Pro Fin Capital Services Ltd.

October 5, 2016

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 001
Respected Sir or Madam,

Ref: Scrip Code – 511557

Sub: Submission of Annual Report for the financial year 2015-16

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we enclose herewith the Annual Report for the financial year 2015-16 approved and adopted in the Annual General Meeting held on September 30, 2016 at the Registered Office of the Company.

Kindly take the same on record.

Thanking You,
Yours Faithfully

Anupam Gupta

For PRO FIN CAPITAL SERVICES LTD.
Anupam N. Gupta
MANAGING DIRECTOR
DIN: 02294687

Encl: a/a

Reg & Correspondence Office : 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai - 400 066.
Tel : 022-3267 0651, Fax No : 022-28702072 E-mail : profin.capital1@gmail.com
CIN L51909MH1991 PLC 250695

Regd. Book Post / Courier

If undelivered, please return to :
Pro Fin Capital Services Limited
503, Western Edge II
Western Express Highway,
Borivali East
Mumbai 400066

Pro Fin Capital Services Ltd.

25TH ANNUAL REPORT 2015-2016

CORPORATE INFORMATION

BOARD OF DIRECTORS:	DIN
Shri Anupam Narain Gupta *Managing Director*	02294687
Shri Abhay Narain Gupta *Whole-time Director*	02294699
Shri Neeraj Kr. Arora *Director*	00177569
Shri Anant Haridas Palan *Director*	02183592
Smt. Neha Anupam Gupta *Director*	07145514

Auditors:
M/s. Mahesh Tejwani
11-E, Parvati, 2nd Floor, Jai Bharat Soc,
5th Road, Khar (W), Mumbai - 400 052.

Bankers:
HDFC Bank Limited
Punjab National Bank

Registered Office:
503, Western Edge II,
Western Express Highway,
Borivali (E), Mumbai - 400 066.
Tel: 022-28702070
Fax:022-28702072

CIN: L51909MH1991PLC250695

E-mail : profin.capital1@gmail.com
Website : www.profincapital.com

Registrar & Shares Transfer Agent:
Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99 Madangir,
Behind Local Shopping Centre,
Nr. Dada Harsukhdas Mandir,
New-Delhi-110062
Tel: 011-29961281/83
Fax: 011-29961284

CONTENTS

	Page Nos.
Notice	1-5
Directors' Report	06-9
Annexures to Directors' Report	9-24
Secretarial Audit Report	24-26
Management Discussion and Analysis	27-28
Independent Auditors' Report (Standalone)	29-33
Annual Financial statements (Standalone)	34-57
Statement of Subsidiary (AOC-1)	58
Independent Auditors' Report (Consolidated)	58-65
Annual Financial statements (Consolidated)	66-88
Proxy Form	89-91
Attendance Slip	92
Updation Form	93

25th Annual General Meeting on Friday 30th September, 2016 at 11.00 a.m. at the Registered Office of the Company at 503, Western Edge II, Western Express Highway, Borivali (E), Mumbai - 400 066.

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Pro Fin Capital Services Limited will be held on Friday, 30th September 2016 at the registered office of the Company at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066 at 11.00 am to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone & Consolidated audited financial statements of the Company for the financial year ended 31st March 2016, the reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Shri Anupam N. Gupta(DIN 02294687) who retires by rotation and being eligible offers himself for re appointment.
3. To ratify the appointment of M/s. Mahesh Tejwani, Chartered Accountants Firm Registration No. 105828W, Mumbai as Statutory Auditors of the Company and fix their remuneration.

By Order of the Board of Directors

Date: - 30/05/2016
Place: - Mumbai

(Anupam N. Gupta)
Managing Director

IMPORTANT NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
4. Members / Proxies/ Authorized Representatives should bring the enclosed Attendance Slip, duly filled in for attending the Meeting. Copies of the Annual Reports or Attendance Slips will not be distributed at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24th September, 2016 to Friday,30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
6. SEBI and the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with Beetal Financial & Computer Services (P) Ltd., the Registrar & Share Transfer Agents of the Company and members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
7. In terms of Section 101 and 136 of the Companies Act, 2013 read together with Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report, etc. and this notice is being sent by electronic mode, to those members who have registered their e-mail IDs with their respective Depository Participants or with the Registrar & Share Transfer Agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to profin.capital1@gmail.com mentioning your Folio/DP ID & Client ID. Members are requested to bring copies of the Annual Report to the Annual General Meeting. For members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed form SH-13 with the Company's Registrar & Share Transfer Agents. In respect of shares in electronic/ demat form, the members may please contact their respective Depository Participant.
9. Members are requested to send all communications relating to shares, change of address, etc., to the Registrar & Share Transfer Agents at the following address:

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Nr. Dada Harsukhdas Mandir,
New-Delhi-110062
Tel: 011-29961281/83 • Fax: 011-29961284

If the shares are held in electronic form, then change of address and change in Bank Accounts etc, should be furnished to the respective Depository Participants (DPs).

10. Voting options:
Voting through electronic means

A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members

facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by members using a electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL).

B. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

D. The remote e-voting period commences on 27th September, 2016 (9.00 am) and ends on 29th September, 2016 (5.00 pm). During this period the members of the Company holding shares either in physical form or dematerialized form, as on cut-off date of 23rd September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

E.The instructions for shareholders voting electronically are as under:

(I) The voting period begins on Tuesday 27th September 2016 and ends on Thursday 29th September 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September 2016 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
(ii) The shareholders should log on to the e-voting website www.evotingindia.com.
(iii) Click on Shareholders.
(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(I) Next enter the Image Verification as displayed and Click on Login.
(ii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(I) If you are a first time user follow the steps given below:

	For Members holding sharesin Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(i) After entering these details appropriately, click on "SUBMIT" tab.

(ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

(xi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com , under help section or write an email to helpdesk.evoting@cdslindia.com.

A. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

B. The voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016

C. Members registered with CDSL for remote e-voting can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password using "Forgot User Details / Password" option available on www.evotingindia.com or contact CDSL at the following toll free no.: 1800-200-5533.

D. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall be not allowed to vote again at the AGM

E. A person whose name is recorded in the register of members or in the register of the beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

F. Mr. L. Krishnamoorthy Practising Company Secretary, FCS 2358 COP No: 6885 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

G. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

H. The Scrutinizer shall after the conclusion of the voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

I. The result declared alongwith the result of the Scrutinizer shall be placed on the website of the Company viz. www.profincapital.com and on the website of the CDSL immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall be immediately forwarded to the BSE Limited, Mumbai.

11. Brief Profile of Director being Appointed / Re-appointed:

Name	Mr. Anupam Narain Gupta
DIN	02294687
Age	40
Date of Appointment	16/02/2011
Qualification	B. Com
Expertise	15 years of rich experience in Financial markets
Other Directorships	1.Tera Natural Resources & Pellets Pvt. Ltd.
	2.Vittrag Minerals & Metals Excavation Pvt. Ltd.
	3.Multiplex Insurance Solutions Pvt. Ltd.
	4.Asian Commtrade Pvt. Ltd.
	5.Ambe Securities Pvt. Ltd.
	6.Triyamb Securities Pvt. Ltd.
	7.Asian Fintrade Services Pvt. Ltd.
	8.Pro Fin Commodities Pvt. Ltd.
	9.Multiplex Infotech Pvt. Ltd.
Chairman / Member of Committee of the Board of the Companies on which he/she is a Director.	NIL
Shareholding in the Company	6,39,892
Relationship with any Director(s) of the Company	He is related to Mr. Abhay N. Gupta & Mrs. Neha Anupam Gupta, Directors of the Company.

By Order of the Board of Directors

Date: 30th May 2016
Mumbai

(Anupam N. Gupta)
Managing Director

DIRECTOR'S REPORT

To :
The Members of Pro Fin Capital Services Limited
Your Directors have pleasure in presenting their 25th Annual Report and the audited financial statements for the financial year ended 31st March 2016

1 Financial Results
The summarized financial results for the financial year ended 31st March 2016 are presented below:

Rs. In Lakhs

Details	Financial year ended 31st March 2016 (stand alone)	Financial year ended 31st March 2015 (stand alone)
Income	609.11	175.15
Profit before interest, depreciation and taxation	58.99	35.74
Finance cost	3.99	0.37
Depreciation	8.39	3.99
Profit before tax	46.62	30.38
Taxation	8.00	5.92
Profit after tax	38.62	24.46
Minority Interest	----	----
Transfer& Appropriations	35.54	----
Balance brought forward previous year (loss)	(239.58)	(264.03)
Disposable surplus available after adjustments	3.08	24.45
Pref Share Warrants Deferred	113.30	----
Balance carried to balance sheet (loss)	(123.20)	(239.58)

1. Performance Evaluation
The Income during the financial year ended 31st March 2016 is Rs. 609.11 compared to Rs. 175.15 in the previous year an increase of about 248%. The profit after tax for the financial year ended 31st March 2016 is Rs. 38.62 compared to Rs. 24.46 – an increase of 57.89% over the previous year.

2. Dividend and Reserves
The Board of Directors does not recommend any dividend for the financial year ended 31st March 2016.

3. Share Capital
The paid up equity share capital of the Company as at 31st March 2016 stood at Rs. 7,06,69,000. During the year under report the Company issued and allotted 16,00,000 equity shares of Rs. 10/- each at a premium of Rs. 103.30 per share to those warrant holders who opted to convert the warrants in to equity shares and paid the balance amount. The amount of Rs. 1,13,30,000/- was forfeited as one of the warrant holders did not exercise the option to convert the warrants in to equity shares.

4. Finance & Accounts
The Company prepares its financial statements in accordance with the requirements of the Companies Act 2013 and the Generally Accepted Accounting Principles (GAPP) as applicable in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the company's state of affairs, profits and cash flows for the financial year ended 31st March 2016

5. Business Risks
Like any other company in the financial services sector, the company is exposed to business risks which can be internal and external. Growth rates in GDP of Indian and global economy, volatility in the exchange rate of rupee vis-à-vis other principal currencies, increase in inflation, movement in interest rates all these cause volatility in the price movements at the Stock Exchanges, impacting the operations and profitability of the Company. The Board of Directors is well aware of these risks and through operational management, continues to monitor them and guides in taking prompt action to mitigate the risks.

6. Subsidiaries
The company has a subsidiary Tera Natural Resources and Pellets Private Limited. Necessary details in form AOC-1 are annexed to this report. As per the Circular No. 51/12/2007-CL-III dated 8th February, 2011 issued by Government of India, Ministry of Corporate Affairs, the required financial information in the consolidated balance sheet is given in respect the subsidiary in Form AOC-1 annexed in Annual Report. The annual accounts of the subsidiary and the related detailed information shall be made available to the shareholders of the Company, seeking such information at any point of time. The annual accounts of the subsidiary company shall also be kept open for inspection by any shareholder at the Registered Office at 503, Western Edge II, Western Express Highway, Borivali (E), Mumbai- 400 066.
The Company has taken a loan from its Subsidiary Tera Natural Resources & Pellets Pvt. Ltd. of Rs. 72651700.

7. Board Evaluation
Pursuant to the provisions of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholder Relationship and Nomination & Remuneration Committees. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by Independent Directors. The Directors expressed their satisfaction with the evaluation process

8. Remuneration Policy
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.

9. Meetings of Board of Directors
The Meetings of the Board of Directors are scheduled well in advance and generally held at the Registered Office of the Company at Borivali. The notice confirming the meeting and the detailed agenda is sent well in advance to all the Directors.
During the year under report, the Board met 6 times on 20th April 2015, 29th May 2015, 4th August 2015, 12th August 2015, 9th November 2015 and 12th February 2016.

10. Listing of shares on BSE
During the financial year under report, the equity shares issued by the company continue to be listed on BSE.

11. Extract of Annual Return

The extract of Annual Return in Form MGT 9, as required in section 92 of the Companies Act, 2013, as at 31st March 2016, is annexed to this report as Annexure C which forms part of this report.

12. Vigil Mechanism / Whistle Blower Policy

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise concerns about serious irregularities within the Company.

13. Prevention of Insider Trading

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

14. Particulars of loans, guarantees or investments by the Company

Details of loans, guarantees and investments are given in the notes to the financial statements

15. Significant and material orders passed by the Regulators or Courts

There are no significant and material orders passed by the regulators or courts against the Company during the year.

16. Directors responsibility statement

To the best of knowledge and belief and according to the information and explanation obtained by them, your directors make the following statement in terms of section 134 (3) (c) read with section 134(5) of the Companies Act, 2013 in preparation of the Annual Accounts for the year ended on March 31, 2016 and state that:

(i) That in preparation of annual accounts for the year ended 31st March 2016 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

(ii) And applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2016 and of the loss of the Company for the year ended on that date;

(iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) That the annual accounts have been prepared on a going concern basis

(v) That the directors have devised proper systems to ensure compliance with the provisions of all applicable law and that such systems were adequate and operating effectively

17. Statutory auditors

M/s. Mahesh Tejwani, Chartered Accountants who are statutory auditors of the Company hold office up to the forthcoming annual general meeting. If appointed, under section 139 of the Companies Act 2013, they shall hold office from the conclusion of the ensuing annual general meeting till the conclusion of the annual general meeting relating to the financial year ending 31st March 2017. The Company has obtained written confirmation from the auditors that their appointment, if made would be in conformity with the limits specified in the said section. The members are requested to ratify their appointment.

18. Cost Audit

The provisions of the Companies (Cost Records and Audit) Rules 2014 are not applicable to the company's operations.

19. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, the Company has appointed Mr. L. Krishnamoorthy, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2015-2016. The Secretarial Audit Report for the financial year 2015-16 has been annexed to this Report.

20. Internal control system and their adequacy

The Company has an effective internal control system commensurate with its size and scale of its operations. The Audit Committee reviews the adequacy and effectiveness of the internal control systems and suggests improvements, wherever required.

21. Environment and safety

The Company's operations do not pose any environmental hazards.

22. Statutory Information

(A) **Conservation of energy:** Not applicable

(B) **Technology Absorption:** Not applicable

(C) **Foreign exchange earnings and expenses:** Not applicable

23. Acknowledgement

The Directors wish to place on record their appreciation of the contributions made by the employees at all levels but for whose efforts; the Company could not have achieved the remarkable financial results for the financial year ended 31st March 2016

The Directors also wish to thank the Company's customers and banks for their continued support and faith reposed in the Company.

