, 28.05.2015, 12.08.2015, 13.10.2015, 14.11.2015, 13.02.2016 & 30.03.2016.

Further, one exclusive meeting of the Independent Directors, pursuant to Schedule IV of the Companies Act, 2013 and sub-regulation 3 of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.(hereinafter referred to as “the Listing Regulations”) was held on 30.03.2016.

The Meetings were held in accordance with the provisions of the Act and the Listing Regulations, 2015.

## **10. Disclosure pursuant to Section 177(8) of the Companies Act, 2013-Composition of the Audit Committee.**

The Audit Committee of the Company comprises of four Non-Executive Independent Director, as on 31<sup>st</sup> March, 2016.The Committee is chaired by a non-executive Independent Director, Mr. Dipu Sumer (DIN- 07312284).

During the Financial Year under review, the Committee met four (4) times i.e., on 28.05.2015, 12.08.2015, 14.11.2015 and 13.02.2016 and all such meetings were held in accordance with the provisions of the Act and the Listing Regulations.

Further, the Board of Directors has accepted all the recommendations of the Audit Committee in the Financial Year 2015-16.

## **11. Composition of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Company comprises of three Non-executive Independent Directors as on 31<sup>st</sup> March, 2016.

## **12. Composition of the Stakeholders Relationship Committee**

The Stakeholders Relationship Committee consists of three Non-executive Independent Directors as on 31<sup>st</sup> March, 2016.

## **13. Directors’ Responsibility Statement**

Pursuant to the provisions of Section 134 (3) (c) read with section 134 (5) of the Act, the Directors hereby confirm and state that:

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures, if any.

- b. The Directors have selected such accounting policies and have 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 on the Financial Year ended on 31<sup>st</sup> March, 2016 and of the profit of the company for the year under review.
- c. The Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- d. The Directors have prepared the annual accounts on a going concern basis.
- e. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **14. Declaration by the Independent Directors**

Section 149(7) of the Act requires every Independent Director to give a declaration that he/she meets the criteria of Independence, at the first Board Meeting of every financial year.

Accordingly, the Company has taken on record, the Statement of Declaration of Independence, as submitted by all the Independent Directors.

#### **15. Policy on Directors' Appointment & Remuneration**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 relating to the remuneration for the Directors, key managerial personnel, and other employees.

The Nomination and Remuneration Policy is reproduced in **Annexure-2**.

#### **16. Auditors & Auditors' report**

##### **A. Statutory Auditors**

The appointment of M/s. Virendra Surana & Co., Chartered Accountants (Firm's Regn. No. 319179E) of Swaika Centre, 4A Pollock Street, 3<sup>rd</sup> Floor, Room No. 308, Kolkata – 700 001, is subject to ratification by the members at the ensuing Annual General Meeting.

In this connection, M/s. Virendra Surana & Co. has furnished a Certificate of Eligibility pursuant to Section 141 of the Act read with the Rules framed thereunder.

Based on the recommendation of the Audit Committee, the Board of Directors recommends their ratification to the shareholders.

##### **B. Independent Auditors' Report**

The Self Explanatory Independent Auditors' Report does not contain any adverse remarks or qualification.

##### **C. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act read with the Rules made thereunder, Mr. Rohit Singhi (C.P. No. 16021, Membership No. 43484), Company Secretary in whole-time Practice, was appointed for the issuance of the Secretarial Audit Report for the Financial Year ended March 31, 2016.

#### **D. Secretarial Audit Report**

The Secretarial Audit Report is appended to the Directors' Report in **Annexure-3**. The Report of the Secretarial Audit Report does not contain any adverse remark.

#### **17. Particulars of Loans, guarantees or investments under section 186.**

The provisions of section 186 of the Act are not applicable upon a Non-Banking Financial Company. Therefore, the Company is not required to provide any disclosure pursuant to Section 134(3)(g) of the Act.

#### **18. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form.**

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

During the year under review, the Company has not entered into material/non-material related party transaction as defined in Clause 49 of the erstwhile Listing Agreement, and/or section 188 of the Companies Act, 2013 and/or Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **19. State of Company Affairs & Future Outlook**

The total income of the Company during the Financial Year 2015-16 is Rs. 27,83,806 as compared to Rs. 28,48,229/- for the previous financial year. The total expenses for the year Rs. 26,80,669/- as compared to Rs. 17,61,629/- in previous year. In view of the same Rs. 1,03,137/- profit before tax is recorded by the Company in the reporting year.

#### **20. Material Changes and commitments, if any, affecting the financial position of the Company, which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.**

No Material Changes and commitments affecting the financial position of the Company, have occurred between the end of the financial year of the company to which the financial statements relate and the date of this Directors' Report.

#### **21. Disclosure in terms of Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo.**

##### **a. Conservation of Energy:**

The Company has no activity relating to conservation of energy.

##### **b. Technology Absorption:**

In terms of Section 134 (3) (m) of the Companies Act, 2013 read with the Rules made there under, the Company has no activity relating to Technology Absorption. Further, the Company has not entered into any technology transfer agreement.

##### **c. Foreign Exchange Earnings and Outgo:**

The Company does not have Foreign Exchange Earnings and outgo during the financial year under review.

Therefore, the Company is not required to make any disclosure as specified in Section 134 (3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

## **22. Risk Management Policy**

In compliance with Section 134(3)(n) of the Act, the Company has a Risk Management Policy which provides for the identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company. The Company has adopted a Risk Management Policy in accordance with the provisions of Section 134(3)(n) of the Act. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

Pursuant to Schedule IV(II)(4) of the Act, the Independent Directors, inter-alia amongst others, review the system from time to time to ensure that Risk Management is robust and satisfactory.

## **23. Policy on Corporate Social Responsibility (CSR) Initiatives**

Pursuant to provisions of Section 135 of the Act, the Company is not required to constitute a Corporate Social Responsibility Committee or to undertake any CSR activities.

Therefore, the Company is not required to make any disclosure as specified in Section 134(3) (o) of the Act.

## **24. Manner of formal annual evaluation by the Board of its own performance and that of its committees and individual directors.**

Pursuant to Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, other applicable provisions of the Act, and various applicable clauses of the Listing Regulations, the disclosure regarding the manner of formal annual evaluation by the Board of its own performance and that of its various committees and individual directors is provided hereto:

### **a. Evaluation Criteria**

The Nomination and Remuneration Committee has formulated the criteria for evaluation of the performance of the Independent Directors and the Board. The Nomination and Remuneration Committee also identifies persons qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommends to the Board their appointment and removal and carries out the evaluation of every director's performance in accordance with Section 178(2) of the Act read with the Rules framed there under and Part C of Schedule II of the Listing Regulations.

The Board shall monitor & review the Board Evaluation Framework and evaluate the performance of all the Board Committees.

Further, pursuant to Listing Regulations, the Nomination and Remuneration Committee has formulated criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

Further, the Nomination and Remuneration Committee has also devised a Policy on Board Diversity as provided in Listing Regulations.

### **b. Performance Evaluation of the individual directors**

Pursuant to section 178(2) of the Act, the Nomination and Remuneration Committee of the Company carries out the performance evaluation of the individual directors.

