

**NEPTUNE FARMING PVT. LTD.**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

	Year Ended 31.03.16		Year Ended 31.03.15	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
NET PROFIT BEFORE TAX & BEFORE EXCEPTIONAL ITEMS		(15151.00)		(19053.00)
Add:- PRELIMINARY EXPENSES		4011.00	-	4013.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(11140.00)		(15040.00)
ADJUSTMENT FOR :- (DECREASE) / INCREASE IN OTHER CURRENT LIABILITIES	(855.00)	(855.00)		0.00
NET CASH FROM OPERATING ACTIVITIES		(11995.00)		(15040.00)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
NET CASH FROM INVESTING ACTIVITIES		0.00		0.00
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
INCREASE/(DECREASE) IN UNSECURED LOAN	0.00		20000.00	
NET CASH FROM FINANCING ACTIVITIES		0.00		20000.00
NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)		(11995.00)		4960.00
CASH AND CASH EQUIVALENTS - OPENING BALANCE		25539.00		20579.00
CASH AND CASH EQUIVALENTS - CLOSING BALANCE		<b>13544.00</b>		<b>25539.00</b>

FOR S.L. KUKRA & CO  
CHARTERED ACCOUNTANTS  
FIRM REGISTRATION NO 116255W

FOR NEPTUNE FARMING PRIVATE. LIMITED

*Sampat L. B. Jain*  
SAMPAT LAL B. JAIN  
Proprietor  
Membership No. 100282  
PLACE : MUMBAI  
DATED : 29th April, 2016



*Nilesh Kala*  
[Nilesh Kala]  
Director

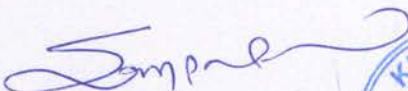
*Arun Pawal*  
[Arun Pawal]  
Director

**NEPTUNE FARMING PVT. LTD.**

Balance Sheet as at 31 March 2016

Particulars		Note No.	As at 31st March, 2016	As at 31st March, 2015
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
(a)	Share capital	1	3,80,000	3,80,000
(b)	Reserves and surplus	2	52,24,830	52,39,981
<b>2 Current Liabilities</b>				
(a)	Short Term Borrowings	3	20,000	20,000
(b)	Other Current Liabilities	4	6,640	7,495
<b>TOTAL</b>			<b>56,31,470</b>	<b>56,47,476</b>
<b>II. ASSETS</b>				
<b>Non-current assets</b>				
<b>1 (a) Fixed assets</b>				
(i)	Tangible assets	5	56,17,926	56,17,926
<b>2 Current assets</b>				
(a)	Cash and cash equivalents	6	13,544	25,539
(b)	Other current assets	7	-	4,011
<b>TOTAL</b>			<b>56,31,470</b>	<b>56,47,476</b>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>		10		

FOR S.L. KUKRA & CO  
CHARTERED ACCOUNTANTS  
FIRM REGISTRATION NO 116255W

  
**SAMPAT LAL B. JAIN**  
Proprietor  
Membership No. 100282  
PLACE : MUMBAI  
DATED : 29th April, 2016



FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

  
[Nilesh Kala]  
Director

  
[Arun Pawar]  
Director

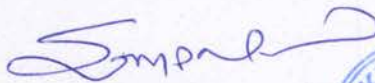


**NEPTUNE FARMING PVT. LTD.**

Statement of Profit and Loss Account for the year ended 31st March 2016

Particulars		Note No.	For the Year Ended 31st March, 2016	For The Year Ended 31st March, 2015
I.	Revenue from operations		-	-
II.	Expenses:			
	Finance costs	8	2,060	995
	Other expenses	9	13,091	18,058
	Total expenses		15,151	19,053
III.	Profit before tax ( I - II )		(15,151)	(19,053)
IV.	Tax expense:		-	-
V.	Profit (Loss) for the period ( III - IV )		(15,151)	(19,053)
VI.	Earnings per equity share			
	Before exceptional items			
	(1) Basic		(0.40)	(0.50)
	(2) Diluted		(0.40)	(0.50)
	After exceptional items			
	(1) Basic		(0.40)	(0.50)
	(2) Diluted		(0.40)	(0.50)
	<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	10		

FOR S.L. KUKRA & CO  
CHARTERED ACCOUNTANTS  
FIRM REGISTRATION NO 116255W



SAMPAT LAL B. JAIN  
Proprietor  
Membership No. 100282  
PLACE : MUMBAI  
DATED : 29th April, 2016



FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

  
[Nilesh Kala]  
Director  
[Arun Pawar]  
Director

**NEPTUNE FARMING PVT. LTD.**

**NOTES TO FINANCIAL STATEMENTS**

**1 Shareholder's Funds - Share Capital**

<u>Particulars</u>	As at 31 March 2016		As at 31 March 2015	
	Number	Rs.	Number	Rs.
<u>Authorised</u> Equity Shares of Rs. 10 each	50,000	5,00,000	50,000	5,00,000
<u>Issued, Subscribed &amp; Paid up</u> Equity Shares of Rs. 10 each	38,000	3,80,000	38,000	3,80,000
<b>Total</b>	<b>38,000</b>	<b>3,80,000</b>	<b>38,000</b>	<b>3,80,000</b>

**Rights of Equity Shareholders**

The Company has only one class of Equity Shares having par value of Rs.10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount.