For and on behalf of Board of Directors

Place: Mumbai
Date: 30/05/2016

(Anupam N. Gupta)
Managing Director

Annexure B to the Directors Report

Sr. No.	Requirements	Disclosure	
1.	The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year	**Name of the Director**	**Ratio**
		Mr. Anupam Narain Gupta	2.57x
		Mr. Abhay Narain Gupta	2.57x
2.	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year	Mr. Anupam Narain Gupta	26%
		Mr. Abhay Narain Gupta	26%
3.	The percentage increase in the median remuneration of employees in the financial year	During FY 2016, there is a decrease in remuneration of 52% due to decrease in head count	
4.	The number of permanent employees on the rolls of the Company	there were 7 employees as on March 31st 2016	

Sr. No.	Requirements	Disclosure
5.	The explanation on the relationship between average increase in remuneration and Company performance	Not Applicable
6.	Comparison of the remuneration of Key Managerial Personnel against the performance of the Company	Normal increase
7.	Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and 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 in case of listed companies	The Market capitalization of the Company has decreased from Rs. 124.80 crore as on March 31, 2015 to Rs. 99.36 crore as on March 31, 2016. Over the same period, the Price Earning ratio moved from 0.48 to 0.04. The Company came with public issue 20 years back at face value of Rs. 10 per share
8.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed

Annexure C to the Directors Report

Form No. MGT 9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on March 31, 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 & Other Details

1 CIN	L51909MH1991PLC250695
2 Registration Date	22nd July 1991
3 Name of the Company	Pro Fin Capital Services Limited
4 Category/sub category	Non government company limited by shares
5 Address of the registered office	503, Western Edge I I, Western Express Highway, Borivali East, Mumbai 400066 Phone: 022-28702070 Email: profin.capital1@gmail.com Website: www.profincapital.com
6 Whether listed Company	Yes at Bombay Stock Exchange (BSE)
7 Name and address of the RTA	Beetal Financial & Computer Services Private Limited Beetal House, 3rd Floor, 99, Madangir, Near Dada Har Kisandas Mandir, New Delhi 110062 Phone:011-29961281-83 Email: beeetal@beetalfinancial.com

II Principal business activities of the Company

(All the business activities contributing 10% or more of the turnover of the Company shall be stated)

Sr. No.	Name and description of main products/services	NIC code of the products/services	% to total turnover of the Company
1.	Financial & Related Services	99711359	100

III Particulars of holding, subsidiary and associate companies:

Name and address of the Company	CIN	Holding/subsidiary /associate	Percentage of share held	Applicable Section
Tera Natural Resources And Pellets Private Limited 84/22, Chandi Ghosh Road, Tollygunge, Kolkota 700040	U13200WB2007PTC116284	Subsidiary	46.92	2(87)(i)

IV Shareholding pattern

Shareholding pattern

Category of shareholders	No. of shares held at the beginning of the year (1/4/2015)				No of shares held at the end of the year (31/03/2016)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A Promoters									
1 Indian Individual/HUF Bodies Corporate Any other	1621650	--	1621650	29.66	1849739	--	1849739	26.17	3.49
Sub total (A)(1)	1621650	–	1621650	29.66	1849739	–	1849739	26.17	3.49
2 Foreign NRIs Individuals Bodies Corporate Any other	–	–	–	–	–	–	–	–	–
Sub total (A)(2) Total shareholding of promoter (A)=(A)(1)+(A)(2)	1621650	–	1621650	29.66	1849739	–	1849739	26.17	3.49

B Public shareholding									
1 Institutions Mutual Funds/UTI Banks/FI FIIs Others (Specify	– 46444	– –	– 46444	– 0.85	– 266444	– –	– 266444	– 3.77	– 2.92
Sub total (B)(1)	46444	–	46444	0.85	266444	–	266444	3.77	2.92
2 Non Institutions									
Bodies Corporate Indian Overseas	860359 –	97500 –	957859 –	17.52 –	502413 –	72100 –	574513 –	8.13 –	(9.39) –
Individuals Individuals holding nominal share capital upto Rs. 1 lakh Individuals holding nominal capital in excess of Rs. 1 lakh	214703 963665	1293400 312100	1508103 1275765	27.59 23.34	335926 832992	1238300 1900000	1574226 2732992	22.28 38.67	5.31 15.33
Clearing members Others (Trusts/HUF/ NRIs	6000 40479	 10600	6000 51079	0.11 0.93	52 59334	– 9600	52 68934	0.0007 0.98	(0.1093) 0.05
Sub Total (B)(2)	2085206	1713600	3798806	69.49	1730717	3220000	4950717	70.05	0.56
Total Public shareholding									
(B)=(B)(1)+ (B)(2)	2131650	1713600	3845250	70.34	1997161	3220000	5217161	73.82	3.48
Grand total (A) +(B)	3753300	1713600	5466900	100	3846900	3220000	7066900	100	--

ii Shareholding of Promoters

Sr. No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged /encumbered	
1	Anupam Narain Gupta	458152	8.38	--	639892	9.05	19.30	0.67
2	Triyamb Securities Private Limited	1045554	19.13	--	859904	12.17	13.30	6.96
3	Ambe Securities Private Limited	117944	2.16	--	177441	2.51	90.54	0.35

Iii Change in promoters' shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding During the year	
		No. of shares	% of total shares	No of shares	% of total shares
1.	Anupam Narain Gupta At the beginning of the year Purchases: 1,81,740 At the end of the year	458152	8.38	639892	9.05
2.	Ambe Securities Private Limited Purchases: 59,497 at the end of year	117944	2.16	177441	
3.	Triyamb Securities Private Limited Sales: 1,85,650 at the end of year	1045554	19.13	859904	12.17

SRL NO	NAME	SHARES 1	PER1	DATE	DIFFERENCE	REMARK	SHARE2	PER2	STATUS	PAN_NO
			0	- -				0		
	PRO FIN CAPITAL SERVICES LIMITED [PROMOTER]		0	- -				0		
			0	- -				0		
1	TRIYAMB SECURITIES PRIVATE LIMITED	1045554	14.7951	31-Mar-15				0	PROMOTER	AACCT7484L
			0	16-Oct-15	6400	Transfer	1051954	14.8857	PROMOTER	AACCT7484L

			0	23-Oct-15	100000	Transfer	1151954	16.3007	PROMOTER	AACCT7484L
			0	30-Oct-15	45400	Transfer	1197354	16.9431	PROMOTER	AACCT7484L
			0	06-Nov-15	-11400	Transfer	1185954	16.7818	PROMOTER	AACCT7484L
			0	13-Nov-15	-132800	Transfer	1053154	14.9026	PROMOTER	AACCT7484L
			0	20-Nov-15	100	Transfer	1053254	14.904	PROMOTER	AACCT7484L
			0	27-Nov-15	6650	Transfer	1059904	14.9981	PROMOTER	AACCT7484L
			0	31-Dec-15	-100000	Transfer	959904	13.5831	PROMOTER	AACCT7484L
			0	29-Jan-16	-100000	Transfer	859904	12.1681	PROMOTER	AACCT7484L
		859904	12.1681	31-Mar-16			859904	12.1681	PROMOTER	AACCT7484L
			0	- -				0		
2	ANUPAM NARAIN GUPTA	458152	6.4831	31-Mar-15				0	PROMOTER	AIQPG8113N
			0	05-Jun-15	10419	Transfer	468571	6.6305	PROMOTER	AIQPG8113N
			0	19-Jun-15	9000	Transfer	477571	6.7579	PROMOTER	AIQPG8113N
			0	26-Jun-15	10000	Transfer	487571	6.8994	PROMOTER	AIQPG8113N
			0	03-Jul-15	8200	Transfer	495771	7.0154	PROMOTER	AIQPG8113N
			0	10-Jul-15	11000	Transfer	506771	7.1711	PROMOTER	AIQPG8113N
			0	31-Jul-15	15000	Transfer	521771	7.3833	PROMOTER	AIQPG8113N
			0	04-Sep-15	10071	Transfer	531842	7.5258	PROMOTER	AIQPG8113N
			0	11-Sep-15	-9271	Transfer	522571	7.3946	PROMOTER	AIQPG8113N
			0	18-Sep-15	-5400	Transfer	517171	7.3182	PROMOTER	AIQPG8113N
			0	30-Sep-15	1000	Transfer	518171	7.3324	PROMOTER	AIQPG8113N
			0	02-Oct-15	1000	Transfer	519171	7.3465	PROMOTER	AIQPG8113N
			0	09-Oct-15	200	Transfer	519371	7.3493	PROMOTER	AIQPG8113N
			0	30-Oct-15	-45500	Transfer	473871	6.7055	PROMOTER	AIQPG8113N
			0	06-Nov-15	4800	Transfer	478671	6.7734	PROMOTER	AIQPG8113N
			0	13-Nov-15	26400	Transfer	505071	7.147	PROMOTER	AIQPG8113N
			0	20-Nov-15	-11979	Transfer	493092	6.9775	PROMOTER	AIQPG8113N
			0	22-Jan-16	-43100	Transfer	449992	6.3676	PROMOTER	AIQPG8113N
			0	29-Jan-16	-16900	Transfer	433092	6.1285	PROMOTER	AIQPG8113N

			0	11-Sep-15	-9271	Transfer	522571	7.3946	PROMOTER	AIQPG8113N
			0	18-Sep-15	-5400	Transfer	517171	7.3182	PROMOTER	AIQPG8113N
			0	30-Sep-15	1000	Transfer	518171	7.3324	PROMOTER	AIQPG8113N
			0	02-Oct-15	1000	Transfer	519171	7.3465	PROMOTER	AIQPG8113N
			0	09-Oct-15	200	Transfer	519371	7.3493	PROMOTER	AIQPG8113N
			0	30-Oct-15	-45500	Transfer	473871	6.7055	PROMOTER	AIQPG8113N
			0	06-Nov-15	4800	Transfer	478671	6.7734	PROMOTER	AIQPG8113N
			0	13-Nov-15	26400	Transfer	505071	7.147	PROMOTER	AIQPG8113N
			0	20-Nov-15	-11979	Transfer	493092	6.9775	PROMOTER	AIQPG8113N
			0	22-Jan-16	-43100	Transfer	449992	6.3676	PROMOTER	AIQPG8113N
			0	29-Jan-16	-16900	Transfer	433092	6.1285	PROMOTER	AIQPG8113N
			0	05-Feb-16	94000	Transfer	527092	7.4586	PROMOTER	AIQPG8113N
			0	12-Feb-16	98800	Transfer	625892	8.8567	PROMOTER	AIQPG8113N
			0	19-Feb-16	-13400	Transfer	612492	8.6671	PROMOTER	AIQPG8113N
			0	26-Feb-16	2800	Transfer	615292	8.7067	PROMOTER	AIQPG8113N
			0	04-Mar-16	1600	Transfer	616892	8.7293	PROMOTER	AIQPG8113N
			0	25-Mar-16	3000	Transfer	619892	8.7718	PROMOTER	AIQPG8113N
			0	31-Mar-16	20000	Transfer	639892	9.0548	PROMOTER	AIQPG8113N
		639892	9.055	31-Mar-16			639892	9.0548	PROMOTER	AIQPG8113N
			0	- -				0		
3	AMBE SECURITIES PRIVATE LIMITED	117944	1.669	31-Mar-15				0	PROMOTER	AAACA7950L
			0	17-Apr-15	2000	Transfer	119944	1.6973	PROMOTER	AAACA7950L
			0	08-May-15	4738	Transfer	124682	1.7643	PROMOTER	AAACA7950L
			0	15-May-15	5000	Transfer	129682	1.8351	PROMOTER	AAACA7950L
			0	05-Jun-15	50688	Transfer	180370	2.5523	PROMOTER	AAACA7950L
			0	26-Jun-15	2000	Transfer	182370	2.5806	PROMOTER	AAACA7950L
			0	04-Sep-15	1500	Transfer	183870	2.6018	PROMOTER	AAACA7950L
			0	11-Sep-15	1000	Transfer	184870	2.616	PROMOTER	AAACA7950L
			0	18-Sep-15	2700	Transfer	187570	2.6542	PROMOTER	AAACA7950L
			0	30-Sep-15	-8600	Transfer	178970	2.5325	PROMOTER	AAACA7950L

			0	16-Oct-15	2900	Transfer	181870	2.5735	PROMOTER	AAACA7950L
			0	23-Oct-15	3550	Transfer	185420	2.6238	PROMOTER	AAACA7950L
			0	30-Oct-15	6200	Transfer	191620	2.7115	PROMOTER	AAACA7950L
			0	06-Nov-15	1000	Transfer	192620	2.7257	PROMOTER	AAACA7950L
			0	13-Nov-15	1300	Transfer	193920	2.7441	PROMOTER	AAACA7950L
			0	20-Nov-15	21	Transfer	193941	2.7444	PROMOTER	AAACA7950L
			0	27-Nov-15	-9950	Transfer	183991	2.6036	PROMOTER	AAACA7950L
			0	04-Dec-15	-3300	Transfer	180691	2.5569	PROMOTER	AAACA7950L
			0	18-Dec-15	-2800	Transfer	177891	2.5172	PROMOTER	AAACA7950L
			0	25-Dec-15	3300	Transfer	181191	2.5639	PROMOTER	AAACA7950L
			0	08-Jan-16	400	Transfer	181591	2.5696	PROMOTER	AAACA7950L
			0	22-Jan-16	6700	Transfer	188291	2.6644	PROMOTER	AAACA7950L
			0	29-Jan-16	9950	Transfer	198241	2.8052	PROMOTER	AAACA7950L
			0	05-Feb-16	3000	Transfer	201241	2.8477	PROMOTER	AAACA7950L
			0	26-Feb-16	-15600	Transfer	185641	2.6269	PROMOTER	AAACA7950L
			0	04-Mar-16	-8200	Transfer	177441	2.5109	PROMOTER	AAACA7950L
		177441	2.5109	31-Mar-16			177441	2.5109	PROMOTER	AAACA7950L
			0	- -				0		
4	NARAIN KUMAR GUPTA	750	0.0106	31-Mar-15				0	PROMOTER	ABFPG9303G
			0	24-Apr-15	15000	Transfer	15750	0.2229	PROMOTER	ABFPG9303G
			0	01-May-15	3000	Transfer	18750	0.2653	PROMOTER	ABFPG9303G
			0	08-May-15	3000	Transfer	21750	0.3078	PROMOTER	ABFPG9303G
			0	22-May-15	15000	Transfer	36750	0.52	PROMOTER	ABFPG9303G
			0	05-Jun-15	8410	Transfer	45160	0.639	PROMOTER	ABFPG9303G
			0	12-Jun-15	5350	Transfer	50510	0.7147	PROMOTER	ABFPG9303G
			0	19-Jun-15	5000	Transfer	55510	0.7855	PROMOTER	ABFPG9303G
			0	03-Jul-15	5500	Transfer	61010	0.8633	PROMOTER	ABFPG9303G
			0	10-Jul-15	-430	Transfer	60580	0.8572	PROMOTER	ABFPG9303G
			0	04-Sep-15	-11071	Transfer	49509	0.7006	PROMOTER	ABFPG9303G
			0	11-Sep-15	1000	Transfer	50509	0.7147	PROMOTER	ABFPG9303G
			0	18-Sep-15	250	Transfer	50759	0.7183	PROMOTER	ABFPG9303G
			0	02-Oct-15	19500	Transfer	70259	0.9942	PROMOTER	ABFPG9303G
			0	09-Oct-15	1000	Transfer	71259	1.0083	PROMOTER	ABFPG9303G
			0	30-Oct-15	-3100	Transfer	68159	0.9645	PROMOTER	ABFPG9303G
			0	13-Nov-15	-900	Transfer	67259	0.9517	PROMOTER	ABFPG9303G
			0	27-Nov-15	4350	Transfer	71609	1.0133	PROMOTER	ABFPG9303G