### **c. Board of Directors**

A separate meeting of the Independent Directors of the Company was held on 30.03.2016, pursuant to Clause VII of Schedule IV to the Act of the Listing Regulations, for transacting the following businesses as set forth in the Agenda:

1. Review the performance of the non-independent directors and the Board as a whole.
2. Review the performance of the Chairman of the Company, taking into account the views of the executive directors and non-executive directors.
3. Assessment of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The same was perused in accordance with the Evaluation criteria determined by the Nomination and Remuneration Committee.

The Independent Directors of the Company in fulfilling their role and functions as specified in Clause II of Schedule IV to the Act, help in bringing an objective view in the evaluation of the performance of the Board and management.

The Independent Directors expressed satisfaction over the performance of all the non-independent Directors and the Chairman.

#### ***d. Performance Evaluation of the Independent Directors***

Pursuant to Clause VIII of Schedule IV to the Act the performance evaluation of the Independent Directors is perused by the entire Board of Directors, excluding the director being evaluated.

On the basis of the report of performance evaluation, the extension of the term of appointment or its continuance in respect of the independent directors is being considered.

#### ***e. Performance Evaluation of the Committee***

The Board of Directors evaluates the performance of all the Board Committees, based on the Company's Performance Evaluation Policy.

### **25. Nomination and Remuneration Policy**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have adopted a Nomination and Remuneration Policy in terms of Section 178 of the Act, read with Rules made thereunder and Listing Regulation.

### **26. Change in the nature business:**

There has been no change in the nature of business of the Company in the Financial Year under review.

### **27. Directors & Key Managerial Personnel**

#### ***Non-Executive Independent Directors.***

Mr. Rajendra Kumar Maheshwari (DIN: 00566387), Director of the Company, retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as the Director of the Company without any variation in the terms of his appointment.

Further, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Dipu Sumer (DIN - 07312284) as an Additional Director with effect from 13<sup>th</sup> October, 2015. He is entitled to hold office as an additional director up to the date of ensuing Annual General Meeting. Accordingly, it is proposed to appoint Mr. Dipu Sumer as non-retiring Independent Director of the Company in accordance with Section 149 of the Companies Act, 2013 and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), to hold office upto 12<sup>th</sup> October, 2020, i.e. for the tenure of 5 years.

### **28. Details relating to deposits covered under Chapter V of the Act:**

The Company has not accepted any deposits during the financial year under review. As on 31<sup>st</sup> March, 2016, Company has no outstanding public deposits.

**29. Details of deposits which are not in compliance with the requirements of Chapter V of the Act.**

Since the Company has neither accepted any deposits during the financial year under review, nor has any outstanding deposits as on 31<sup>st</sup> March, 2016, therefore there are no disclosures as specified in Rule 8(5)(vi) of the Companies (Accounts) Rules, 2014, for non-compliance with the requirements of Chapter V of the Act.

**30. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations:**

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

**31. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

The Audit Committee of the Company ensures that there is a direct relationship between the Company's objectives and the internal financial controls it implements to provide reasonable assurance about their achievement.

In this connection, the Audit Committee in coordination with the Internal Audit Department periodically reviews the following:

- a. Transactions are executed in accordance with the management's general or specific authorization;
- b. All transactions are promptly recorded in the correct amount in the appropriate accounts and in the accounting period in which they are executed so as to permit preparation of financial information within a framework of recognized accounting policies and practices and relevant statutory requirements, if any,
- c. Accountability of assets is adequately maintained and assets are safeguarded from unauthorized access, use or disposition

There is a proper allocation of functional responsibilities within the Company and it is ensured that the quality of personnel commensurate with their responsibilities and duties. Further, proper accounting and operating procedures are followed to confirm the accuracy and reliability of accounting data, efficiency in operation and safety of the assets. The regular review of work of one individual by another minimizes the possibility of fraud or error in the absence of collusion.

**32. Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :**

The Company has no employee whose remuneration exceeds the limit prescribed under Section 197 of the Act read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The disclosure pursuant to Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided herein below:

In computing the various parameters, Gross Salary has been considered. Gross Salary of the employees primarily encompasses Salary, allowances and perquisites.

**I. Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year.**

<b>Directors</b>	<b>% increase in remuneration in the Financial Year</b>
Mr. Rajendra Kumar Maheshwari -Non-Executive Independent Director	- No remuneration or sitting fees was paid

Mr. Vivek Agarwal -Non-Executive Independent Director	- No remuneration or sitting fees was paid
Mr. Parinay Kumar Sinha -Non-Executive Independent Director	- No remuneration or sitting fees was paid
Mrs. Shikha Sanjay Jain -Non-Executive Independent Director	- No remuneration or sitting fees was paid
Mr. Dipu Sumer* -Non-Executive Independent Director	- No remuneration or sitting fees was paid

\* Appointed as an Additional Director w.e.f. 13<sup>th</sup> October, 2015

**II. The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.**

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the Financial Year</b>
Mr. Rajendra Kumar Maheshwari -Non-Executive Independent Director	- No remuneration or sitting fees was paid
Mr. Vivek Agarwal -Non-Executive Independent Director	- No remuneration or sitting fees was paid
Mr. Parinay Kumar Sinha -Non-Executive Independent Director	- No remuneration or sitting fees was paid
Mrs. Shikha Sanjay Jain -Non-Executive Independent Director	- No remuneration or sitting fees was paid
Mr. Dipu Sumer* -Non-Executive Independent Director	- No remuneration or sitting fees was paid

\* Appointed as an Additional Director w.e.f. 13<sup>th</sup> October, 2015

**III. The percentage increase in the median remuneration of the employees in the financial year.**

Since there was no median remuneration in the F.Y. 2014-15 the company is not required to provide the aforesaid disclosure.

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

As on 31<sup>st</sup> March, 2016, there are 11 Employees on the rolls of the Company.

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

In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

**VI. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.**

Since the Company has no Key Managerial Personnel, therefore, the comparison of Key Managerial Personnel remuneration against the performance of the Company is not applicable to Company.

**VII. VARIATIONS IN :**

**A. The market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year.**

<b>Particulars</b>	<b>31<sup>st</sup> March, 2016</b>	<b>31<sup>st</sup> March, 2015</b>
Market Capitalisation	` 37,31,87,588 (Equity Shares has not been traded in CSE Platform in the F.Y.	` 37,31,87,588 (Equity Shares has not been traded in CSE Platform in the



	2015-16. Therefore we have taken the last traded price as the trading was closed in CSE platform thereafter )	F.Y. 2014-15. Therefore we have taken the last traded price as the trading was closed in CSE platform thereafter )
Price Earnings Ratio	0.00	483.33

**B. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the Company came out with the last public offer.**

Particulars	31 <sup>st</sup> March, 2016	IPO	% Change
Market Price	43.50	The Company has not made any Public Issue or Rights issue of securities in the last 10 years, so comparison have not been made of current share price with public offer price.	0.00

**VIII. A. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year.**

The increase in salary is by and large attributable to the increase in the number of employees from 5 as on 31<sup>st</sup> March, 2015 to 11 as on 31<sup>st</sup> March, 2016.

**B. Its comparison with the percentile increase in the managerial remuneration and justification thereof;**

Since the Company has no Managerial Personnel, therefore, the comparison of Managerial Personnel remuneration against the performance of the Company is not applicable to Company.