**Disclosure for each class of Shares**

<u>Particulars</u>	As at 31 March 2016		As at 31 March 2015	
	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	38,000	3,80,000	38,000	3,80,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	38,000	3,80,000	38,000	3,80,000

Out of 37990 Equity Shares, 99.97% Shares are held by the holding company GCIL Finance Ltd.

**More than 5% Shareholding**

<u>Particulars</u>	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
GCIL Finance Ltd.	37990	99.97%	37990	99.97%





2 Shareholder's Funds - Reserves & Surplus

Particulars	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.
<b>a. Securities Premium Account</b>		
Opening Balance	53,20,000	53,20,000
Closing Balance	53,20,000	53,20,000
<b>b. Surplus</b>		
Opening balance	(80,019)	(60,966)
(+) Net Profit/(Net Loss) For the current year	(15,151)	(19,053)
Closing Balance	(95,170)	(80,019)
<b>Total</b>	<b>52,24,830</b>	<b>52,39,981</b>

3 Short Term Borrowing

Particulars	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.
<b>Loan &amp; Advances from Related Party</b>		
Unsecured		
GCIL Finance Limited	20,000	20,000
(100% Holding Company )		
(No loan has been guaranteed by directors or Others )		
<b>Total</b>	<b>20,000</b>	<b>20,000</b>

4 Other Current Liabilities

Particulars	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.
Interest Accrued & Due on Borrowings	2,060	-
Audit Fees Payable	4,580	7,495
<b>Total</b>	<b>6,640</b>	<b>7,495</b>

5 Fixed Assets(Refer 5)



**NEPTUNE FARMING PVT. LTD.**

**5 Non Current Assets - Fixed Assets**

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2015	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2016	Balance as at 1 April 2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
a Tangible Assets											
Land	56,17,926	-	-	-	56,17,926	-	-	-	-	-	56,17,926
<b>Total</b>	<b>56,17,926</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>56,17,926</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>56,17,926</b>
Previous Year	56,17,926	-	-	-	56,17,926	-	-	-	-	-	56,17,926





6 Current Assets - Cash and Bank balances

Particulars	As at 31 March 2016		As at 31 March 2015	
	Rs.	Rs.	Rs.	Rs.
(I) Cash and Cash Equivalents				
a. Balances with banks in Current Account	11,929		21,924	
b. Cash in hand	1,615	13,544	3,615	25,539
<b>Total</b>		<b>13,544</b>		<b>25,539</b>

7 Current Assets - Other Current Assets

Particulars	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.
a. Preliminary Expenses	4,011	8,024
Less: Written off	4,011	4,013
	-	4,011
<b>Total</b>	<b>-</b>	<b>4,011</b>

8 Finance Cost

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
	Rs.	Rs.
a. Interest Paid to Related Party	2,060	995
<b>Total</b>	<b>2,060</b>	<b>995</b>

9 Other Expenses

Particulars	For the Year Ended 31st March, 2016	For The Year Ended 31st March, 2015
	Rs.	Rs.
a. Audit fees*	4,580	4,495
b. Professional Tax	2,500	2,500
c. Filing Fees	2,000	7,050
d. Preliminary Expenses	4,011	4,013
<b>Total</b>	<b>13,091</b>	<b>18,058</b>

\*Auditor's Remuneration

Particulars	For the Year Ended 31st March, 2016	For The Year Ended 31st March, 2015
	Rs.	Rs.
a. Statutory Audit fees	4,580	4,495
<b>Total</b>	<b>4,580</b>	<b>4,495</b>



## NEPTUNE FARMING PVT. LTD.

### 10 Significant Accounting Policies and Notes to Accounts

#### A Significant Accounting Policies

##### i) Basis of Accounting

Financial statements are prepared under historical cost convention on accrual basis in accordance with the requirement of the Companies Act, 2013.

##### ii) Miscellaneous Expenditure

Miscellaneous Expenditure is written off over a period of five years.

##### iii) Fixed Assets and Depreciation

Fixed Assets are stated at their original cost of acquisition / installation and included preoperational expenses including borrowing cost.

##### iv) Taxation

i) Current tax is determined on the amount of tax payable to the taxation authorities in respect of taxable income for the period. Deferred tax is recognised, subject to the consideration of prudence, on timing difference being differences between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognised on unabsorbed depreciation and carry forward of losses unless there is a virtual certainty that sufficient taxable profits will be available against which such deferred assets can be realised.

ii) Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.