			0	04-Dec-15	6600	Transfer	78209	1.1067	PROMOTER	ABFPG9303G
			0	25-Dec-15	3300	Transfer	81509	1.1534	PROMOTER	ABFPG9303G
			0	22-Jan-16	6800	Transfer	88309	1.2496	PROMOTER	ABFPG9303G
			0	29-Jan-16	6750	Transfer	95059	1.3451	PROMOTER	ABFPG9303G
			0	05-Feb-16	3000	Transfer	98059	1.3876	PROMOTER	ABFPG9303G
			0	19-Feb-16	-19850	Transfer	78209	1.1067	PROMOTER	ABFPG9303G
			0	26-Feb-16	-21850	Transfer	56359	0.7975	PROMOTER	ABFPG9303G
			0	04-Mar-16	5350	Transfer	61709	0.8732	PROMOTER	ABFPG9303G
			0	11-Mar-16	1500	Transfer	63209	0.8944	PROMOTER	ABFPG9303G
			0	25-Mar-16	9050	Transfer	72259	1.0225	PROMOTER	ABFPG9303G
			0	31-Mar-16	9900	Transfer	82159	1.1626	PROMOTER	ABFPG9303G
		82159	1.1626	31-Mar-16			82159	1.1626	PROMOTER	ABFPG9303G
			0	- -				0		
5	ABHAY NARAIN GUPTA	16971	0.2401	31-Mar-15				0	PROMOTER	AIZPG5166A
			0	05-Jun-15	21092	Transfer	38063	0.5386	PROMOTER	AIZPG5166A
			0	25-Dec-15	-27000	Transfer	11063	0.1565	PROMOTER	AIZPG5166A
			0	31-Dec-15	42000	Transfer	53063	0.7509	PROMOTER	AIZPG5166A
		53063	0.7509	31-Mar-16			53063	0.7509	PROMOTER	AIZPG5166A
			0	- -				0		
6	NARAIN KUMAR GUPTA	1250	0.0177	05-Jun-15				0	PROMOTER	AAEHN7150C
			0	08-Jan-16	1000	Transfer	2250	0.0318	PROMOTER	AAEHN7150C
			0	15-Jan-16	3480	Transfer	5730	0.0811	PROMOTER	AAEHN7150C
			0	12-Feb-16	10000	Transfer	15730	0.2226	PROMOTER	AAEHN7150C
			0	19-Feb-16	-100	Transfer	15630	0.2212	PROMOTER	AAEHN7150C
			0	04-Mar-16	5350	Transfer	20980	0.2969	PROMOTER	AAEHN7150C
		20980	0.2969	31-Mar-16			20980	0.2969	PROMOTER	AAEHN7150C
			0	- -				0		
7	RASHI ANAND KEDIA	14000	0.1981	05-Jun-15		NIL MOVEMENT DURING THE YEAR	14000	0.1981	PROMOTER	AQWPK4547J
		14000	0.1981	31-Mar-16			14000	0.1981	PROMOTER	AQWPK4547J
8	NEHA ANUPAM GUPTA	1100	0.0156	31-Mar-15				0	PROMOTER	AIGPG8111Q
			0	05-Jun-15	1200	Transfer	2300	0.0325	PROMOTER	AIGPG8111Q
		2300	0.0325	31-Mar-16			2300	0.0325	PROMOTER	AIGPG8111Q

SRLNO.	NAME	SHARE2	PER1	DATE	DIFFERENCE	REMARK	SHARE2	PER2	STATUS	PAN_NO
			0	- -				0		
	PRO FIN CAPITAL SERVICES LIMITED [TOP 10 SHAREHO		0 0	- - - -				0 0		

Shareholding Pattern of Top10 Shareholders (other than Directors / Promoters)

SRLNO.	NAME	SHARE2	PER1	DATE	DIFFERENCE	REMARK	SHARE2	PER2	STATUS	PAN_NO
1	SANDESH MADHUKAR SAWANT	1280000	18.1126	23-Oct-15		NIL MOVEMENT DURING THE YEAR	1280000	18.1126		0006453
		1280000	18.1126	31-Mar-16			1280000	18.1126		0006453
			0	- -				0		
2	ALLAN CYPRIAN REBELLO	320000	4.5282	23-Oct-15				0	1E01	AABPR3932K
			0	04-Dec-15	10	Transfer	320010	4.5283	1E01	AABPR3932K
			0	08-Jan-16	20	Transfer	320030	4.5286	1E01	AABPR3932K
		320030	4.5286	31-Mar-16			320030	4.5286	1E01	AABPR3932K
			0	- -				0		
3	MULTI PLEX CAPITAL LTD	266096	3.7654	31-Mar-15				0	3C03	AAACM1761B
			0	10-Apr-15	-2690	Transfer	263406	3.7273	3C03	AAACM1761B
			0	24-Apr-15	-19098	Transfer	244308	3.4571	3C03	AAACM1761B
			0	01-May-15	-95	Transfer	244213	3.4557	3C03	AAACM1761B
			0	15-May-15	-6583	Transfer	237630	3.3626	3C03	AAACM1761B
			0	22-May-15	-17270	Transfer	220360	3.1182	3C03	AAACM1761B
			0	29-May-15	9630	Transfer	229990	3.2545	3C03	AAACM1761B
			0	05-Jun-15	-5077	Transfer	224913	3.1826	3C03	AAACM1761B
			0	12-Jun-15	-948	Transfer	223965	3.1692	3C03	AAACM1761B
			0	19-Jun-15	-7809	Transfer	216156	3.0587	3C03	AAACM1761
			0	26-Jun-15	-6245	Transfer	209911	2.9703	3C03	AAACM1761
			0	30-Jun-15	-150	Transfer	209761	2.9682	3C03	AAACM1761

			0	10-Jul-15	8316	Transfer	218077	3.0859	3C03	AAACM1761B
			0	17-Jul-15	350	Transfer	218427	3.0908	3C03	AAACM1761B
			0	24-Jul-15	3775	Transfer	222202	3.1443	3C03	AAACM1761B
			0	28-Aug-15	7285	Transfer	229487	3.2474	3C03	AAACM1761B
			0	04-Sep-15	-900	Transfer	228587	3.2346	3C03	AAACM1761B
			0	11-Sep-15	-1215	Transfer	227372	3.2174	3C03	AAACM1761B
			0	06-Nov-15	3036	Transfer	230408	3.2604	3C03	AAACM1761B
			0	13-Nov-15	-11	Transfer	230397	3.2602	3C03	AAACM1761B
			0	11-Dec-15	2541	Transfer	232938	3.2962	3C03	AAACM1761B
			0	22-Jan-16	1000	Transfer	233938	3.3103	3C03	AAACM1761B
			0	29-Jan-16	2425	Transfer	236363	3.3446	3C03	AAACM1761B
			0	05-Feb-16	2550	Transfer	238913	3.3807	3C03	AAACM1761B
			0	12-Feb-16	788	Transfer	239701	3.3919	3C03	AAACM1761B
			0	18-Mar-16	120	Transfer	239821	3.3936	3C03	AAACM1761B
			0	31-Mar-16	15061	Transfer	254882	3.6067	3C03	AAACM1761B
		254882	3.6067	31-Mar-16			254882	3.6067	3C03	AAACM1761B
			0	- -				0		
4	LTS INVESTMENT FUND LTD	46444	0.6572	31-Mar-15				0	5A08	AACCL0500F
			0	03-Jul-15	-12000	Transfer	34444	0.4874	5A08	AACCL0500F
			0	13-Nov-15	13000	Transfer	47444	0.6714	5A08	AACCL0500F
			0	27-Nov-15	13000	Transfer	60444	0.8553	5A08	AACCL0500F
			0	25-Dec-15	68950	Transfer	129394	1.831	5A08	AACCL0500F
			0	31-Dec-15	117050	Transfer	246444	3.4873	5A08	AACCL0500F
		246444	3.4873	31-Mar-16			246444	3.4873	5A08	AACCL0500F
			0	- -				0		
5	KAVI KUMAR	225000	3.1839	31-Mar-15		NIL MOVEMENT DURING THE YEAR	225000	3.1839	1E01	ADEPK6840K
		225000	3.1839	31-Mar-16			225000	3.1839	1E01	ADEPK6840K
			0	- -				0		
6	SANJAY TRIPATHY	200000	2.8301	31-Mar-15		NIL MOVEMENT DURING THE YEAR	200000	2.8301		0006336
		200000	2.8301	31-Mar-16			200000	2.8301		0006336
			0	- -				0		

7	ANIL KUMAR	200000	2.8301	09-Oct-15		NIL MOVEMENT DURING THE YEAR	200000	2.8301	1E01	AAMPK9521G
		200000	2.8301	31-Mar-16			200000	2.8301	1E01	AAMPK9521G
			0	- -				0		
8	NARESH GROVER	203174	2.875	31-Mar-15				0	1E01	ADNPG0426G
			0	01-May-15	-20000	Transfer	183174	2.592	1E01	ADNPG0426G
			0	08-May-15	-13761	Transfer	169413	2.3973	1E01	ADNPG0426G
			0	22-May-15	-5000	Transfer	164413	2.3265	1E01	ADNPG0426G
			0	05-Jun-15	-10000	Transfer	154413	2.185	1E01	ADNPG0426G
			0	12-Jun-15	-13000	Transfer	141413	2.0011	1E01	ADNPG0426G
			0	17-Jul-15	-5000	Transfer	136413	1.9303	1E01	ADNPG0426G
			0	21-Aug-15	-7000	Transfer	129413	1.8313	1E01	ADNPG0426G
			0	28-Aug-15	-9860	Transfer	119553	1.6917	1E01	ADNPG0426G
			0	04-Sep-15	-6500	Transfer	113053	1.5998	1E01	ADNPG0426G
			0	18-Sep-15	-5000	Transfer	108053	1.529	1E01	ADNPG0426G
			0	25-Sep-15	-5000	Transfer	103053	1.4582	1E01	ADNPG0426G
			0	30-Sep-15	-2000	Transfer	101053	1.4299	1E01	ADNPG0426G
		101053	1.4299	31-Mar-16			101053	1.4299	1E01	ADNPG0426G
			0	- -				0		
9	AJAY KUMAR	100000	1.415	31-Mar-15		NIL MOVEMENT DURING THE YEAR	100000	1.415		0006299
		100000	1.415	31-Mar-16			100000	1.415		0006299
			0	- -				0		
10	AMIT JAJOO	100000	1.415	29-Jan-16		NIL MOVEMENT DURING THE YEAR	100000	1.415	1E01	ACKPJ6937H
		100000	1.415	31-Mar-16			100000	1.415	1E01	ACKPJ6937H
			0	- -				0		

V Shareholding of Directors and key managerial personnel

Sr. No.	Name	Share holding at the Beginning of the year		Cumulative shareholding During the year	
		No of shares	% of total shares	No of shares	% of total Share holding
	Shri Anupam Narain Gupta, Managing Director Increase due to purchases 1,81,740	458152	8.38	639892	9.052
	Shri Abhay Narain Gupta, Joint Managing Director Increase due to purchases 36,092	16971	0.24	53063	0.75

VI Indebtedness

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

Rs. In lakhs

Particulars	Secured loans Excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1 Principal amount	14.10	227.12	--	241.22
2 Interest due but not paid	--			
3 Interest accrued but not due	--		--	
Total (1+2+3)	14.10	227.12	--	241.22
Change in indebtedness during the financial year				
Addition		434.71		434.71
Reduction		(188.74)		(186.26)
Net change	2.48			
Indebtedness at the end of the financial year				
1 Principal amount	11.62	473.09		473.09
2 Interest due but not paid				
3 Interest accrued but not due				
Total (1+2+3)		473.09		473.09

VII Remuneration of directors and key managerial personnel
A Remuneration to Managing Director, whole time Director and/or Manager:
B Remuneration to other directors:
Remuneration to key managerial personnel other than MD/WTD/Manager:

Rs. In lakhs

Sr.No.	Particulars of Total Remuneration	Anupam Gupta Managing Director	Abhay Gupta Jt. M D	Total:
1.	Gross salary	5.45	5.45	10.9
2.	Value of perquisites	--	--	--
3.	Commission	--	--	--
4.	Others (specify)	--	--	--
	Total A	5.45	5.45	10.9

B. Remuneration to other directors:

Sr.No.	Particulars of Remuneration	Niraj Kumar Arora	Anant Haridas Palan	Total
	Independent Directors			
1.	Gross salary	---	---	---
2.	Value of perquisites	---	---	---
3.	Commission	---	---	---
4.	Others (Sitting fees)	0.74	---	0.74
	Total			

VII Penalties/punishment/compounding of offences :

Type	Sections of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made if any (given details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C.OTHER OFFICERS IN DEFAULT Penalty					
Punishment					
Compounding					

NIL

ANNEXURE D TO THE DIRECTORS REPORT

Board of Directors

Composition

The composition and category of Directors as on 31st March 2016 are as follows:

Category	Name of Directors	Designation
Promoter	Mr. Anupam Narain Gupta	Managing Director
Promoter	Mr. Abhay Narain Gupta	Joint Managing Director & Compliance Officer
Independent & Non-Executive	Mr. Neeraj Kumar Arora	Director
Independent & Non-Executive	Mr. Anant Haridas Palan	Director
Independent & Non-Executive	Mrs. Neha Anupam Gupta	Director

The composition of the Board of Directors is in accordance with the Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. Non-Executive Independent Directors of your Company have no pecuniary relationship or any transaction with your Company.

Explanation for non-appointment of Whole-time Company Secretary

The Company is looking for a competent candidate and is taking necessary steps in selection and recruitment of eligible candidate. In furtherance of this process, the Company has invited Resumes from the candidates who are members of the Institute of Company Secretaries of India and will as soon as possible will select a deserving candidate and depute him/her on the post of Whole-time Company Secretary.

Corporate Social Responsibility

The Corporate Social Responsibility is not applicable to the Company; however the Company has contributed funds of Rs. 5 Lakhs to the promotion of women empowerment. The contribution has been made to a registered trust which mainly undertakes activities specified under Schedule VII of Companies Act, 2013.

Risk Management Policy

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and defined a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business

risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

Related Party transactions

All transactions entered with related parties for the financial year ended 31st March 2016 were on arm's length basis and in the ordinary course of business. Hence provisions of Section 188 of the Companies Act, 2013 are not attracted and disclosure in Form AOC 2 is not required.

All related party transactions are placed before the Audit Committee and the Board of Directors for Approval.