**C. Whether there are any exceptional circumstances for increase in the managerial remuneration.**

The Company has no Managerial Personnel, therefore, disclosure for the same is not applicable for the Company.

**IX. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.**

Since the Company has no Key Managerial Personnel, therefore, the comparison of Key Managerial Personnel remuneration against the performance of the Company is not applicable to Company.

**X. The key parameters for any variable component of remuneration availed by the directors.**

Any variable component of remuneration payable to the Directors is based on the parameters, as approved by the Board of Directors, on the basis of the recommendation of the Nomination and Remuneration Committee. The said parameters are set considering the provisions of applicable regulations and Nomination & remuneration Policy of the Company.

Any annual increase in the remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel shall be at the sole discretion of the Board, based on the recommendation of the Nomination and Remuneration Committee and subject to such statutory approvals, if any.

**XI. 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.**

None of the employees' remuneration is more than that of the highest paid director for the Financial Year under review.

**XII. Affirmation that the remuneration is as per the remuneration policy of the company.**

The Board of Directors hereby affirms that the remuneration paid to all directors, Key Managerial Personnel is in accordance with the Nomination and Remuneration Policy of the Company.

**33. Vigil Mechanism/Whistle Blower Policy**

Pursuant to the provisions of Section 177(9) and 177(10) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 the Company has a Vigil Mechanism/ Whistle Blower policy for directors and employees to deal with instance of fraud and mismanagement, if any. The purpose of this Policy is to encourage the Company's directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

No personnel have been denied access to the Audit Committee. There were no instances of reporting under the Whistle Blower Policy.

The detail of the Vigil Mechanism/Whistle Blower Policy is disclosed on the website of the Company.

**34. Insider Trading**

The Company has put in place a Code of Conduct for Prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992. This code was applicable upon all Directors and select employees. The code ensured prevention of dealing in shares by persons having access to unpublished price sensitive information.

The aforesaid Code was effective till 14<sup>th</sup> May, 2015 & thereafter repealed with the following Codes pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and effective from 15<sup>th</sup> May, 2015:

- a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- b. Code of Conduct to Regulate, Monitor and Report Trading.

The aforesaid Codes have been disclosed on the website of the Company.

**35. Transfer of amount to Investor Education and Protection Fund (IEPF)**

There is no amount pending for transfer to the Investor Education and Protection Fund, in accordance to the provisions of Section 205A(5) and 205C of the erstwhile Companies Act, 1956.

**36. Compliance to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013.**

In adherence to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013, the Company has constituted an Internal Complaints Committee to look into the matters relating to sexual harassment at workplace. Mrs. Shikha Sanjay Jain (DIN: 07386476) is the Presiding Officer to the Committee.

In the event of any sexual harassment at workplace, any woman employee of the Company may lodge complaint to Mrs. Shikha Sanjay Jain in writing or electronically through e-mail at: [impexservices07@gmail.com](mailto:impexservices07@gmail.com).

The Directors of the Company state that during the year under review, there were no cases filed in terms of the aforesaid act.

### **37. Management's Discussion and Analysis**

In accordance with the Listing Regulations, the Management's Discussion and Analysis forms part of this Report.

### **38. Acknowledgement**

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Government of India, various State Government departments, Banks and stakeholders, including, but not limited to, shareholders, customers and suppliers, among others. We place on record, our appreciation of the contribution made by our employees at all levels.

Your directors take this opportunity to place on record their deep sense of appreciation for the total commitment, dedication and hard work put in by the employees of the Company. Lastly, your directors are deeply grateful for the continuous confidence and faith shown by the members of the Company.

Place : Kolkata  
Dated : 30.05.2016

**On Behalf of the Board of Directors  
For Impex Services Ltd.**

**Vivek Agarwal  
Chairman  
DIN-01678709**

**Annexure 1 to the Boards' Report**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2016

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

**I. REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	CIN	L74999WB1985PLC039281
<b>ii.</b>	Registration Date	30/07/1985
<b>iii.</b>	Name of the Company	Impex Services Ltd.
<b>iv.</b>	Category/Sub-Category of the Company	Public Company, Limited by Shares, Non-govt. Company
<b>v.</b>	Address of the Registered office and contact details	10,Raja Santosh Road, Kolkata - 700027
<b>vi.</b>	E-mail Address	impexservices07@gmail.com
<b>vii.</b>	Whether listed company	Yes
<b>viii.</b>	If yes, details of stock exchange where shares are listed	Calcutta Stock Exchange Limited
<b>ix.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata – 700 019 Contact No. (033) 4011 6700

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

<b>Sr. No.</b>	<b>Name and Description of main products/ services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Interest On Loan	64990	97.12

### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sr. No.</b>	<b>Name And Address Of The Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary /Associate</b>	<b>%of shares held</b>	<b>Applicable Section (Companies Act, 2013)</b>
1.					

NIL



g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	-	5615525	5615525	65.46	-	4984825	4984825	58.11	(7.35)
b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	1088050	1088050	12.68	-	1194200	1194200	13.92	1.24
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	1414500	1414500	16.49	-	1521750	1521750	17.74	1.25
c) Others(Specify)	-	-	-	-	-	-	-	-	-
1)Non Resident Indians	-	-	-	-	-	-	-	-	-
2)Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
3)Foreign Nationals	-	-	-	-	-	-	-	-	-
4 ) Clearing Member	-	-	-	-	-	-	-	-	-
5) Trust	-	-	-	-	-	7900	7900	0.09	0.09
6) Foreign Bodies	-	-	-	-	-	-	-	-	-
7) HUF	-	-	-	-	-	409400	409400	4.77	4.77
Sub-total(B)(2)	-	8118075	8118075	94.63	-	8118075	8118075	94.63	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)		8118075	8118075	94.63	-	8118075	8118075	94.63	-

C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	8579025	8579025	100.00	-	8579025	8579025	100.00	0.00

**ii. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Chandrakala Jalan	200	-		200	-		-
2.	Jagdish Prasad Jalan(Huf)	100	-		100	-		-
3.	Jagdish Prasad Jalan	21900	0.26		21900	0.26		-
4.	Ritu Jalan	19600	0.23		19600	0.23		-
5.	Rabi Jalan	87150	1.01		87150	1.01		-
6.	Ravi Shankar Mishra	84000	0.98		84000	0.98		-
7.	Bandana Mishra	84000	0.98		84000	0.98		-
8.	Lokesh Pansari	80000	0.93		80000	0.93		-
9.	Krishna Mishra	84000	0.98		84000	0.98		-
	<b>Total</b>	<b>460950</b>	<b>5.37</b>	<b>-</b>	<b>460950</b>	<b>5.37</b>	<b>-</b>	<b>-</b>

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

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company



1.	Chandraklala Jalan	At the beginning of the year	200	-	-	-
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	200	-

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Jagdish Prasad Jalan(HUF)	At the beginning of the year	100	-	-	-
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	100	-

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Jagdish Prasad Jalan	At the beginning of the year	21900	0.26	-	-

		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	21900	0.26

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Ritu Jalan	At the beginning of the year	19600	0.23	-	
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	19600	0.23

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	Rabi Jalan	At the beginning of the year	87150	1.02	-	-

		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	87150	1.02

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Ravi Shankar Mishra	At the beginning of the year	84000	0.98	-	-
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	84000	0.98

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Bandana Mishra	At the beginning of the year	84000	0.98	-	-

		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	84000	0.98

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	Lokesh Pansari	At the beginning of the year	80000	0.93	-	-
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	80000	0.93

Sr. no	Name	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	Krishna Mishra	At the beginning of the year	84000	0.98	-	-

		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	-	-	84000	0.98

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

Sr. no	Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Pears Mercantiles Pvt. Ltd.	At the beginning of the year	410000	4.78		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			410000	4.78
2.	Primary Iron Traders Pvt.Ltd.	At the beginning of the year	420000	4.90		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-

		At the End of the year (or on the date of separation, if separated during the year)			420000	4.90
3.	Moonrise Logistics Pvt. Ltd.	At the beginning of the year	311150	3.63		
		Decrease in Shares on 12.08.2015 (Sale of shares in open Market)	6000	0.07	305150	3.56
		At the End of the year (or on the date of separation, if separated during the year)			305150	3.56
4.	Snowblue Realcon Pvt. Ltd.	At the beginning of the year	362000	4.22		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			362000	4.22
5.	Starwise Housing Pvt. Ltd.	At the beginning of the year	302750	3.53		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			302750	3.53
6.	Viewlink Fashion	At the beginning of the	426000	4.97		

	pvt.Ltd.	year				
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			426000	4.97
7.	Ideal Plywood Traders Pvt Ltd.	At the beginning of the year	420000	4.90		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			420000	4.90
8.	Ritudhara Retailers Pvt. Ltd.	At the beginning of the year	394000	4.59		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			394000	4.59
9.	Panchshree Logistics Pvt. Ltd.	At the beginning of the year	420000	4.90		
		Date wise Increase /	-	-	-	-

		Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year (or on the date of separation, if separated during the year)			420000	4.90
10.	Nova Merchants Private Limited	At the beginning of the year	-	-		
		Increase in Shares on 14.11.2015 (Purchase of shares in open Market)	300000	3.50	300000	3.50
		At the End of the year (or on the date of separation, if separated during the year)			300000	3.50

**v. Shareholding of Directors and Key Managerial Personnel**

Sr. no	Name	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajendra Kumar Maheswari (Director)	At the beginning of the year	Nil		Nil	
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year	Nil		Nil	
2.	Vivek Agarwal (Director)	At the beginning of the year	Nil		Nil	
		Date wise Increase / Decrease				



		in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year	Nil		Nil	
3.	Parinay Kumar Sinha (Director)	At the beginning of the year	Nil		Nil	
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year	Nil		Nil	
4.	Dipu Sumer (Director)	At the beginning of the year	Nil		Nil	
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year	Nil		Nil	
5.	Shikha Sanjay Jain (Director)	At the beginning of the year	Nil		Nil	
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year	Nil		Nil	

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total(i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
- Addition				
- Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	-	-	-	-

## **VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/ Manager</b>	<b>Total Amount</b>
1.	Gross salary  (a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961  (b)Value of perquisites u/s 17(2) Income-tax Act, 1961  (c)Profits in lieu of salary under section 17(3) Income- tax Act,1961	NIL  NIL  NIL	NIL  NIL  NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
6.	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	<u>Independent Directors</u>	-	-	-	-	-
	- Fee for attending board Committee meetings					
	- Commission					
	- Others, please specify					
	Total(1)	-	-	-	-	-
	<u>Other Non-Executive Directors</u>	-	-	-	-	-
	- Fee for attending board committee meetings					
	- Commission					
	- Others, please specify					
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Over all Ceiling as per the Act	-	-	-	-	-

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as% of profit				
	- others, specify...				
5.	Others, please specify	-	-	-	-
6.	Total	-	-	-	-

**VII. 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>	<b>NONE</b>				
Penalty					
Punishment					
Compounding					
<b>B. Director</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other Officer in default</b>					
Penalty					
Punishment					
Compounding					

## **Nomination and Remuneration Policy**

### **Preamble**

Impex Services Limited (hereinafter "the Company") considers human capital as its essential asset in developing a Company's strategy. This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 (hereinafter "Act") read along with the applicable rules thereto and applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter "Listing Regulation(s)"), as amended from time to time.

This policy shall be applicable on Directors, Key Managerial Personnel and Senior Management and other employees of the Company.

This policy has been amended by the Board of Directors and shall be effective from 1<sup>st</sup> December, 2015.

### **Objective**

This policy is framed with the following objectives:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- To identify 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.
- Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

### **Definitions**

- **"Company"** means "Impex Services Limited".
- **"Policy" or "This policy"** means Nomination and Remuneration Policy.
- **"Act"** means Companies Act, 2013 and rules framed thereunder as amended from time to time.
- **"Board of Directors" or Board**, in relation to the company, means the collective body of the Directors of the Company.
- **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board in accordance with Section 177 of the Act and Listing Regulations.
- **"Audit Committee"** means the Audit Committee of the Company constituted or reconstituted by the board in accordance with Section 177 of the Act and Listing Regulations.
- **"Director"** means a Director appointed to the Board of the Company.
- **"Independent Director"** means a Director referred to in Section 149 (6) of the Companies Act, 2013 and as provided under Regulations, as amended time to time.
- **"Key Managerial Personnel (KMP)"** means KMP as defined in the act.
- **"Senior Management"** mean personnel of the company who are members of its core management team excluding Board of Directors.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

## **Policy for appointment and removal of Director, KMP and Senior Management**

### **General appointment criteria, qualifications and positive attributes of a Director**

Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

### **Additional Criteria for Appointment of Independent Directors**

In addition to the aforesaid criteria, the Committee shall also consider qualifications and appointment of Independent Directors as mentioned in Regulations (as amended from time to time) and provisions of Companies Act.

As provided under Listing Regulations and/or under the Companies Act, 2013, 'Independent director' shall mean a non-executive director, other than a nominee director of the company:

- who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- who is or was not a promoter of the company or its holding, subsidiary or associate company;
- who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- who, neither himself nor any of his relatives —
  - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

- ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
    - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
  - iii. holds together with his relatives two per cent or more of the total voting power of the company; or
  - vi. is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
  - vii. is a material supplier, service provider or customer or a lessor or lessee of the company;
- who is not less than 21 years of age.

#### **Additional Criteria for Appointment as a member of Audit Committee**

A director proposed to be appointed as a member of Audit committee should possess the additional qualifications, in lieu of requirements of section 177 of the Act read with rules made thereunder and applicable provisions of Regulations.

#### **Additional Criteria for Appointment of Managing Director, Manager or Whole-Time Director**

In addition to the general criteria, the Company shall consider the requirements of section 196 of the Act read with rules made thereunder and Schedule V of the Act and relevant provisions of the Listing Regulations.

#### **General appointment criteria, qualifications and positive attributes of a Senior Management**

The Company shall consider balance of qualification, skills, regional and industry experience, background and other qualities required to operate successfully in the position of Senior Management Level.

#### **Procedure for Appointment**

The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under this policy alongwith Articles of Association, provisions of the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.