For and on behalf of Board of Directors

Place: Mumbai
Date: 30/05/2016

(Anupam N. Gupta)
Managing Director

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March 2016

Pursuant to section 204(1)of the Companies Act 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

To
The Members of **Pro Fin Capital Services Limited**

I have conducted secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRO FIN CAPITAL SERVICES LIMITED** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended On 31st 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 **PRO FIN CAPITAL SERVICES LIMITED** for the financial year ended 31st March 2016 according to the provisions of:

I) The Companies Act 2013(the Act) and the rules made thereunder
ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. In terms of Regulation 15(2)(a), Regulations 17 to 27, 46(2)(b)(i)and paras C, D and E of Schedule V are not applicable to the Company.
iii) The Securities Contracts(Regulation) Act 1956 (SCRA) and the rules made there under
iv) The Depositories Act 1996 and the Regulations and Bye-laws framed there under
v) Foreign Exchange Management Act 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment. During the audit period, the Company had not carried out any external commercial borrowings

vi) The following Regulations and Guidelines prescribed under the Securities And Exchange Board of India Act 1992(SEBI Act)

a) The Securities And Exchange Board of India(Substantial Acquisition of Shares and Takeover) Regulations 2011.
b) The Securities & Exchange Board of India(Prohibition of Insider Trading) Regulations 2015
c) The Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations 2009
d) The Securities and Exchange Board of India(Registrars to an Issue and Share Transfer Agents) Regulations 1993
e) The provisions of Securities And Exchange Board of India(Employee Stock Option Scheme and Employee Stock Purchase Scheme)Guidelines, 1999, The Securities And Exchange Board of India (Issue and Listing of Debt Securities)Regulations 2008, The Securities And Exchange Board of India (Delisting of Equity Shares)Regulations 2009 and the Securities And Exchange Board of India (buyback of Securities) Regulations 1998 were not applicable as there were no activities during the audit period requiring compliance with these guidelines and regulations.

vii) Reserve Bank of India Directions relating to Non-Banking Financial Companies I have also examined compliance with the applicable clauses of the listing agreements entered into with Bombay Stock Exchange upto 30th September 2015. Although, the Company's shares are listed in Delhi and Kolkota Stock Exchanges, by virtue of Exit Orders issued by SEBI, these exchanges ceased to carry out any trading in the shares listed in them. The Secretarial Standards issued by the Institute of Company Secretaries of India are followed with regard to board meetings, committee meetings and annual general meeting held during the year. During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, standards, etc mentioned above subject to the following observations:

Observations:

The Company has not appointed Whole time Company Secretary during the financial year ended 31st March 2016.

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.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaning full 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 its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I Further report that during the audit period, the Company has issued and allotted equity shares to those holders of warrants who had exercised the option to convert the warrants into shares by paying the balance 75% of the price of share, in accordance with the provisions of SEBI (Issue of Capital And Disclosure Requirements) Regulations 2009.

Place: Mumbai
Date: 30th May 2016

L. Krishnamoorthy
FCS 2358: CPNo. 6885

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

Annexure A to the Secretarial Audit Report

To:
The members
Pro Fin Capital Services Limited
Secretarial audit report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Pro Fin Capital Services Limited ("the Company") is the responsibility of the Management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report based on the audit of relevant records maintained and furnished to me by the Company along with explanations where so required.
3. I have followed audit practices and processes as were appropriate to obtain reasonable assurance about the correctness about the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on check test basis to ensure that correct facts as reflected in secretarial and other records were produced to me. I believe that the processes and practices I followed provide a reasonable basis for my opinion for the purpose of issue of Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 30th May 2016

L. Krishnamoorthy
FCS 2358; COP No. 6885

MANAGEMENT DISCUSSION AND ANALYSIS

MACRO ECONOMIC ENVIRONMENT

The Economy of India is the seventh largest in the world by nominal GDP and the third largest by purchasing power parity (PPP). The country is one of the G-20 major economies, a member of BRICS and a developing economy among the 20 global traders according to WTO.

Maharashtra is the wealthiest Indian state and has a annual GDP of US$ 220 billion and accounts for 12% of the Indian GDP. India's economy has became the world's fastest growing major economy.

The long-term growth prospective of the Indian economy is positive due to its young population, corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. The Indian economy has the potential to become the world's 3rd-largest economy by the next decade, and one of the largest economies by mid-century. And the outlook for short-term growth is also good as according to the IMF, the Indian economy is the "bright spot" in the global landscape. India also topped the World Bank's growth outlook for 2015-16 for the first time with the economy having grown 7.6% in 2015-16 and expected to grow 8.0%+ in 2016-17.

BUSINESS SEGMENT

Your Company is one of the RBI registered Non-Banking Finance Company (NBFC). During the year, it carried on its activities as an NBFC as per extant RBI directions/regulations in force.

OPPORTUNITIES

On the other front, Non-Banking Financial Companies (NBFCs) have rapidly emerged as an important segment of the Indian financial system. Moreover NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retails traders, small-scale industries and small borrowers at the local level. NBFC is a heterogeneous group of financial institutions, performing a wide range of activities like hire-purchasing finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans, housing loans, loans against shares and investment, etc. NBFCs are broadly divided in to three categories namely (i) NBFCs accepting deposits from banks (NBFC-D) (ii) NBFCs not accepting/ holding public deposits (NBFC-ND) and (iii) core investment companies (i.e., those acquiring share/securities of their group/holding/subsidiary companies to the extent of not less than 90% of total assets and which do not accept public deposits.)

The segment has witnessed considerable growth in the last few years and is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, consumer-oriented services, attractive rate of returns on deposits and simplified procedures, etc.

RISKS AND CONCERNS

So far, NBFCs have scripted a great success story. Their contribution to the economy has grown in leaps and bounds from 8.4% in 2006 to above 14% in March 2015. In terms of financial assets, NBFCs have recorded a healthy growth – a compound annual growth rate (CAGR) of 19% over the past few years – comprising 13% of the total credit and expected to reach nearly 18% by 2018-19.

However, Banking & Capital Markets CEOs see over-regulation as the biggest policy threat to growth. They would prefer regulations that are clear and designed for the long-term. On the other front, more than 70% of Banking & Capital Market CEOs see cyber insecurity as a threat to growth, more than any other sector.

Success in this market demands leaders who can manage through uncertainty and complexity as they seek to deal with regulatory change while preparing for the future. This in turn demands a clear sense of who their key customers and markets are going to be in five years' time and what investments and changes will be needed to respond. It also requires a forward looking view on how regulation will interact with the

other transformational trends in areas such as cost, returns and the ability to meet customer expectations.

HUMAN RESOURCES

Human resources (HR) are the most important resources and the key assets of any organization. The Company has a well-defined organization structure, roles and responsibilities, which helps in ensuring integration of individual and organizational goals. The Company takes all steps to harness this resource to its full potential, to ensure fruitful results and to increase the moral of employee and thereby, leading to employee satisfaction, along with increased performance levels at all levels. We focus on identifying leadership qualities amongst individuals and providing employees a work environment wherein they can work to their full potential. During the year under review, development of leadership and people capability in the organization continued to be of focus. It further helps to capture employee concerns on an ongoing basis, analyze their concerns to identify need for policy changes, establish one to one connect with officers and create a repository of the employee ideas and concerns.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. A committee has been set up to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16

- No of complaints received: Nil
- No of complaints disposed off: Nil

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory / internal guidelines on a periodic basis.

New instructions/ guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and the functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in their course of their activities and processes. New products and process launched during the year were subjected to scrutiny from compliance standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties / strictures were imposed on the Company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market during the year.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projects, estimates, expectations and predictions may forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Place : Mumbai
Date : 30th May, 2016

Anupam N. Gupta
Managing Director

INDEPENDENT AUDITOR'S REPORT

TO,

THE MEMBERS OF PRO FIN CAPITAL SERVICES LTD

Report on the Financial Statements

We have audited the accompanying financial statements of **PRO FIN CAPITAL SERVICES LTD** ("the Company"), which comprise the Balance Sheet as at **31/03/2016**, the Statement of Profit and Loss, **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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(1) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

(2) 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.

(3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2016**, and its **Profit and it's cash flows** for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order,2016("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and **the cash flow statement** dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on **31/03/2016** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2016** 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 "**Annexur B".**

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(1) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

(2) 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.

(3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date : 30/05/2016
Place : Mumbai

FOR MAHESH TEJWANI
(Chartered Accountants)
Reg No. :105828W

MAHESH TEJWANI
Proprietor
M.No. : 037194

Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31st March 2016

To,
The Members of PRO FIN CAPITAL SERVICES LTD
(1) In Respect of Fixed Assets

(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(c) No Immovable properties are held in the name of Company

(2)In Respect of Inventories
Physical verification of inventory has been conducted at reasonable intervals by the management.

(3)Compliance under section 189 of The Companies Act, 2013
The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.
(a) he company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013 hence this clause not applicable

(b) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013. therefore this clause not applicable

(c) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013. therefore this clause not applicable

(4)Compliance under section 185 and 186 of The Companies Act , 2013
While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(5)Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits

The company has not accepted any Deposits.

(6)Maintenance of cost records
The Company is not required to maintain cost cecords pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

(7)Deposit of Statutory Dues

(a) According to the records of the Company, there are no dues of Income tax, sales tax, customs duty, wealth tax, service tax, excise duty, sales tax and cess that have been not been deposited on amount of any dispute.

(b) There is no dispute with the revenue auhorities regarding any duty or tax payable.

(8)Repayment of Loans and Borrowings

The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.

(9)Utilization of Money Raised by Public Offers and Term Loan For which they Raised

The Company has not applied term loans for the purposes other than for which those are raised

(10)Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(11)Managerial Remunearion
Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(12)Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The company is not Nidhi Company.

(13)Related party compliance with Section 177 and 188 of companies Act - 2013

Yes , All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(14)Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentrues

The Company has made Preferential Allotment during the year and complied with all the requirements of Section 42 and the amount raised have been used for which the funds raised . Further the company has written off Rs1,13,30,000/- for nonpayment of balance 75% as required before the stipulated time.

(15)Compliance under section 192 of Companies Act - 2013

The company has not entered into any non-cash transactions with directors or persons connected with him.

(16)Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934
The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and registration has been obtained by the company

Place : Mumbai
Date : 30/05/2016

FOR MAHESH TEJWANI
(Chartered Accountants)
Reg No. :105828W

MAHESH TEJWANI
(Proprietor)
Membership No : 037194

Pro Fin Capital Services Ltd.

Standalone Balance Sheet as at 31 March, 2016

	Particulars	Note	As at 31 March, 2016	As at 31 March, 2015
			₹	₹
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	**2**	70,669,000	54,669,000
	(b) Reserves and Surplus	**3**	168,427,000	(9,785,678)
	(c) Money received against share warrants	**4**		92,885,755
2	Non Current Liabilities			
	(a) Long Term Borrowings	**5**	83849619	38066497
3	**Current liabilities**			
	(a)Trade Payables	**6**	169645042	121840340
	(b) Other Current liabilities	**7**	2,859,613	537,171
	TOTAL		495,450,274	298,213,085
B	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets	**8**		
	(I) Tangible assets		1,833,721	2,672,284
	(ii)Intangible assets		-	
	(b) Non Current Investments	**9**	41,495,931	41,495,931
	(c) Long term Loans & Advances	**10**	8,127,298	4,681,833
	(d) Deferred Tax Net	**11**	88,038	

2	**Current assets**			
	(a) Inventories	**12**	4,503,905	1,827,000
	(b) Cash and cash equivalents	**13**	209,775	1,577,624
	(c) Short-term loans and advances	**14**	439,191,606	245,958,413
	TOTAL		495,450,274	298,213,085

Accompanying notes forming part of the financial statements **1**

For MAHESH TEJWANI
Chartered Accountants
Reg No. :105828W

For and on behalf of the Board of Directors

Managing Director **Jt Managing Director**

MAHESH TEJWANI
PROPRIETOR
MNO :-37194

Independent Director

Place : Mumbai
Date : 30-05-2016

Pro Fin Capital Services Ltd.

Standalone Statement of Profit and Loss for the year ended 31 March, 2016

	Particulars	Note	For the year ended 31 March, 2016	For the year ended 31 March, 2015
			₹	₹
1	Revenue from operations	15	60911510	17515070
2	Other income	16	803	13945
3	**Total revenue (1+2)**		60912313	17529015
4	**Expenses**			
	(a) Purchase of Stock In Trade (Shares)	17	50702968	957940
	(b) Change In Inventories of finished Goods, Stock in Trade and Work in Progress	18	-2676905	6309397
	(c) Employee benefits expense	19	2086500	3072500
	(d) Finance Expense	20	399355	37149
	(d) Depreciation and amortisation expense	21	838563	499224
	(e) Other expenses	22	4899796	3615162
	Total expenses		**56250277**	**14491372**
5	**Profit / (Loss) before tax (3 - 4)**		4662036	3037643
6	**Tax expense: Current Tax**		888352	592340
	Deferred Tax		-88038	
	Provision For Standard Assets		2259044	-
	Statutory reserve		1294922	-
7	**Profit / (Loss) for the year (5 -6)**		**307756**	**2445303**

8	**Earnings per share (of ₹10/- each):**			
	(a) Basic & diluted	23	0.04	0.48

Accompanying notes forming part of the financial statements 1

For MAHESH TEJWANI
Chartered Accountants
Reg No. :105828W

For and on behalf of the Board of Directors

Managing Director **Jt Managing Director**

MAHESH TEJWANI
PROPRIETOR
MNO :-37194

Independent Director

Place : Mumbai
Date : 30-05-2016

PRO FIN CAPITAL SERVICES LIMITED

STANDALONE CASH FLOW STATEMENT AS ON 31ST MARCH, 2016

	PARTICULARS	AS AT 31.03-2016	AS AT 31.03-2015
A)	**Cash flow from operating Activities**		
	Net Profit/(Loss) before tax and extra ordinary items	4,662,036.00	3,037,643.00
	Add: Depreciation	838,563.00	499,224.00
	Add: Loss/(profit) on sale of Investment(net)		0.00
	Dimunation in value of Investment		0.00
	Add: Profit/(Loss) on sale of Fixed Asset		0.00
	Operating profit/(Loss) before working capital Change	5,500,599.00	3,536,867.00
	Decrease/ (Increase) in Trade and Other receivables	0.00	1,063,424.00
	Decrease/ (Increase) in Long Term Loans & Advances	(1,000,000.00)	156,750.00
	Decrease/ (Increase) in Short Term Loans & Advances	(193,233,193.00)	(152,603,364.00)
	Decrease(Increase) in Inventory	(2,676,905.00)	6,309,397.00
	Increase/ (Decrease) in Other Current Liabilities	63,398.00	100,954.00
	Increase/ (Decrease) in Trade Payables	47,804,702.00	121,498,386.00
	Cash Generate from operations	(143,541,399.00)	(19,937,586.00)
	Direct Tax/FBT Paid (net of refund)	(3,333,817.00)	(1,423,125.00)
B)	**Cash flow from Investing Activities etc**	(146,875,216.00)	(21,360,711.00)
	(Increase)/ Decrease in Fixed Assets		(3,071,780.00)
	(Increase)/ Decrease of Investments		(41,495,931)
	Net cash used in investing activities	0.00	(44,567,711.00)
C)			
	Cash Flow from Financing Activities		
	Proceeds from issue of share warrants		92,885,755
	Increase in Long Term Borrowings	45,783,122	(26,422,003)
	Increase in Share Premium	165,280,000	
	Increase in Reserves (shares warrant deferred)	11,330,000	

	Increase in Reserves (shares warrant deferred)	11,330,000	
	Decrease in Share Warrants	(92,885,755)	
	Increase in Short Term Borrowings		
	Increase in Share capital(Net of share warrants conversion)	16,000,000	
	Net Cash outflow from Financing Activities	145,507,367.00	66,463,752.00
	Net Increase in cash and cash equilents	(1,367,849)	535,330
	Cash & Cash Equivalents		
	- Opening	1,577,624	1,042,294
	Cash & Cash Equivalents		
	- Closing	209,775	1,577,624

In terms of our report attached.