#### **Tenure**

##### **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.



No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

## **Policy for remuneration of Directors, KMP, Senior Management and Other Employees**

### **Remuneration to Non-Executive / Independent Directors:**

**Remuneration / Commission:** The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

**Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof only by the approval of Board for the same. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

### **Remuneration to Managing/Whole-time / Executive / KMP, Senior Management Personnel and Other Employees:**

The Remuneration/ Compensation/ Commission etc. to be paid to Managing Directors and Whole-Time Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

The Remuneration shall be broadly divided into the following components:

- The Fixed Components : Salary, allowances, perquisites, etc.

- The Variable Components: Performance based promotion and bonus.

Further in determining remuneration of other executive Directors, Senior Management and Other Employees will comprise of above two components and other factors as deemed fit by the Board, based on the recommendation of the committee and subject to statutory approvals, if any.

Further, in determining the Director's remuneration their performance evaluation as duly carried out by the board and/or Independent Directors, shall also be given due weightage.

### **Review and Amendments**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

### **Disclosure**

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016.

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

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016.

To,  
The Members,  
**Impex Services Limited**  
10, Raja Santosh Road,  
Kolkata – 700 027

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Impex Services Limited** (hereafter called the Company). Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and 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, 2016 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 **Impex Services Limited** for the financial year ended on 31<sup>st</sup> March, 2016 according to the applicable provisions of:

- (i) The Companies Act, 1956 (the Old Act) and the rules made thereunder
- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) The Reserve Bank of India Act, 1934;
- (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) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14<sup>th</sup> May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15<sup>th</sup> May, 2015);
- (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993 regarding the Companies Act and dealing with the client;
- (d) The Listing Agreement with Stock Exchanges for the period from April 1, 2015 to November 30, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period from December 01, 2015;

I further report that, there were no action / events in pursuance of;

- (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2009;
- (ii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulation, 1998;

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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 made effective from 1<sup>st</sup> July, 2015 .
- II. The Listing Agreements entered into by the Company with Calcutta Stock Exchange Ltd.

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

### **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. The changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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 the audit period the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.:

During the audit period under review, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Merger / amalgamation / reconstruction, etc.
- (iv) Foreign technical collaborations.

*This Report is to be read with the Auditor's Note on the Maintenance of Secretarial Records of the Company as provided in **ANNEXURE A** & which forms an integral part of this Secretarial Audit Report.*

Place : Kolkata  
Date : 30.05.2016

-----  
CS Rohit Singhi  
Practising Company Secretary  
M No. A43484  
C.P. No. 16021

**ANNEXURE – A**

*[Auditor's Note on the Maintenance of Secretarial Records of Impex Services Limited for the financial year ended 31<sup>st</sup> March' 2016]*

To,  
The Members,  
**Impex Services Limited**  
10, Raja Santosh Road,  
Kolkata – 700 027

My Report of even date is to be read alongwith this letter.

1. The Company's Management is responsible for the maintenance of Secretarial Records in a manner to ensure compliance by the Company of applicable laws and to take adequate steps for the existence of proper and adequate systems and processes in this regard. Our responsibility is to express an opinion on such secretarial records based on our audit.
2. I have followed the Audit practices and processes as where 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 process and practices, I followed provide a reasonable basis for my opinion.
3. I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
4. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations is the responsibility of the management. This Secretarial Audit Report is not an assurance of the effectiveness with which the Management has conducted the affairs of the Company.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : 30.05.2016

-----  
CS Rohit Singhi  
Practising Company Secretary  
M No. A43484  
C.P. No. 16021

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Economic and Industry Structure and Developments**

In India the unabated problem of Non-Performing Assets and the pressures of falling prices of industrial commodities have caused considerable stress in the banking system. The government has introduced certain programs which if successfully implemented may become game changers for India's future.

Non-banking Financial Companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society. The NBFC sector in India has undergone a significant transformation over the past few years.

### **Business Overview**

The core financial activities of the Company comprises of providing of business loan to corporate and individuals and investment in bodies corporate. Further, the Company has witnessed a tough time in its business but is trying to get a stable position in the same.

### **Review of Operational and Financial Performance**

The total income of the Company during the Financial Year 2015-16 is Rs. 27.84 lacs as compared to Rs. 28.48 lacs for the previous financial year. The total expenses for the year increased to Rs. 26.81 lacs as compared to Rs. 17.62 lacs in previous year. In view of the same, Rs. 1.03 lacs profit before tax was recorded by the Company in the reporting year.

### **Debt Structure**

During the year under review your Company has not raised any amount.

### **Future Outlook**

The Company is focused on financing conservatively to the customers after closely assessing their profile during the year under review. Company is now focusing on financing conservatively to the customers after closely assessing their profile. The Company is trying to explore new areas which can be developed and marketed to leverage its performance and growth.

### **Opportunities and Threats**

Non Banking Financial Institutions act as critical pillars contributing to macroeconomic stability and sustained economic growth and prosperity, due to their ability to finance firms and individuals at a reasonable cost, reduce volatility by providing multiple sources to finance and park funds and enable creation of a competitive environment characterized by a diverse array of products. This has been proven time and again in developed markets.

Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial Services accessible to a wider set of India's population and are emerging as strong intermediaries in the retail finance space. Going forward, one should expect NBFCs to further strengthen their presence in retail finance and grow at a reasonably healthy pace.

Whereas, the biggest challenge before NBFCs is ever-increasing competition from commercial counterparts whose capacity to absorb losses is higher, counter-party failures, recommendations being made to increase the purview of monitoring by regulatory authorities increase the threat of losing the essence of Non-banking Finance Companies which are specifically designed to reach out and finance certain target groups.

## **Risk Management**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and Regulation 17 (9) of the Listing Regulations. It establishes various levels of risks with its varying levels of probability, the likely impact on the business and its mitigation measures. Further, the Company has voluntarily constituted Risk Management Committee which oversees the Risk Management and reports to the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status from time to time.

## **Risks and Concerns**

The NBFC industry in general faces the risk of re-entry and new entry of players and existence of several unorganized regional players increasing the competition which mainly affects the asset quality. This is further characterized by captive NBFCs floated by other business houses. The ever existing systemic and delinquency risks and fluctuations in interest rates and risk weight make the companies more vulnerable. Deployment of funds in sensitive and volatile sectors increases the risk exposure while concentration risk increases dependency.

## **Internal Control Systems and their adequacy**

The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets. Internal Control and Audit is an important the Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability.

## **Human Resource Development**

The Company always considers its human resources as a valuable asset and is committed towards their development for continuous growth. Focus on training to enhance the skill-sets of employees in line with the business and market requirements continued throughout the year and it confers rewards and recognition based on merit.

The total employee's strength of the Company was 11 as on March 31, 2016.

## **Cautionary Statement**

Statements made in the Management Discussion and analysis describing the Company's objectives, projections, estimates, predictions and expectations may be "forward looking statements" within the meaning of applicable securities law and regulations. Actual results might differ materially from those either expressed or implied.

Important factors that could influence the Company's operations include economic and political conditions in which the Company operates interest rate fluctuations, changes in Government / RBI regulations, Tax laws, other statutes and incidental factors.