For MAHESH TEJWANI

Chartered Accountants

MAHESH TEJWANI

PROPRIETOR

MNO :-37194

Place : Mumbai

Date : 30-05-2016

For and on behalf of the Board of Directors

Managing Director

Independent Director

Jt Managing Director

Notes Forming part of the financial statements

The Previous year figures have been regrouped /reclassified,

whereever necessary to confirm to the current year presentation

Note 2

SHARE CAPITAL	**AS AT 31-03-2016**		**AS AT 31-03-2015**
AUTHORISED SHARE CAPITAL			
85,00,000 Equity Shares of Rs.10/- each	85,000,000		85,000,000
ISSUED			
70,66,900 Equity Shares of Rs. 10/- each fully paid	70,669,000		54,669,000
SUBSCRIBED & PAID UP			
70,66,900 Equity Shares of Rs. 10/- each fully paid	70,669,000		54,669,000
TOTAL	70,669,000		54,669,000

Note 2 (a) Reconciliation of number of shares

Particulars	**As at 31st March 2016**		**As at 31st March 2015**	
	No. of Shares Held	**Rs**	No. of Shares Held	**Rs**
Equity Shares:				
Shares At the Beginning of the year	5,466,900	54,669,000	5,466,900	54,669,000
Add: Shares Issued during the year	1,600,000	16,000,000		
Shares At the End of the year	7,066,900	70,669,000	5,466,900	54,669,000

Note 2 (b)

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	**As at 31st March 2016**		**As at 31st March 2015**	
	No. of Shares Held	% of holding	No. of Shares Held	% of holding
ANUPAM NARAIN GUPTA	639,892	9.05	456,152	8.38
TRIYAMB SECURITIES PVT LTD	859,904	12.16	1,045,554	19.13

Note 3

RESERVE AND SURPLUS

	AS AT 31-03-2016		**AS AT 31-03-2015**
General Reserves - As per last Balance Sheet	500,000		500,000
Share Premuim			
Opening Balance	13,673,001		13,673,001
Add: Additions During the year	165,280,000		
Closing Balance	178,953,001		13,673,001
Statutory Reserve			
Opening Balance	-		
Add: Additions During the year	1,294,922		
Closing Balance	1,294,922		
Profit & Loss Account			
Opening balance	(23,958,679)	(26,403,982)	
Add: Prefential Share Warrants Deffered	11,330,000		
Add: Profit / (Loss) for the year	307,756	(12,320,923)	2,445,303	(23,958,679)
TOTAL	**168,427,000**		**(9,785,678)**

Note 4

Money received against share warrants

At The Extraordinary General Meeting Held on 07-04-2014 , the consent of the Company was accorded to the issuance of 26,00,000 equity warrants each convertible into one Equity Share of Re10/- each at the option of holders within a period of eighteen months from the date of allotment at a price ("CONSIDERATION") of Rs 113.30(which includes premium of Rs 103.30) on preferential allotment basis in keeping with related SEBI Regulations. As per terms of issue , 25% of the consideration is payable by the applicants before allotment of Equity warrants and the balance 75% of consideration will e payable before conversion of such Warrants into Equity Shares. In case the conversion option is not excerised within the stipulated time,the amount paid at the time of application (being 25 % of the consideration) shall be forfeited.
The company has issued 16,00,000/- worth shares of Rs 10 /- each to warrant holders after receipt of full payment .
The company has forfeited warrants of Rs 1,13,30,000/- due to non receipt of 75% of balance consideration.

				AS AT		**AS AT**
				31-03-2016		**31-03-2015**
EQUITY SHARE WARRANTS			Number	Amount	Number	Amount
Share warrants excerisable on or before 23-10-2015 for one equity share of Rs 10/- each fully paid-up @ Rs 113.30/- per share					20000000	92885755

Note 5						
LONG TERM BORROWINGS						
				AS AT		**AS AT**
				31-03-2016		**31-03-2015**
Secured Loans						
Term Loans						
From Banks						
LOAN FROM HDFC BANK				1161689		1409997
(Repayble in 60 installments)						
(Secured against Vehicle)						

UNSECURED LOANS						
From Subsidaries						
Tera Natural Resource & Pellets Pvt LTD			72651700	72651700	26218000	26218000
From Related Parties						
Abhay Gupta			1013000		518000	
Anupam Gupta			1671000		9920500	
				2684000	0	10438500
From Others				7352230		0
TOTAL				**83,849,619**		**38,066,497**

Note 6				**AS AT**		**AS AT**
TRADE PAYABLES				**31-03-2016**		**31-03-2015**
Acceptances						
Other than Related Parties				169645042		121689840
Related Parties						
Director Remuneration Payble			0		80000	
Anupam Gupta			0	0	70500	150500
TOTAL				**169645042**		**121840340**

Note 7						
OTHER CURRENT LIABILITIES						
Other Payble				337712		424372
Statutory Liabilities				262857		112799
Provision for Standard Asset (as per RBI Guidelines)				2259044		
TOTAL				**2859613**		**537171**
NON CURRENT INVESTMENTS						
				AS AT		**AS AT**
				31-03-2016		**31-03-2015**
Unquoted						
Trade Investments						
Shares in Subsidary						
Tera Natural Resource & Pellets Pvt Ltd				41495931		41495931
128150 Equity Shares of Rs 10/- per share for Rs 323/- each						
				41495931		41495931
Note 10						
LONG TERM LOANS & ADVANCES				**AS AT**		**AS AT**
				31-03-2016		**31-03-2015**
a) Security Deposit				2003000		2003000
(unsecured considered Good)						
Other Than Related Parties						
Related Parties						
Rashi Gupta				1200000		1200000

b) TDS & income tax				3859604		1414139
(Net of Provisions)						
c) Balances with Government authorities						
i)Service Tax Credit Receivable				42494		42494
d) Other Loans & Advances						
(unsecured considered Good)				1022200		22200
				8127298		4681833
Note 11						
				AS AT		**AS AT**
DEFERRED TAX ASSET				**31-03-2016**		**31-03-2015**
Deferred Tax Asset				88038		
				88038		0
Note 12						
INVENTORIES						
				AS AT		**AS AT**
				31-03-2016		**31-03-2015**
INVENTORIES -SHARES						
(At lower of cost or Market value, taken, Valued and certfied by the Management)				4503905		1827000
TOTAL				4503905		1827000

Note 13

CASH & CASH EQUIVALENTS

	AS AT 31-03-2016	AS AT 31-03-2015
CASH IN HAND	13,327	52,327
BALANCE WITH BANKS	196,448	1,525,297
TOTAL	**209,775**	**1,577,624**

Note 14

SHORT TERM LOANS & ADVANCES

	AS AT 31-03-2016	AS AT 31-03-2015
Advances(Unsecured,Considered Good)	439171456	245738263
Loans & Advance to Related Party		
Rashi Gupta	20150	220150
TOTAL	439191606	245958413

Note 15

REVENUE FROM OPERATIONS

	AS AT 31-03-2016	AS AT 31-03-2015
Sale (Trading of Shares)	21031140	2963717
Interest Received	39880370	14551353
TOTAL	60911510	17515070

Note 16

INDIRECT INCOME

	AS AT 31-03-2016	AS AT 31-03-2015
Dividend	803	13945
TOTAL	803	13945

Note 17

PURCHASE OF STOCK IN TRADE

	AS AT 31-03-2016	AS AT 31-03-2015
Purchase of Shares	50702968	957940
TOTAL	50702968	957940

Note 18

CHANGES IN INVENTORIES OF FINISHED GOODS

STOCK IN TRADE

	AS AT 31-03-2016	AS AT 31-03-2015
Opening Stock of Shares	1827000	8136397
Closing Stock of Shares	4503905	1827000
TOTAL	-2676905	6309397

Note 19

EMPLOYEE BENEFIT EXPENSE

	AS AT 31-03-2016	AS AT 31-03-2015
Salaries & Establishment		
Other Than Related Party	926,500	1720000
Related Party	-	240000
Mangerial Remuneration	1,090,000	960000
Director Sitting Fee	70,000	152500
TOTAL	2,086,500	3072500

Note 20

Finance Expense

	AS AT 31-03-2016	AS AT 31-03-2015
Interest on Car Loan	133,830	37149
Interest on Private Parties	265,525	
TOTAL	399,355	37149

Note 21

DEPRICATION & AMORTISATION EXPENSE

	AS AT 31-03-2016	AS AT 31-03-2015
Deprication	838,563	399496
Writte off Assets	-	99728
TOTAL	838,563	499224

Note 22

OTHER EXPENSES

Other than Related Party

	AS AT 31-03-2016	AS AT 31-03-2015
Membership & Subscription	58,488	151,686
Electricity & Water Charges	**180,290**	211,914
Professional charges	**632,785**	222,141
Telphone & Communiaction Expenses	**209,820**	90,723
Business Promotion		212,013
Bank Charges	**7,795**	6,121
Listing Fees		112,360
Roc Filing Fees	**11,800**	267,514
Accounting Charges	**25,000**	25,000
Cable charges	**10,080**	18,720
Advertisment Exp.	**63,155**	101,852
Postage & Courier Charges	**6,057**	15,115
Stationery & Computer exp.		52,054
Demat Charges	**5,907**	4,500
Audit Fee	**28,090**	28,090
Bad Debts	**-**	1,063,424
Travelling Expenses	**56,065**	-
Repair & Maintence	**38,040**	71,935
Staff Welfare	**12,099**	-
Office Expense	**12,790**	-
Donation	**500,000**	-
Conveyance	**4,500**	-
Car Expense	207,035.00	-
Commission	**1,870,000.00**	-

Related Party						
Rent - Rashi Gupta				**960000**		960000
				4,899,796		**3,615,162**
Note 23						
EARNING PER SHARE						
				AS AT		**AS AT**
				31-03-2016		**31-03-2015**
Net Profit after Tax used as numerator				307,756		2,445,303
Waited Average number of Equity Shares used as denominator				7,069,900		5,466,900
Earning per Share (Rs.)						
(Basic & Diluted)				0.04		0.45
Face Value per Share (Rs.)				10		10

Note 8

Fixed Assets

i) Tangible assets

Particulars.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01-04-2015	ADDITION DURING THE YEAR	SALE DURING THE YEAR	TOTAL AS ON 31-03-2016	UPTO 01-04-2015	Provided During the year	SALE/ ADJUSTMENTS	Total upto 31-03-2016	AS ON 31-03-2016	AS ON 31-03-2015
Motar car	3,071,780			3,071,780	399,496	838,563	0	1,238,059	1,833,721	2,672,284
	0	0	0	3,071,780	399,496	838,563	0	1,238,059	1,833,721	2,672,284
	2,243,791	3,071,780	2,243,791	3,071,780	2,144,063	399,496	2,144,063	0	2,672,284	99,728

Disposal / Adjustments during the year includes
Write Off of Assets Gross Block Rs Nil (Previous Year : 22,43,791)
and Accumulated Deprication Rs Nil/- (Previous Year : 21,44,063/-)

Pro Fin Capital Services Ltd.

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting and preparation of Financial Statements.

The Financial Statements have been prepared under the historical cost convention, in accordance with the Indian Generally Accepted Accounting Principles (GAAP) and the provisions of the Companies Act, 1956. All Income and Expenditure, having a material bearing on the Financial Statements, are recognized on accrual basis.

2. Use of Estimates

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in which the results are known / materialized.

3. Fixed Assets.

Fixed Assets of the Company are valued at cost which includes allocation / apportionment of direct and indirect expenses incurred in relation to such Fixed Assets.

4. Depreciation.

Depreciation on fixed assets is provided on Written down Method in accordance with the provisions of Section 123(2) of The companies Act 2013 which was made effective from 01-04-2014.

5. Investment (Long Term)

a) **Quoted Investment**: Long term investments are valued scrip wise at cost (including expenses & STT incurred there on) unless there is a permanent diminution in the value of securities, in which event, the same has been valued at nominal value of Rs.1/- per company.

b) **Unquoted investment** has been valued at lower of cost or breakup value. Where the break value is negative or where the annual accounts are not available, the same has been valued at a nominal value of Re. 1/- per company.

6. Stock in Trade (Inventories)

Shares:

Quoted shares are valued scrip wise at lower of carrying cost or market value (includes the expenses & STT incurred there on).

7. **Revenue Recognition**

a) Transactions in respect of Investment / Dealing in Securities are recognised on trade dates
b) Dividend/interest on debenture, income is accounted for on cash basis.
c) Profit / Loss on sale of securities are accounted for on weighted average method and is recognized on settlement date. Profit on sale of securities is netted with the loss on sale of securities, if any.

8. **Expenditure**

Expenses are in general accounted on accrual basis except for ex-gratia, leave encashment. Adequate provisions have been made in the accounts for all known losses and liabilities.

9. **Retirement benefit of Employees.**

i) **Gratuity -** In accordance with the Indian laws, the Company provides for gratuity, a defined benefit plan covering all employees, who have completed more than 5 years.

ii) **Leave Encashment** - Encashment of un-availed leaves credit is being done at the year-end.

10. **Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

11. **Tax on Income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961.

Deferred tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

12. **Earning Per Share**

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard-20 on Earning per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of shares outstanding during the year.

13. **Impairment of Assets**

An asset is treated as impaired, when carrying cost of assets exceeds its recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss recognized in prior year is recorded when there is an indication that impairment loss recognized earlier for the assets no longer exists or has decreased.

14. **Miscellaneous Expenditure**

Preliminary/ pre-operative/ Share Issue Expenses have been amortized equally over a period of ten years.

15. **Money received against share warrants**

The amount of Rs 9,28,85,755 is the amount received on share warrants issued on preferential allotment basis on 07-04-2014, yet to be converted into equity shares. The said warrants Pursuant to Section 81(1A) of the Companies Act, 1956, were issued at a conversion price of 113.30/- per equity share of the Company, arrived at in accordance with the SEBI Regulations in this regard .These warrants were allotted on 20TH OCT 2015 to non promoters. The warrants may be converted into equivalent number of shares on payment of the balance amount at any time on or before 20TH OCT 2015 The Company had allotted and issued 16,00,000 equity shares of Rs 10

each to warrant holders who converted the warrants into Equity Shares after payment of balance 75% of the amount in respect of the remaining warrant holders. The company has forfeited warrants of Rs 1,13,30,000/- due to non receipt on 75% of balance amount before 20th OCT 2015.