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**Independent Auditor's Report**

**To the Members of  
Impex Services Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Impex Services Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the 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 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, as applicable. 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 these financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under Section 143(11) of the Act.

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 auditors' 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.



**Report on Other Legal and Regulatory Requirements**

1. As required by 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 relating to preparation of the financial statements 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 maintained for the purpose of preparation of these financial statements.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
  - e. On the basis of the written representations received from the Directors as on March 31, 2016, taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2016 from being appointed as a Director in terms of Section 164 (2) of the Act
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
  - g. With respect to the other matters to be included in the Independent Auditors' 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 has disclosed the impact of pending litigations, if any, on its financial position in its financial statements – Refer Note 22 to the financial statements;
    - (ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

**V. K. Surana**  
Partner  
Membership No. 054470

Place: Kolkata  
Date: May 30, 2016



**Annexure 'A' to the Independent Auditors' Report**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of Impex Services Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended and as 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 (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



**VIRENDRA SURANA & CO.**  
CHARTERED ACCOUNTANTS

"SWAIKA CENTRE"  
4A, POLLOCK STREET, 3RD FLOOR  
ROOM NO. 308, KOLKATA - 700 001  
Ph. : 2235-5259  
E-mail : vksurana64@gmail.com  
Website : www.vsnco.com

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**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, 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, 2016, 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.

For **VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

**V. K. Surana**  
Partner  
Membership No. 054470

Place: Kolkata  
Date: May 30, 2016



**Annexure 'B' to the Independent Auditors' Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Impex Services Limited ('the Company')**

- (i) The Company does not have fixed assets and therefore, the provisions of the clause 3(i) of the Order are not applicable to the Company.
- (ii) In our opinion and according to the information and explanations given to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013, hence clause (iii) of paragraph 3 of the CARO 2015 is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 of the Act in respect of loans given to persons in whom director are interested.  
In our opinion and according to the information and explanations given to us, the Company being engaged in the business of financing, section 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities is not applicable.
- (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2016 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records u/s 148(1) of the Act and therefore the provisions of the clause 3(vi) of the Order are not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
  - (c) According to the information and explanation given to us, there are no dues outstanding of income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax and cess on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company does not have any loans or borrowings from banks, financial institutions or government and has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion, the Company has not paid/provided any managerial remuneration of the Act are not applicable. Accordingly, paragraph 3(xi) of the Order is not applicable.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.



**VIRENDRA SURANA & CO.**  
CHARTERED ACCOUNTANTS

"SWAIKA CENTRE"  
4A, POLLOCK STREET, 3RD FLOOR  
ROOM NO. 308, KOLKATA - 700 001  
Ph. : 2235-5259  
E-mail : vksurana64@gmail.com  
Website : www.vsnco.com

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- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- (xvi) The Company is registered under Section 45-I of the Reserve Bank of India Act, 1934.

For **VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

**V. K. Surana**  
Partner  
Membership No. 054470

Place: Kolkata  
Date: May 30, 2016

# IMPEX SERVICES LIMITED

## BALANCE SHEET AS AT MARCH 31, 2016

	Note No.		As at March 31, 2016 ₹	As at March 31, 2015 ₹
<b>I. EQUITY AND LIABILITIES</b>				
<b>Shareholders' funds</b>				
Share Capital	2	85790250	85790250	
Reserves and Surplus	3	<u>105418666</u>	<u>191208916</u>	<u>105380968</u>
				191171218
<b>Non-current liabilities</b>				
Long-term Provisions	4		220446	
<b>Current liabilities</b>				
Other Current Liabilities	5	113420		57429
Short-term Provisions	6	<u>99832</u>	<u>213252</u>	<u>490787</u>
				548216
		<b>TOTAL</b>	<b><u>191642614</u></b>	<b><u>191719434</u></b>
<b>II. ASSETS</b>				
<b>Non-current assets</b>				
Non-current Investments	7	102424500		88274900
Long-term Loans and Advances	8	<u>88178367</u>	<u>190602867</u>	<u>99394777</u>
				187669677
<b>Current assets</b>				
Inventories	9	112552		346686
Trade Receivable	10	-		326
Cash and Cash Equivalents	11	568985		1671711
Short-term Loans and Advances	12	358210		531034
Other Current Assets	13	-	<u>1039747</u>	<u>1500000</u>
				4049757
		<b>TOTAL</b>	<b><u>191642614</u></b>	<b><u>191719434</u></b>
Significant accounting policies	1			
Notes forming part of the Financial Statements	1 - 26			

The notes referred to above form an integral part of these accounts.

In terms of our report of the even date annexed hereto:

**For VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

For and on behalf of the board of directors of  
**IMPEX SERVICES LIMITED**

**V. K. Surana**  
Partner  
Membership No. 054470  
Place: Kolkata  
Date: May 30, 2016

**Vivek Agarwal**  
Director  
DIN: 01678109

**Rajendra Kumar Maheshwari**  
Director  
DIN: 00566387

# IMPEX SERVICES LIMITED

## PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Note No.	Year ended March 31, 2016 ₹	Year ended March 31, 2015 ₹
Revenue from Operations	14	2783306	2847729
Other Income	15	500	500
<b>Total Revenue</b>		<b>2783806</b>	<b>2848229</b>
<b>Expenses:</b>			
Purchases			
Changes in Inventories: Stock in Trade	16	40080	1526771
Employee benefit expenses	17	234134	(307263)
Other Expenses	18	971775	240000
Provision for contingencies		1214234	302121
<b>Total Expenses</b>		<b>220446</b>	<b>302121</b>
<b>Profit before tax</b>		<b>2680669</b>	<b>1761629</b>
Tax Expense:		103137	1086600
Current Tax			
Earlier year taxes		99832	335760
		(34393)	
<b>Profit after tax for the year</b>		<b>65439</b>	<b>335760</b>
		<b>37698</b>	<b>750840</b>
Earnings per Equity Share:- Basic & Diluted	19	0.00	0.09
Weighted average number of Equity Shares (face value of ₹10 each)		8579025	8579025
Significant accounting policies	1		
Notes forming part of the Financial Statements	1 - 26		

The notes referred to above form an integral part of these accounts.

In terms of our report of the even date annexed hereto:

**For VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

For and on behalf of the board of directors of  
**IMPEX SERVICES LIMITED**

V. K. Surana  
Partner  
Membership No. 054470  
Place: Kolkata  
Date: May 30, 2016

Vivek Agarwal  
Director  
DIN: 01678709

Rajendra Kumar Maheshwari  
Director  
DIN: 00566387



# IMPEX SERVICES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Year ended March 31, 2016	Year ended March 31, 2015
	₹	₹
<b>I. Cash flow from Operating Activities</b>		
Net Profit / (Loss) before Tax		
Add: Adjustments for:	103137	1086600
Provision for contingencies		
Dividend Income	220446	-
Cash flow before working capital changes	<u>(500)</u>	<u>(500)</u>
<b>Adjustment for Working capital Changes:</b>	323083	1086100
Inventories		
Trade Receivables	234134	(307263)
Loans and Advances	326	1500730
Other Current Assets	11216410	1038200
Other Current Liabilities	1500000	1000
Cash flow from operating activities before taxes paid	<u>55991</u>	<u>(10731)</u>
Taxes Paid	13329944	3308036
<b>Cash flow from Operating Activities</b>	<u>(283570)</u>	<u>(261505)</u>
	<u>13046374</u>	<u>3046531</u>
<b>II. Cash flow from Investing Activities</b>		
Dividend Received	500	500
Sale/(Purchase) of Non-current Investments	(14149600)	(2598000)
<b>Cash flow from Investing Activities</b>	<u>(14149100)</u>	<u>(2597500)</u>
<b>III. Cash flow from Financing Activities</b>		
Net Increase / (Decrease) in Cash flow (I + II + III)	(1102726)	
Opening Cash / Cash Equivalents	1671711	449031
Closing Cash / Cash Equivalents	<u>568985</u>	<u>1222680</u>
	<u>1671711</u>	<u>1671711</u>
Significant accounting policies	1	
Notes forming part of the Financial Statements	1 - 26	