B. Notes on account

1) a) **Contingent liabilities not provided for, in respect of**

i)) In respect of a penalty claim of Rs.1.75 Lacs from SEBI u/s 15A of SEBI ACT.(Prev Year Rs 1.75 Lacs)

b) Claim against the Company not acknowledged as Debts 6.35 Lacs (Prev. Year- 6.35 Lacs)

2) Disclosure in terms of Accounting Standards (AS) issued by the institute of Chartered Accountants of India

a. Related Party Disclosures (AS-18)

As per Accounting Standard 18 , the disclosures of transactions with the related parties are given below:-

Srl.	Name of the Related Party	Relationship
1.	Mr. Anupam Narain Gupta	Key Managerial Personnel
2.	Mr. Narain Kumar Gupta	Relative of Key Managerial Personnel
3.	Mrs. Rashi Anand Kedia	Relative of Key Managerial Personnel
4.	Mr. Abhay Narain Gupta	Key Managerial Personnel
5.	Triyamb Securities Private Ltd.	Associate Companies
6.	Asian Fintrade Services Pvt Ltd	Associate Companies
7.	Ambe Securities Pvt Ltd.	Associate Companies
8.	Profin Commodities Pvt Ltd.	Associate Companies
9.	Mrs. Neha Gupta	Key Managerial Personnel

• Transaction during the year with related parties:

Nature of Transactions (Excluding reimbursements)	Associate Companies	Key Managerial Personnel (Rs.)	Others	Current Year Total (Rs.)	Previous year Total (Rs.)
Others	Nil	Nil	Nil	Nil	Nil
Expenditure Salary	Nil	10,90,000/-	Nil	10,90,000/-	9,60,000/-
Rent	Nil	Nil	9,60,000/-	9,60,000/-	9,60,000/-
Purchase of inventories (Shares)	44015920.20			44015920.20	Nil
Sale of inventories (Shares)	17850404.78			17850404.78	Nil

a. Segment reporting (AS-17)

In the opinion of the Management, the company operates in one segment i.e. dealing in purchase and sales of securities and also rendering related services. As such, there are no other reportable segments.

b. Tax on Income (AS-22)

Income Tax Expense comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for current accounting period in accordance with the applicable rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred Tax reflects the impact of timing difference between according income and taxable income during the current year and reversal of timing differences for the earlier years. Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is reasonable certainty , except for carried forward losses and unabsorbed depreciation and items relating to capital losses which is recognized based on virtual certainty , supported by continuing evidence that there will be sufficient future taxable income available to realize the assets.

c. Earnings Per Share (AS – 20)

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

The Company has not issued any potential equity shares, and accordingly, the basic earnings per share and diluted earnings per share are the same.

The disclosure in respect of the earning per share as per AS-20 is as under:-

Class of shares	Basic & Diluted Earnings Per Share (Rs.)	
	31.03.2016	31.03.2015
Profit attributable to the Shareholders	3,07,756	24,55,303
Basic / Weighted Avg. No. of Equity shares outstanding during the year. (used as denominator)	70,66,900	5,466,900
Nominal value of Equity Shares	10	10
Basic / Diluted Earning Per Share (Rs.)	(0.04)	(0.48)
Nominal Value of the shares (Rs.)	10	10

3)Additional information required by Part II of Schedule VI of the Companies Act 1956

a) Quantitative details of principle items

i) Purchase and Sale of Equity Shares held as Stock in Trade

Particulars	31.03.2016		31.03.2015	
Equity Share	Qty.	Value (Rs.)	Qty.	Value (Rs.)
Opening Stock	233000	1827000	461222	8136397
Purchases	1547798	50702968	1000	957940
Sales	1447498	21031140	229222	2963714
Closing Stock	333300	4503905	233000	1827000

b) Sundry debtors include Rs. Nil (Previous Year Rs. Nil) due from companies in which directors are interested as directors.

b)Managerial Remuneration
Managerial Remuneration under Section 198 of the Companies Act, 1956 (included under Personnel Expenditure in Schedule 9)

Particulars	2015-2016 (Rs.)	2014-2015 (Rs.)
Salaries	10,45,000	9,60,000

As no commission is payable to Directors, the computation of net profits in accordance with section 309(5) read with section 349 of the companies Act, 1956, has not been given.

a)Expenditure in Foreign Currency Rs. NIL (Prev Year NIL)
b)Earning in Foreign Currency Rs. Nil (Prev Year NIL)
c)Remittance in Foreign Currency Rs. Nil (Prev Year NIL)

4.Auditors Remuneration includes:

Paid to the Statutory Auditors	2015-2016 (Rs.)	2014-2015 (Rs.)
a) As Audit Fees	28090	28090
b) For other Services	-	

4. Disclosure as required under section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 is nil in respect of all the items specified therein.
5. In the opinion of the management, fall in the market value of Investment is temporary in nature .Therefore no provision for diminution in value of Securities has been considered by the company.

6. **Gratuity** In accordance with the Indian laws, the Company provides for gratuity, a defined benefit plan covering all employees, who have completed more than 5 years. There is no employee in the company who has completed 5 years of services. In view thereof, no provision has been created. **Leave Encashment** - Encashment of un-availed leaves credit, if any, is being done at the year-end. Accordingly, no provision is created at the year-end.

7. The company has made a petition with SEBI for the refund of deposit lying with OTCEI which is under process. However, the exchange has demanded due of Rs. 6,85 lakh which has been contested and has not been provided for in the accounts.

8. Debtors are subject to confirmation and reconciliation. In certain cases, the company has filed the civil cases against defaulted parties for recovery of old dues. Which have been decided in the favour of the company? However, in the opinion of the Management, all the debts and advances, including suit filed cases and deposit with OTCEI, are considered good for recovery. Further, balances of Sundry parties, debit or credit, are subject to confirmation / reconciliation. In the opinion of the Management, the Current Assets, Loans and Advances have a value of realization in the ordinary course of the business at least equal to the amount at which they were stated in the Balance Sheet.

9. Efforts have been made to employ full time Company Secretary. However, suitable person could not be found.

Disclosure required in terms of Clause 13.5A of Chapter XIII on Guidelines for preferential issues, SEBI (Disclosure and Investor Protection) Guidelines, 2000

Particulars	Amounts Received	
	31-03-2016	31-03-2015
Total amount received from issue of warrants	NIL	92885755
Purpose for which the money received has been utilized :		
a. Capital expenditure	Nil	Nil
b. Working capital	NIL	92885755

4. Status of the Investor Complaint

Complaints received and disposed off during the year ended March 31, 2016	01
Pending as on March 31, 2016	Nil

4.Cash Flow Statement :
The Cash Flow Statement is prepared by the "Indirect Method " set out un Accounting Standard on " Cash Flow Statement " and presents the Cash Flow by operating , investing and financing Activities.
5. Previous year's figures have been rearranged / regrouped wherever necessary.

Notes : 1 to 12 forms an integral part of Balance Sheet and Profit & Loss Account

For **Mahesh Tejwani**
Chartered Accountants
Reg No. :105828W

Mahesh Tejwani
Proprietor
Membership No. 37194
Place : Mumbai
Dated : 30-05-2016

For and behalf of the Board
Pro Fin Capital Services Ltd.

Mg. Director **Jt Mg. Director**

Independent Director

Form AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A" Subsidiaries

1. Serial No.	01
2. Name of Subsidiary	Tera Natural Resources & Pellets Pvt. Ltd.
3. Reporting period for the subsidiary	1st April 2015 to 31st March 2016
4. Reporting currency	Indian Rupees
5. Share Capital	27,31,120
6. Reserves & Surplus	10,47,02,118
7. Total Assets	17,12,95,313
8. Total Liabilities	6,38,62,075
9. Investments	22,80,000
10. Turnover18,	18,19,550
11. Profit / Loss	117,654
12. Proposed dividend	Not Applicable
13. Percentage of shareholding	46.92

INDEPENDENT AUDITOR'S REPORT

TO,

THE MEMBERS OF PRO FIN CAPITAL SERVICES LTD

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of **PRO FIN CAPITAL SERVICES LTD** ("the Holding Company") and its Associate Tera Natural Resources & Pellets Private Limited, ("the Associate Company") which comprise the Balance Sheet as at **31/03/2016**, the Statement of Profit and Loss, **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 Holding 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 consolidated financial statements that give a true and fair view of the financial position , financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 Group as at **31/03/2016**, and their Consolidated **Profit and their consolidated cash flows** for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order,2016("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

© The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, **and the Consolidated Cash flow statement** dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on **31/03/2016** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2016** 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 B**".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Holding Company has disclosed the impact of pending litigations on its consolidated financial position in its financial statements.

ii. The Holding 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.

Date : 30/05/2016
Place : Mumbai

FOR MAHESH TEJWANI
(Chartered Accountants)
Reg No. :105828W

MAHESH TEJWANI
Proprietor
M.No. : 037194

"Annexure B" to the Independent Auditor's Report of even date on the Consolidated Financial Statements of PRO FIN CAPITAL SERVICES LTD Company limited

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 PRO FIN CAPITAL SERVICES LTD Company Limited

("The Holding Company") as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated 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 consolidated financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

Date : 30/05/2016
Place : Mumbai

FOR MAHESH TEJWANI
(Chartered Accountants)
Reg No. :105828W

MAHESH TEJWANI
Proprietor
M.No. : 037194

Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31st March 2016To,

The Members of PRO FIN CAPITAL SERVICES LTD

(1)In Respect of Fixed Assets

(a) The Holding Company and one of its Subsidiary are maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the respective managements of Holding and Subsidiary at reasonable intervals; No material discrepancies were noticed on such verification.

(c) No Immovable properties are held in the name of Company

(2)In Respect of Inventories

Physical verification of inventory has been conducted at reasonable intervals by the management of Holding Company. The Subsidiary does not have any stock hence this clause is not applicable to it.

(3)Compliance under section 189 of The Companies Act, 2013

(a) The Holding Company and its Subsidiary has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.

(b) The Holding Company and its Subsidiary has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013 hence this clause not applicable.

(c) The Holding Company and its Subsidiary has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013. therefore this clause not applicable

(d) The Holding Company and its Subsidiary has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013. therefore this clause not applicable

(4) Compliance under section 185 and 186 of The Companies Act , 2013

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(5) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits

The Holding Company and its Subsidiary has not accepted any Deposits.

(6) Maintenance of cost records

The Holding Company and Subsidiary Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

(7)Deposit of Statutory Dues

(a) According to the records of the Holding Company & Subsidiary Company, there are no dues of Income tax, sales tax, customs duty, wealth tax, service tax, excise duty, sales tax and cess that have been not been deposited on amount of any dispute.

(b) There is no dispute with the revenue authorities regarding any duty or tax payable.

(8)Repayment of Loans and Borrowings

The Holding company has not defaulted in repayment of dues to financial institution, bank or debenture holders. The Subsidiary Company has not obtained any loans from financial institutions.

(9)Utilization of Money Raised by Public Offers and Term Loan For which they Raised

The Holding Company has not applied term loans for the purposes other than for which those are raised

(10)Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(11)Managerial Remuneration

Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(12)Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The Holding & Subsidiary company is not Nidhi Company.

(13)Related party compliance with Section 177 and 188 of companies Act - 2013

Yes, All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(14)Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

The Holding Company has made Preferential Allotment during the year and complied with all the requirements of Section 42 and the amount raised have been used for which the funds raised . Further the company has written off Rs1,13,30,000/- for nonpayment of balance 75% as required before the stipulated time. The Subsidiary company has not raised any shares through private placements.

(15)Compliance under section 192 of Companies Act - 2013

The Holding & Subsidiary company has not entered into any non-cash transactions with directors or persons connected with him.

(16)Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

The Holding & Subsidiary company are required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and registration has been obtained by the company.

Place : Mumbai
Date : 30/05/2016

FOR MAHESH TEJWANI
(Chartered Accountants)
Reg No. :105828W

MAHESH TEJWANI
(Proprietor)
Membership No : 037194

Pro Fin Capital Services Ltd.

Consolidated Balance Sheet as at 31 March, 2016

	Particulars	Note	As at 31 March, 2016	As at 31 March, 2015
	EQUITY AND LIABILITIES		₹	₹
	Shareholders' funds			
	(a) Share capital	2	70,669,000	54,669,000
	(b) Reserves and surplus	3	177,388,968	(765,535)
	(c) Money received against share warrants	4		92,885,755
	Minority Interest		56975339	57040941
	Non Current Liabilities			
	(a) Long Term Borrowings	5	48471919	24122497
	(b) Deffered Tax Liabilities			
	Current liabilities			
	(a)Trade Payables	6	196112917	140152586
	(b) Other current liabilities	7	2,973,967	202,153
	TOTAL		552,592,110	368,307,397
	ASSETS			
	Non-current assets			
	(a) Fixed assets	8		
	(i) Tangible assets		1,862,733	2,710,600
	(ii)Intangible assets		-	
	(b) Non Current investments	9	2,280,000	2,280,000
	(c) Long term Loans & Advances	10	8,506,026	5,171,096
	(d) Deferred Tax Asset	11	82,192	(8,720)
	Current assets			
	(a) Inventories	11	4,503,905	1,827,000
	(b) Cash and cash equivalents	13	269,016	1,837,462
	(c) Short-term loans and advances	14	535,088,238	354,489,959
	TOTAL		552,592,110	368,307,397
	Accompanying notes forming	1		
	part of the financial statements			

In terms of our report attached.

For MAHESH TEJWANI
Chartered Accountants

For and on behalf of the Board of Directors

MAHESH TEJWANI
PROPRIETOR
MNO :-37194
Place : Mumbai
Date : 30-05-2016

Managing Director

Jt Managing Director

Independent Director

Pro Fin Capital Services Ltd.

Consolidated Statement of Profit and Loss for the year ended 31 March, 2016

	Particulars	Note	For the year ended 31 March, 2016	For the year ended 31 March, 2015
1.	Revenue from operations	15	62731060	19746095
2.	Other income	16	803	13945
3.	**Total revenue (1+2)**		62731863	19760040
4.	**Expenses**			
	(a) Purchase of Stock In Trade (Shares)		50702968	957940
	(b) Change In Inventories of finished Goods,		-2676905	6309397
	Stock in Trade and Work in Progress			
	(c) Employee benefits expense	17	2233859	3342146
	(d) Finance Expense		399355	37149
	(e) Depreciation and amortisation expense	18	847867	511511
	(f) Other expenses	19	6396573	5595001
	Total expenses		57903717	16753144
5.	**Profit / (Loss) before tax (3 - 4)**		4,828,146	3,006,896
6.	**Tax expense:**			
	Current Tax		939682	592340
	Deferred Tax		-90912	881
7.	**Profit / (Loss) for the year (5 -6)**		3,979,376	2,413,675
8.	**Provision For Standard Assets**		2,259,044	
9.	**Statutory Reserve**		1,294,922	
10.	**Minority Interest**		62,356	16,834
11.	**Profit / (Loss) for the year (7-8)**		363,054	2,396,841
12.	**Earnings per share (of `10/- each):**			0.44
	(a) Basic & diluted	20	0.05	
	Accompanying notes forming part of the	1		
	financial statements			

In terms of our report attached.