In terms of our report of the even date annexed hereto:

For **VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

For and on behalf of the board of directors of  
**IMPEX SERVICES LIMITED**

V. K. Surana  
Partner  
Membership No. 054470  
Place: Kolkata  
Date: May 30, 2016

Vivek Agarwal  
Director  
DIN: 01678709

Rajendra Kumar Maheshwari  
Director  
DIN: 00566387

# IMPEX SERVICES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### 1. Significant accounting policies

#### a. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### c. Advances

Advances are classified under four categories i.e., (i) standard assets, (ii) sub-standard assets, (iii) doubtful assets, (iv) Loss assets in accordance with the RBI guidelines.

Provisions on standard assets is made as stipulated in RBI guidelines.

#### d. Impairment of assets

Carrying amount of assets is reviewed at Balance Sheet date, if there is indication of impairment, based on the internal and external factors. The assets are treated as impaired when the carrying amount of asset exceeds its recoverable amount. An impairment loss, if any, is charged to Profit and Loss account in the year in which the asset is identified as impaired. Reversal of impairment loss recognized in prior year, is recorded when there is an indication that impairment loss recognized for the assets no longer exists or has decreased.

#### e. Investments

Long-term investments are carried at cost.

#### f. Inventories

Inventories are valued at cost or net realizable value, whichever is lower.

#### g. Revenue recognition

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

#### Interest

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

#### h. Retirement and other employee benefits

All employee benefits are in short term in nature and are expensed as and when they accrues.

#### i. Income taxes

Income taxes comprise current tax, deferred tax and earlier year tax. Current taxes are accrued for on the basis of tax payable to tax authorities in accordance with the Income Tax Act 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

# IMPEX SERVICES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### j. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### k. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### l. Contingent liabilities

The company does not recognize a contingent liability but discloses its existence in the financial statements.

### 2. Share Capital

#### Authorised:

8600000 (previous year 8600000) equity shares of ₹10/- each

#### Issued, Subscribed and Paid up:

8579025 (previous year 8579025) equity shares of ₹10/- each, fully paid up

	March 31, 2016 ₹	March 31, 2015 ₹
Authorised:		
86000000	86000000	86000000
Issued, Subscribed and Paid up:		
85790250	85790250	85790250
85790250	85790250	85790250

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

Equity shares	March 31, 2016		March 31, 2015	
	No.	₹	No.	₹
Opening balance	8579025	85790250	8579025	85790250
Closing balance	8579025	85790250	8579025	85790250

### b. Terms/rights attached to equity shares

The company has only one class of shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.

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

### c. Details of shareholders holding more than 5% shares in the Company: Nil, (previous year Nil)

### 3. Reserves and Surplus

	March 31, 2016 ₹	March 31, 2015 ₹
<b>Capital Reserve</b>		
Opening Balance	105910500	105910500
Add: Transferred from Surplus	-	-
Closing Balance	105910500	105910500
<b>NBFC Reserve (As per RBI Guidelines)</b>		
Opening Balance	337400	187232
Add: Transferred from Surplus	7540	150168
Closing Balance	344940	337400
<b>Surplus</b>		
Opening balance	(866932)	(1467604)
Add: Profit for the year	37698	750840
	(829234)	(716764)
Less: Appropriations		
NBFC Reserve (As per RBI Guidelines)	7540	150168
Closing Balance	(836774)	(866932)
	<b>105418666</b>	<b>105380968</b>

# IMPEX SERVICES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### 4. Long-term Provisions

Contingent provision against standard assets

March 31, 2016	March 31, 2015
₹	₹
220446	-
220446	-

### 5. Other Current Liabilities

Liabilities for expenses

113420	57429
113420	57429

### 6. Short-term Provisions

Current income taxes (net)

99832	490787
99832	490787

### 7. Non-current Investments

Trade Investments

Investment in unquoted equity shares of ₹10 each, fully paid up

In Subsidiaries

Flabby Commosales Pvt. Ltd.

Ramdeora Vanijya Pvt. Ltd.

Sawarnmahal Commotrade Pvt. Ltd.

Other investments

In Others

Alliance Cement Co Pvt Ltd

Anurodh Infrastructure Ltd

A R Medical Pvt Ltd

Bakratundra Commosales Pvt Ltd

Bhagwati Power & Steel Ltd

Divine Infrarealty Pvt Ltd

Duco Commercial Pvt Ltd

Flabby Vanijya Pvt Ltd

Gunsagar Sales Pvt Ltd

Ideal Management Consultants Pvt Ltd

Ivory Gate Event Management Pvt Ltd

Kea Consultants Pvt Ltd

Krishan Tieup Pvt Ltd

Ledger Tradecom Pvt Ltd

Mai Bajaya Financial Consultants Pvt Ltd

Manish Vinyis Pvt Ltd

Masterstrok Traders Pvt Ltd

Mohit Carriers Pvt Ltd

Panna Pragati Infrastru (P) Ltd

Pts Ceramics Pvt Ltd

Raghubar Tradecom Pvt Ltd

Ramesh Mercantile Pvt Ltd

Sapco Bitumen Co Ltd

S Jaykishan (India) Pvt Ltd

Sunsign Commotrade Pvt. Ltd

Swarnmahal Suppliers Pvt Ltd

Tulsi Trimpex Pvt Ltd

Virtual Commosales Pvt Ltd

Yashoda Inn Pvt Ltd

	March 31, 2016		March 31, 2015	
	No. of Shares	₹	No. of Shares	₹
			9800	98000
			9800	98000
			9800	98000
				294000
	5000	500000	5000	500000
	298960	2989600	-	-
	6000	600000	6000	600000
	920000	9200000	920000	9200000
	75000	3000000	75000	3000000
	250000	2500000	250000	2500000
	2334	233400	2334	233400
	130000	1300000	130000	1300000
	6600	6600000	6600	6600000
	63000	6300000	63000	6300000
	40000	2000000	40000	2000000
	1600	1600000	1600	1600000
	22500	2025000	22500	2025000
	5000	1000000	5000	1000000
	150000	1500000	150000	1500000
	132700	14597000	132700	14597000
	4000	1000000	-	-
	22200	999000	22200	999000
	49500	9900000	-	-
	500	500000	500	500000
	10500	10500000	10500	10500000
	156250	10000000	156250	10000000
	215000	6020000	215000	6020000
	25000	2500000	25000	2500000
	9000	2250000	-	-
	70800	708000	70800	708000
	400	200000	-	-
	80000	800000	-	-
	12250	1102500	12250	1102500
		102424500		85284900
				2696000
		102424500		88274900
		102424500		88274900