For and on behalf of the Board of Directors

For MAHESH TEJWANI
Chartered Accountants

MAHESH TEJWANI
PROPRIETOR

Managing Director

Jt Managing Director

MNO :-37194
Place : Mumbai
Date : 30-05-2016

Independent Director

PRO FIN CAPITAL SERVICES LIMITED

CONSOLIDATED CASH FLOW STATEMENT AS ON 31ST MARCH, 2016

	PARTICULARS	AS AT	AS AT
A.	**Cash flow from operating Activities**	**31.03-2016**	**31.03-2015**
	Net Profit/(Loss) before tax and extra ordinary items	4,765,790.00	2,989,867.00
	Add: Depreciation	847,867.00	511,706.00
	Add: Loss/(profit) on sale of Investment (net)	0.00	0.00
	Dimenation in value of Investment	0.00	0.00
	Add: Profit/(Loss) on sale of Fixed Asset	0.00	0.00
	Operating profit/(Loss) before working	5,613,657.00	3,501,573.00
	capital Change		
	Decrease/ (Increase) in Trade and Other receivables	0.00	1,063,424.00
	Decrease/ (Increase) in Long Term Loans & Advances	(758,840.00)	(109,410.00)
	Decrease/ (Increase) in Short Term Loans & Advances	(180,598,279.00)	(261,134,911.00)
	Decrease(Increase) in Inventory	(2,676,905.00)	6,309,397.00
	Increase/ (Decrease) in Other Current Liabilities	512,770.00	198,968.00
	Increase/ (Decrease) in Trade Payables	55,960,331.00	139,386,261.00
	Cash Generate from operations	(121,947,266.00)	(110,784,698.00)
	Direct Tax/FBT Paid (net of refund)	(3,515,772.00)	(1,647,049.00)
B.	**Cash Flow from Investing Activities**	(125,463,038.00)	(112,431,747.00)
	(Increase)/ Decrease in Fixed Assets	00.00	(3,122,383.00)
	(Increase)/ Decrease of Investments	-	(2280000)
	Net cash used in investing activities	00.00	(5402383)
C.	**Cash Flow from Financing Activities**		
	Proceeds from issue of share warrants	(92,885,755.00)	92,885,755
	Proceeds of Long Term Borrowing	24,349,422.00	(40,366,003)

	PARTICULARS	AS AT	AS AT
		31.03-2016	31.03-2015
	Increase in Share Premium	165,280,000.00	
	REDUCTION IN CAPITAL RESERVE	(113,473.00)	9,068,605.00
	Increase in Reserves (shares warrant deferred)	11,330,000.00	
	Increase in Minority Interest	(65,602.00)	57,040,941.00
	Increase in Share capital	16,000,000.00	
	Net Cash out flow from Financing Activities	123,894,592.00	118,629,298.00
	Net Increase in cash and cash equilents	(1,568,446)	795,168
	Cash & Cash Equivalents- Opening	1,837,462	1,042,294
	Cash & Cash Equivalents- Closing	269,016	1,837,462

In terms of our report attached.
For MAHESH TEJWANI
Chartered Accountants

For and on behalf of the Board of Directors

Managing Director

Jt Managing Director

MAHESH TEJWANI
MNO :-37194

Independent Director

Place : **5/30/2016**
Date : 29-05-2015

Notes Forming part of the finanacial statements						
The Previous year figures have been regrouped /reclassified,						
whereever necessary to confirm to the current year presentation						
Note 2						
SHARE CAPITAL				**AS AT**		**AS AT**
				31-03-2016		**31-03-2015**
AUTHORISED SHARE CAPITAL						
85,00,000 Equity Shares of Rs.10/- each				85,000,000		85,000,000
ISSUED						
70,66,900 Equity Shares of Rs. 10/- each fully paid				70,669,000		54,669,000
SUBSCRIBED & PAID UP						
70,66,900 Equity Shares of Rs. 10/- each fully paid				70,669,000		54,669,000
TOTAL				70,669,000		54,669,000
Note 2 (a) Reconciliation of number of shares						
Particulars			**As at 31st March 2016**		**As at 31st March 2015**	
			No. of Shares Held	**Rs**	No. of Shares Held	**Rs**
Equity Shares:						
Shares At the Beginning of the year			5,466,900	54,669,000	5,466,900	54,669,000
Add: Shares Issued during the year			1,600,000	16,000,000		
Shares At the End of the year			7,066,900	70,669,000	5,466,900	54,669,000

Note 2 (b)

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	**As at 31st March 2016**		**As at 31st March 2015**	
	No. of Shares Held	% of holding	No. of Shares Held	% of holding
ANUPAM NARAIN GUPTA	639,892	9.05	456,152	8.38
TRIYAMB SECURITIES PVT LTD	859,904	12.16	1,045,554	19.13

Note 3			
RESERVE AND SURPLUS			
		AS AT	**AS AT**
		31-03-2016	**31-03-2015**
General Reserves - As per last Balance Sheet		500,000	500,000
Share Premuim			
Opening Balance		13,673,001	13,673,001
Add: Additions During the year		165,280,000	
Closing Balance		178,953,001	13,673,001
Statutory Reserve			
Opening Balance		-	
Add: Additions During the year		1,294,922	
Closing Balance		1,294,922	
Capital Reserves			
Opening Balance	9,068,605.00		
Less Adjustment towards Prior Period Item	113,473.00	8,955,132	
		8,955,132	9,068,605.00	9,068,605

Profit & Loss Account				
Opening balance	(24,007,141)		(26,403,982)	
Add: Prefential Share Warrants fered	11,330,000			
Add: Profit / (Loss) for the year	363,054	(12,314,087)	2,396,841	(24,007,141)
TOTAL		**177,388,968**		**(765,535)**
		AS AT		**AS AT**
		31-03-2016		**31-03-2015**
EQUITY SHARE WARRANTS	Number	Amount	Number	Amount
Share warrants excerisable on or			2,000,000.00	92,885,755
before 23-10-2015 for one equity				
share of Rs 10/- each fully paid -up @				
Rs 113.30/- per share				
Note 5				
LONG TERM BORROWINGS				
		AS AT		**AS AT**
		31-03-2016		**31-03-2015**
Secured Loans				
Term Loans				
From Banks				
LOAN FROM HDFC BANK		**1,161,689.00**		**1,409,997.00**
(Repayble in 60 installments)				
(Secured against Vehicle)				
From Related Parties				
Abhay Gupta	1013000		518000	
Anupam Gupta	1671000		9920500	
Sumit Sharma	61000		61000	
		2745000		
				10499500
From Others		44565230	12213000	12213000
TOTAL		**48,471,919.00**		**24,122,497.00**

Note 6				**AS AT**		**AS AT**
TRADE PAYABLES				**31-03-2016**		**31-03-2015**
Acceptances						
Other than Related Parties				196112917		140002086
Related Parties						
Director Remuneration Payble			0		80000	
Anupam Gupta			0	0	70500	150500
TOTAL				**196112917**		**140152586**
Note 7						
OTHER CURRENT LIABILITIES						
Statutory Liabilities				262857		112799
Other Paybles				452066		89354
Provision For Standard Asset (As per RBI Guidelines)				2259044		
TOTAL				**2973967**		**202153**
Note 9						
NON CURRENT INVESTMENTS						
				AS AT		**AS AT**
				31-03-2016		**31-03-2015**
Unquoted						
Trade Investments						
Equity Investments in Private Limited Company				2280000		2280000
				2,280,000		2,280,000

Note 10						
LONG TERM LOANS & ADVANCES				**AS AT**		**AS AT**
				31-03-2016		**31-03-2015**
a) Security Deposit				2003000		2003000
(unsecured considered Good)						
b) Sales Tax Deposit				**25000**		
c) Deposit						
Related Parties						
Rashi Gupta				1200000		1200000
d) TDS & income Tax				4213332		1903402
(Net of Provisions)						
e) Balances with Government authorities						
i)Service Tax Credit Receivable				42494		42494
f) Other Loans & Advances						
(unsecured considered Good)				1022200		22200
				8506026		5171096
Note 10						
DEFERRED TAX (NET)						
				AS AT		**AS AT**
				31-03-2016		**31-03-2015**
Deferred Tax				82192		-8720
				82,192		(8,720)

Note 11

INVENTORIES

	AS AT 31-03-2016	AS AT 31-03-2015
INVENTORIES		
(At lower of cost or Market value, taken, valued and certfied by the Management)	4,503,905	1,827,000
TOTAL	**4,503,905**	**1,827,000**

Note 13

CASH & CASH EQUIVALENTS

	AS AT 31-03-2016	AS AT 31-03-2015
CASH IN HAND	38,371	256,542
BALANCE WITH BANKS	230,645	1,580,920
TOTAL	**269,016**	**1,837,462**

Note 14

SHORT TERM LOANS & ADVANCES

	AS AT 31-03-2016	AS AT 31-03-2015
(Unsecured,Considered Good)	535068088	354269809
Loans & Advance to Related Party		
Rashi Gupta	20150	220150
TOTAL	535088238	354489959

Note 15

REVENUE FROM OPERATIONS

	AS AT 31-03-2016	AS AT 31-03-2015
Sale (Trading Of Shares)	21031140	2963717
Interest Received	41699920	16782378
TOTAL	62731060	19746095

Note 16

INDIRECT INCOME

	31-03-2016	31-03-2015
Dividend	803	13945
Profit on sale of Current Investments		
TOTAL	803	13945

Note 17

PURCHASE OF STOCK IN TRADE

	AS AT 31-03-2016	AS AT 31-03-2015
Purchase of shares	50702968	957940
TOTAL		
	50702968	957940

Note 18		
CHANGES IN INVENTORIES OF FINISHED GOODS		
STOCK IN TRADE		
	AS AT	**AS AT**
	31-03-2016	**31-03-2015**
Opening Stock In Shares	1827000	8136397
Closing Stock In Shares	4503905	1827000
TOTAL		
	-2676905	6309397
Note 19		
EMPLOYEE BENEFIT EXPENSE		
	AS AT	**AS AT**
	31-03-2016	**31-03-2015**
Salaries & Establishment		
Other Than Related Party	1,046,500.00	1944000
Related Party		240000
Mangerial Remuneration	1,090,000.00	960000
Director Sitting Fee	70,000.00	152500
Staff Welfare	27,359.00	45646
TOTAL	2,233,859.00	3342146
Note 20		
FINANCE EXPENSE		
	AS AT	**AS AT**
	31-03-2016	**31-03-2015**
Interest on Car Loan	133,830.00	37149
Interest on Private Parties	265,525.00	
TOTAL	399,355.00	37149

Note 21		
DEPRICATION & AMORTISATION EXPENSE		
	AS AT	**AS AT**
	31-03-2016	**31-03-2015**
Deprication	847,867.00	411783
Writte off Assets		99728
TOTAL	847,867.00	511511
Note 22		
OTHER EXPENSES		
Other than Related Party		
	AS AT	**AS AT**
	31-03-2016	**31-03-2015**
Membership & Subscription	58,488	151,686
Electricity & Water Charges	180,290	211,914
Professional	688,835	301,495
Telphone & Communiaction Expenses	213,040	90,723
Business Promotion	-	212,013
Bank Charges & Interest	8,461	36,488
Listing Fees	-	112,360
Roc Filing Fees	26,800	308,214
Accounting Charges	25,000	25,000
Cable charges	10,080	18,720

Advertisment Exp.			63,155		101,852
Donation			500,000		
Postage & Courier Charges			6,057		15,115
Stationery & Computer exp.			10,250		64,304
Commission			1,870,000		
Demat Charges			5,907		4,500
Audit Fee			53,090		43,090
Mis Expenses			-		1,500
Bad Debts			-		1,063,424
Sundry Balance W/off			1,360,000		1,730,000
Travelling Expense			56,065		
Repair & Maintence			38,040		71,935
Conveyance			4,500		26,650
Office Expense			46,450		44,018
Car Expense			207,035		
Sales Tax			5,030		
Related Party					
Rent - Rashi Gupta			960000		960000
			6,396,573		**5,595,001**
Note 23					
EARNING PER SHARE					
			AS AT		**AS AT**
			31-03-2016		**31-03-2015**
Net Profit after Tax used as numerator			363,054		2,396,841
Wtd Average number of Equity Shares used as denominator			7,069,900		5,466,900
Earning per Share (Rs.)					
(Basic & Diluted)			0.05		0.44
Face Value per Share (Rs.)			10		10

Note 8
Fixed Assets
i) Tangible assets

Particulars		GROSS BLOCK				DEPRECIATION			NET BLOCK		
		AS ON	ADDITION	SALE	TOTAL	UPTO	Provided	SALE/ ADJUST MENTS	Total upto	AS ON	AS ON
		01-04-2015	DURING	DURING	AS ON	01-04-2015	During the year		31-03-2016	31-03-2016	31-03-2015
			THE YEAR	THE YEAR	31-03-2015						
Computers		77,000	0		77,000	38,684	9,304		47,988	29,012	38,316
Motar car		3,071,780			3,071,780	399,496	838,563	0	1,238,059	1,833,721	2,672,284
	Total (Rs.)	77,000	0	0	3,148,780	38,684	838,563	0	47,988	1,862,733	2,710,600
	Previous Year Figures	2,243,791	0	0	2,243,791	2,123,355	20,708	0	2,144,063	99,728	120,436

Disposal / Adjustments during the year includes Write Off of Assets Gross Block **Rs. 22,43,791** (Previous Year : Nil) and Accumulated Deprication **Rs. 21,44,063/-** (Previous Year : Nil)

Pro Fin Capital Services Ltd.

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting and preparation of Financial Statements.

The Consolidated Financial Statements have been prepared under the historical cost convention, in accordance with the Indian Generally Accepted Accounting Principles (GAAP) and the provisions of the Companies Act, 1956. All Income and Expenditure, having a material bearing on the Financial Statements, are recognized on accrual basis.

2. Use of Estimates

The presentation of Consolidated financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of consolidated financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in which the results are known / materialized.

3. Fixed Assets.

Fixed Assets of Holding Company & Subsidiary Company are valued at cost which includes allocation / apportionment of direct and indirect expenses incurred in relation to such Fixed Assets.

4. Depreciation.

Depreciation on fixed assets is provided on Written down Method in accordance with the provisions of Section 123(2) of The companies Act 2013 which was made effective from 01-04-2014.