Other investments

#### Note

Book value of unquoted investments

# IMPEX SERVICES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

	March 31, 2016	March 31, 2015
	₹	₹
<b>8. Long-term Loans and Advances</b>		
<u>Unsecured, considered good</u>		
Loans and advances	88178367	99394777
	<u>88178367</u>	<u>99394777</u>
<b>9. Inventories</b>		
Stock of Shares	112552	346686
	<u>112552</u>	<u>346686</u>
<b>10. Trade Receivable</b>		
<u>Unsecured and considered good</u>		
Less than six months	-	326
	<u>-</u>	<u>326</u>
<b>11. Cash and Cash Equivalents</b>		
<u>Balance with bank</u>		
In current account	503132	63575
Cash on hand	65853	1608136
	<u>568985</u>	<u>1671711</u>
<b>12. Short-term Loans and Advances</b>		
<u>Unsecured, considered good</u>		
Advance tax	-	8435
Income tax refundable	129470	-
Tax deducted at sources	228740	522599
	<u>358210</u>	<u>531034</u>
<b>13. Other Current Assets</b>		
Share Application Money	-	1500000
	<u>-</u>	<u>1500000</u>
<b>14. Revenue from Operations</b>		
Sale of Shares	80120	35429
Interest Income	2703186	2812300
	<u>2783306</u>	<u>2847729</u>
<b>15. Other Income</b>		
Dividend Income	500	500
	<u>500</u>	<u>500</u>
<b>16. Changes in Inventories: Stock in Trade</b>		
<u>Stock in trade</u>		
Opening Stock of shares	346686	39423
Closing Stock of shares	112552	346686
	<u>234134</u>	<u>(307263)</u>
<b>17. Employee benefit expenses</b>		
Salary and Bonus	896000	240000
Staff Welfare Expenses	75775	-
	<u>971775</u>	<u>240000</u>

# IMPEX SERVICES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### 18. Other Expenses

	March 31, 2016 ₹	March 31, 2015 ₹
Accounting Charges	88000	72000
Advertisement, Publicity & sales promotion	167140	12641
Bank Charges	-	829
Demat Charges	1299	1271
Depository Charges	122139	-
Electricity Charges	74208	-
Filing Fees	24000	2500
Listing Fess	79187	19663
Postage & Telegraph	38950	-
Printing & Stationery	36543	-
Professional Fees	96000	-
Rent	96000	-
Repairs & Maintenance	41105	40049
Telephone Expenses	29670	21978
Travelling & Conveyance	162175	46678
<u>Payment to auditors:</u>		
Statutory audit	23000	5000
Miscellaneous expenses	134818	79512
	<b>1214234</b>	<b>302121</b>

### 19. Earning per Share (EPS)

Net profit/(loss) after tax attributable to equity shareholders (in ₹)  
Weighted average no. of equity shares outstanding  
Basic & Diluted earning per share of ₹10/- each

	37698	750840
	8579025	8579025
	<b>0.00</b>	<b>0.09</b>

### 20. Segment Information

As the company's business activity falls within a single primary business segment the disclosure requirement of AS 17 (Segment Reporting) issued by the Institute of Chartered Accountants of India is not applicable

### 21. Related Party Disclosures

Names of related parties and related parties relationship  
Related parties where control exists

Key Management Personnel  
Vivek Agarwal

Subsidiary  
Flabby Commosales Pvt. Ltd. (ceased to be a subsidiary)  
Ramdeora Vanijya Pvt. Ltd. (ceased to be a subsidiary)  
Sawarnmahal Commotrade Pvt. Ltd. (ceased to be a subsidiary)

Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year: NIL

### 22. Contingent liabilities:- ₹NIL, (previous year ₹Nil)

### 23. Particulars as per RBI Notification

Particulars as required to be furnished by a non-deposit taking Non-Banking Financial Companies as required in terms of para 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 vide notification no. DNBS. 192 / DG (VL)-2007 dated February 22, 2007, issued by the RBI is given in Annexure - I attached hereto.

### 24. Disclosures as required under section 186(4) of the Companies Act, 2013

The Company being an NBFC company, provisions of Section 186 of the Companies Act 2013 are not applicable.

### 25. Sale of subsidiaries

During the year, the Company had sold its stake in all its subsidiaries.

# IMPEX SERVICES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### 26. Previous Year Figures

The company has reclassified previous year figures to conform to this year's classification.

In terms of our report of the even date  
annexed hereto:

**For VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

For and on behalf of the board of directors of  
**IMPEX SERVICES LIMITED**

**V. K. Surana**  
Partner  
Membership No. 054470  
Place: Kolkata  
Date: May 30, 2016

**Vivek Agarwal**  
Director  
DIN: 01678709

**Rajendra Kumar Meheshwari**  
Director  
DIN: 00566387

# IMPEX SERVICES LIMITED

ANNEXURE-1

Annexure to the Balance Sheet as on March 31, 2016  
(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

Particulars		(₹ in lakhs)	
<b>Liabilities side :</b>			
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a) Debentures :		
	-- Secured	-	-
	-- Unsecured	-	-
	[other than falling within the meaning of public deposits*]	-	-
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Other Loans (repayable on demand)	-	-
	* Please see Note 1 below	-	-
<b>Assets side :</b>			
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (3) below]:	Amount Outstanding	
	(a) Secured		-
	(b) Unsecured		881.78
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease		-
	(b) Operating lease		-
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		-
	(b) Repossessed assets		-
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		-
(4)	Break-up of Investments :		
	<u>Current Investments :</u>		
	1. Quoted :		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-
	2. Unquoted :		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (Please specify)		-



<b>Long Term Investments :</b>			
1. Quoted :			
(i) Shares : (a) Equity			-
(b) Preference			-
(ii) Debentures and Bonds			-
(iii) Units of mutual funds			-
(iv) Government Securities			-
(v) Others (please specify)			-
2. Unquoted :			
(i) Shares : (a) Equity			
(b) Preference			1024.25
(ii) Debentures and Bonds			-
(iii) Units of mutual funds			-
(iv) Government Securities			-
(v) Others (Please specify) - Debts Purchased			-
<b>(5) Borrower group-wise classification of all assets financed as in (2) and (3) above:</b>			
Please see Note 2 below			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties			
Total	-	881.78	881.78
	-	881.78	881.78
<b>(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>			
Please see note 3 below			
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1. Related Parties **			
(a) Subsidiaries			
(b) Companies in the same group			
(c) Other related parties			
2. Other than related parties			
Total		1024.25	1024.25
		1024.25	1024.25
<b>** As per Accounting Standard of ICAI (Please see Note 3)</b>			
<b>(7) Other Information</b>			
Particulars		Amount	
(i) Gross Non-Performing Assets			
(a) Related parties			-
(b) Other than related parties			-
(ii) Net Non-Performing Assets			
(a) Related parties			-
(b) Other than related parties			-
(iii) Assets acquired in satisfaction of debt			-

**Notes:**

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.