5. Investment (Long Term)

a) **Quoted Investment**: Long term investments are valued scrip wise at cost (including expenses & STT incurred there on) unless there is a permanent diminution in the value of securities, in which event, the same has been valued at nominal value of Rs.1/- per company.

b) **Unquoted investment** has been valued at lower of cost or breakup value. Where the break value is negative or where the annual accounts are not available, the same has been valued at a nominal value of Re. 1/- per company.

6. Stock in Trade (Inventories)

Shares:

Quoted shares are valued scrip wise at lower of carrying cost or market value (includes the expenses & STT incurred there on).

7. Revenue Recognition

a) Transactions in respect of Investment / Dealing in Securities are recognised on trade dates

b) Dividend/interest on debenture, income is accounted for on cash basis.

c) Profit / Loss on sale of securities are accounted for on weighted average method and is recognized on settlement date. Profit on sale of securities is netted with the loss on sale of securities, if any.

8. Expenditure

Expenses are in general accounted on accrual basis except for ex-gratia, leave encashment. Adequate provisions have been made in the accounts for all known losses and liabilities.

9. Retirement benefit of Employees.

i) **Gratuity -** In accordance with the Indian laws, the Company provides for gratuity, a defined benefit plan covering all employees, who have completed more than 5 years.

ii) **Leave Encashment** - Encashment of un-availed leaves credit is being done at the year-end.

10. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the consolidated financial statements.

11. Tax on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961.

Deferred tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

12. Earning Per Share

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard-20 on Earning per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of shares outstanding during the year.

13. Impairment of Assets

An asset is treated as impaired, when carrying cost of assets exceeds its recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss recognized in prior year is recorded when there is an indication that impairment loss recognized earlier for the assets no longer exists or has decreased.

14. Miscellaneous Expenditure

Preliminary/ pre-operative/ Share Issue Expenses have been amortized equally over a period of ten years.

15. Money received against share warrants

The amount of Rs 9,28,85,755 is the amount received on share warrants issued on preferential allotment basis on 07-04-2014, yet to be converted into equity shares. The said warrants Pursuant to Section 81(1A) of the Companies Act, 1956, were issued at a conversion price of 113.30/- per equity share of the Company,arrived at in accordance with the SEBI Regulations in this regard .These warrants were allotted on 20TH OCT 2015 to non promoters. The warrants may be converted into equivalent number of shares on payment of the balance amount at any time on or before 20TH OCT 2015 The Company had allotted and issued 16,00,000 equity shares of Rs 10 each to warrant holders who converted the warrants into Equity Shares after payment of balance 75% of the amount in respect of the remaining warrant holders. The company has forfeited warrants of Rs 1,13,30,000/- due to non receipt on 75% of balance amount before 20th OCT 2015.

B. Notes on account

1) a) **Contingent liabilities not provided for, in respect of**

In the case Of Holding Company the contingent Liabilities are as follows:-

i)) In respect of a penalty claim of Rs.1.75 Lacs from SEBI u/s 15A of SEBI ACT.(Prev Year Rs 1.75 Lacs)

b) Claim against the Company not acknowledged as Debts 6.35 Lacs (Prev. Year- 6.35 Lacs)

2) Disclosure in terms of Accounting Standards (AS) issued by the institute of Chartered Accountants of India

a. Related Party Disclosures (AS-18)

As per Accounting Standard 18 , the disclosures of transactions with the related parties are given below:-

Srl.	Name of the Related Party	Relationship
1.	Mr. Anupam Narain Gupta	Key Managerial Personnel
2.	Mr. Narain Kumar Gupta	Relative of Key Managerial Personnel
3.	Mrs. Rashi Anand Kedia	Relative of Key Managerial Personnel
4.	Mr. Abhay Narain Gupta	Key Managerial Personnel
5.	Triyamb Securities Private Ltd.	Associate Companies
6.	Asian Fintrade Services Pvt Ltd	Associate Companies
7.	Ambe Securities Pvt Ltd	Associate Companies
8.	Profin Commodities Pvt Ltd	Associate Companies
9.	Mrs. Neha Gupta	Key Managerial Personnel

• Transaction during the year with related parties:

Nature of Transactions (Excluding reimbursements)	Associate Companies	Key Managerial Personnel (Rs.)	Others	Current Year Total (Rs.)	Previous year Total (Rs.)
Others	Nil	Nil	Nil	Nil	Nil
Expenditure Salary	Nil	10,90,000/-	Nil	10,90,000/-	9,60,000/-
Rent	Nil		9,60,000/-	9,60,000/-	9,60,000/-
Purchase of inventories (Shares)	44015920.20	Nil		44015920.20	Nil
Sale of inventories (Shares)	17850404.78			17850404.78	Nil

a. Segment reporting (AS-17)

In the opinion of the Management, the company operates in one segment i.e. dealing in purchase and sales of securities and also rendering related services. As such, there are no other reportable segments.

b. Tax on Income (AS-22)

Income Tax Expense comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for current accounting period in accordance with the applicable rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred Tax reflects the impact of timing difference between according income and taxable income during the current year and reversal of timing differences for the earlier years. Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is reasonable certainty , except for carried forward losses and unabsorbed depreciation and items relating to capital losses which is recognized based on virtual certainty , supported by continuing evidence that there will be sufficient future taxable income available to realize the assets.

c. **Earnings Per Share (AS – 20)**

Basic earnings per share are calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year

. The Company has not issued any potential equity shares, and accordingly, the basic earnings per share and diluted earnings per share are the same.

The disclosure in respect of the earning per share as per AS-20 is as under:-

Class of shares	Basic & Diluted Earnings Per Share (Rs.)	
	31.03.2016	31.03.2015
Profit attributable to the Shareholders	3,07,756	24,55,303
Basic / Weighted Avg. No. of Equity shares	70,66,900	5,466,900
outstanding during the year. (used as denominator)		
Nominal value of Equity Shares	10	10
Basic / Diluted Earning Per Share (Rs.)	(0.04)	(0.48)
Nominal Value of the shares (Rs.)	10	10

3) Additional information required by Part II of Schedule VI of the Companies Act 1956

a) Quantitative details of principle items

i) Purchase and Sale of Equity Shares held as Stock in Trade

Particulars	**31.03.2016**		**31.03.2015**	
Equity Share	**Qty.**	**Value (Rs.)**	**Qty.**	**Value (Rs.)**
Opening Stock	233000	1827000	461222	8136397
Purchases	1547798	50702968	1000	957940
Sales	1447498	21031140	229222	2963714
Closing Stock	333300	4503905	233000	1827000

ii) Sundry debtors include Rs. Nil (Previous Year Rs. Nil) due from companies in which directors are interested as directors.

b) Managerial Remuneration

Managerial Remuneration under Section 198 of the Companies Act, 1956 (included under Personnel Expenditure in Schedule 9)

Particulars	**2015-2016 (Rs.)**	**2014-2015 (Rs.)**
Salaries	10,45,000	9,60,000

As no commission is payable to Directors, the computation of net profits in accordance with section 309(5) read with section 349 of the companies Act, 1956, has not been given.

a) Expenditure in Foreign Currency Rs. NIL (Prev Year NIL)
b) Earning in Foreign Currency Rs. Nil (Prev Year NIL)
c) Remittance in Foreign Currency Rs. Nil (Prev Year NIL)

4. Auditors Remuneration includes:

Particulars	**2015-16 (Rs.)**	**2014-15 (Rs.)**
Paid to the Statutory Auditors		
a) As Audit Fees	28090	28090
b) For other Services	-	-

4. Disclosure as required under section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 is nil in respect of all the items specified therein.

5. In the opinion of the management, fall in the market value of Investment is temporary in nature .Therefore no provision for diminution in value of Securities has been considered by the company.

6. **Gratuity** In accordance with the Indian laws, the Company provides for gratuity, a defined benefit plan covering all employees, who have completed more than 5 years. There is no employee in the company who has completed 5 years of services. In view thereof, no provision has been created. **Leave Encashment** - Encashment of un-availed leaves credit, if any, is being done at the year-end. Accordingly, no provision is created at the year-end.

7. The company has made a petition with SEBI for the refund of deposit lying with OTCEI which is under process. However, the exchange has demanded due of Rs. 6,85 lakh which has been contested and has not been provided for in the accounts.

8. Debtors are subject to confirmation and reconciliation. In certain cases, the company has filed the civil cases against defaulted parties for recovery of old dues. Which have been decided in the favour of the company? However, in the opinion of the Management, all the debts and advances, including suit filed cases and deposit with OTCEI, are considered good for recovery. Further, balances of Sundry parties, debit or credit, are subject to confirmation / reconciliation. In the opinion of the Management, the Current Assets, Loans and Advances have a value of realization in the ordinary course of the business at least equal to the amount at which they were stated in the Balance Sheet.

9. Efforts have been made to employ full time Company Secretary. However, suitable person could not be found.

Disclosure required in terms of Clause 13.5A of Chapter XIII on Guidelines for preferential issues, SEBI (Disclosure and Investor Protection) Guidelines, 2000Particulars Amounts Received 31-03-2016` 31-03-2015 `

Particulars	Amounts Received	
	31-03-2016	**31-03-2015**
Total amount received from issue of warrants	NIL	92885755
Purpose for which the money received has been utilized :		
a. Capital expenditure	NIL	NIL
b. Working capital	NIL	92885755

11. Status of the Investor Complaint

Complaints received and disposed off during the year ended March 31, 2016	01
Pending as on March 31, 2016	Nil

12. Cash Flow Statement :
The Cash Flow Statement is prepared by the "Indirect Method " set out un Accounting Standard on " Cash Flow Statement " and presents the Cash Flow by operating , investing and financing Activities.

13. Previous year's figures have been rearranged / regrouped wherever necessary.

Notes 1 to 12 forms an integral part of Balance Sheet and Profit & Loss Account

For **Mahesh Tejwani**
Chartered Accountants
Reg No. :105828W

For and behalf of the Board
Pro Fin Capital Services Ltd.

Mahesh Tejwani
Proprietor
Membership No. 37194
Place : Mumbai
Dated : 30-05-2016

Mg. Director **Jt Mg. Director**

Independent Director

PRO FIN CAPITAL SERVICES LIMITED

CIN: L51909MH1991PLC250695
Registered Office: 503, Western Edge II,
Western Express Highway, Borivali (East), Mumbai-400 066
Tel No. 022-28702070,
Website: www.profincapital.com Email: profin.capital1@gmail.com

PROXY FORM

[pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management & Administration) Rules, 2014]
25th Annual General Meeting on Friday, 30th September, 2016

CIN:	L51909MH1991PLC250695		
Name of the Company:	Pro Fin Capital Services Limited		
Registered Office:	503, Western Edge II, Western Express Highway, Borivali (E), Mumbai-400066		
Name of the Member(s):			
Registered Address:			
E-mail Id:			
Folio No./ Client Id		DP ID:	

I/We, being the Member(s) of…….....shares of the above named Company, hereby appoint

1. Name		
Address		
E-mail Id Signature	Signature	
or failing him		
2. Name		
Address		
E-mail Id Signature	Signature	
or failing him		
3. Name		
Address		
E-mail Id Signature	Signature	
or failing him		

as my/our proxy to attend or vote for me/us and on my/our behalf at the **Twenty-Fifth Annual General Meeting** of the Company, to be held on Friday, September 30, 2016 at 11.00 a.m. at the Registered Office of the Company at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional) (See Note No. 4)	
Ordinary Business		**For**	**Against**
1.	Adoption of – a. The Standalone Financial Statement of the Company for the year ended March 31, 2016 and the report of Directors and Auditors thereon. b. The Consolidated Financial Statement of the Company for the year ended March 31, 2016, and the report of the Auditors thereon.		
2.	Appointment of Director in place of Mr. Anupam N. Gupta (holding DIN 02294687) who retires by rotation and being eligible, seeks re-appointment.		
3.	Ratification of appointment of Statutory Auditors of the Company, and to fix their remuneration.		

Signed this…….. day of ……2016.

Signature of the Shareholder:_____

Signature of 1st Proxy holder:_____

Signature of 2nd Proxy holder: _____

Signature of 3rd Proxy holder:_____

Affix Revenue Stamp

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. If appointed for more than fifty Members, the Proxy shall choose any fifty Member and confirm the same to the Company before the commencement of specified period for inspection. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid
3. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.
4. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked **"For".** If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked **"Against"**. If no direction is given, your Proxy may vote or abstain as he / she thinks fit.

INSTRUCTIONS

1. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.

2. A shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done though e-voting shall prevail and Ballot shall be treated as invalid.

3. The right of voting by ballot form shall not be exercised by a proxy.

4. To avoid fraudulent transactions, the identity/signature of the shareholders holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of shareholders holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e. Beetal Financial & Computer Services (P) Ltd.). Shareholders are requested to keep the same updated.

5. There will be only one ballot form for every Folio/DP ID/Client ID irrespective of the number of joint holders.

6. In case of joint holders, the ballot form should be signed by the first named shareholder and in his/her absence by the next named shareholder. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.

7. Where the ballot form has been signed by an authorized representative of the body corporate/trust/society, etc a certified copy of the relevant authorization/board resolution to vote should accompany the ballot form.

PRO FIN CAPITAL SERVICES LIMITED

CIN: L51909MH1991PLC250695

Registered Office: 503, Western Edge II,

Western Express Highway, Borivali (E), Mumbai-400 066. • Tel No. 022-28702070,

Website: www.profincapital.com Email: profin.capital1@gmail.com

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

Regd. Folio No. / DP ID* / Client ID*: **Sl. No.**

Name:

Address:

Joint Holder:

*Applicable for shares held in electronic form

I/We hereby record my/our presence at the **Twenty-Fifth Annual General Meeting** of the Company on Friday, September, 2016 at 11.00 a.m. at the Registered Office of the Company at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066

Full name of Member/Proxy_____

(IN BLOCK LETTERS)

_____

Signature of the Member/Proxy

Note:

·Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

.....

.....

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

The Remote e-voting facility will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
From 9.00 a.m. (IST) on	Up to 5.00 p.m. (IST)

The cut-off date for the purpose of remote e-voting & voting at the AGM is 23rd September 2016

Updation of Shareholder information

To:
Pro Fin Capital Services Limited
503, Western Edge II
Western Express Highway
Borivali East, Mumbai 400 066

I/We request you to record the following information in respect of equity shares held by me/us in your Company, as per details given below:

General Information

Folio Number	
Name of the first shareholder	
PAN	
CIN/Registration No. (Applicable to Corporate Shareholders)	
Telephone with STD	
Mobile No.	
Email ID	

Bank Details

Name of the Bank	
Bank Branch Address	
Bank Account No.*	
IFSC (11 digit)	
MICR (9 digit)	

• **A blank cancelled cheque is enclosed for verification of bank details**

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed due to incomplete or incorrect information, I/ We would not hold the Company responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained by you till I/We hold the shares under the above folio number.

Place: ----------

Mumbai: Signature of the sole/first holder

NOTES :

NOTES :