## NEPTUNE FARMING PVT. LTD.

### **B NOTES FORMING PART OF THE ACCOUNTS**

a In the opinion of the management current assets, loans and advances have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated and provision for depreciation and all known and determined liabilities are adequate and not in excess of the amount reasonable stated.

b Expenditure in Foreign Currency on account of Rs. Nil

c Earnings in Foreign Currency of Rs. Nil

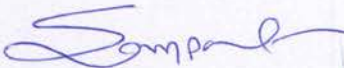
	<u>Amount in Rs.</u> <u>2015-16</u>	<u>Amount in Rs.</u> <u>2014-15</u>
d Earning per share:		
(i) Net Profit after tax available for equity shareholders (Rs.)	(15,151)	(19,053)
(ii) Weighted average of number of equity shares outstanding during the year	38,000	38,000
(iii) Basic and Diluted Earnings per equity shares of Rs. 10/- each (Rs.)	(0.40)	(0.50)

e The following transactions were carried out with related parties in the ordinary course of business:

Related Party	Relations hip between	Nature of Transactions	For the Year Ended 31st March,2016	For the Year Ended 31st March,2015
GCIL Finance Limited	Holding Company	Reimbursement	2,500	2,500
GCIL Finance Limited	Holding Company	Interest Paid	2,060	995

f Previous year Figures have been regrouped or re-arranged wherever deemed necessary.

FOR S.L. KUKRA & CO  
CHARTERED ACCOUNTANTS  
FIRM REGISTRATION NO 116255W

  
SAMPAT LAL B. JAIN  
Proprietor  
Membership No. 100282  
PLACE : MUMBAI  
DATED : 29th April,2016



FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS



  
[Nileshe Kala]  
Director

  
[Arun Pawar]  
Director



# S.L.KUKRA & CO.

Chartered Accountant

508-B, Veena Sarang, SaiBaba Nagar,  
Borivalli(W), Mumbai-400092.

Mob.No.-98200-24644

## INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF  
NEPTUNE FARMING PRIVATE LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements **NEPTUNE FARMING PRIVATE LIMITED**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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

### **Report on Other Legal and Regulatory Requirements**


1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 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 Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SL Kukra & Co.  
Chartered Accountants  
Firm Registration No. 116255W

  
Sampatlal B Jain  
Proprietor  
Membership No. 100282



Place: Mumbai  
Date: 29th April 2016



## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Statement referred to in paragraph 1 of our Report on Other Legal & Regulatory Requirements of even date on the accounts of NEPTUNE FARMING PRIVATE LIMITED for the year ended 31<sup>st</sup> March 2016.

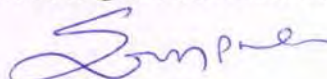
- i. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed asset.  
(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.  
(c) The title deeds of immovable properties are held in the name of the Company.
- ii. There is no inventory, hence this clause of physical verification is not applicable.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, hence this clause is not applicable.
- iv. The Company has not entered into any transaction related to loans, investments, guarantees and security under provisions of section 185 and 186 of the Companies Act, 2013, hence this clause is not applicable.
- v. The Company has not accepted any deposits, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable.
- vi. Maintenance of cost records is not applicable to the Company.
- vii. (a) The Company is generally regular in depositing undisputed statutory dues as are applicable to the Company such as Income Tax and other statutory dues with the appropriate authorities  
(b) There are no disputes pending regarding any statutory dues with any forum and hence this clause of depositing dues is not applicable.
- viii. The Company has not taken any loan or borrowing from any financial institution, bank, Government or debenture holders, hence the clause of default in repayment of dues to the said parties is not applicable.
- ix. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the period. Hence the clause about the application of the moneys is not applicable.





- x. Based on the audit procedure performed and information and explanation given to us by the management, no fraud by or on the Company by its officers or employees has been noticed or reported during the year
- xi. Payment of managerial remuneration under the provisions of section 197 read with Schedule V to the Companies Act, 2013 is not applicable to this Company, and hence this clause is not applicable.
- xii. The Company is not a Nidhi Company and accordingly this clause is not applicable to the Company.
- xiii. Based on the audit procedure performed and information and explanation given to us by the management, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence the requirement of section 42 of the Companies Act, 2013 is not applicable.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him under the provisions of section 192 of the Companies Act, 2013.
- xvi. According to the information and explanations given to us, the Company is not required to registered under Section 45-IA of the Reserve Bank of India Act, 1934 and accordingly this clause is not applicable.

For SL Kukra & Co.  
Chartered Accountants  
Firm Registration No. 116255W

  
Sampatlal B Jain  
Proprietor  
Membership No. 100282



Place: Mumbai  
Date: 29<sup>th</sup> April, 2016



## **ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") even date on the financial statements of NEPTUNE FARMING PRIVATE LIMITED for the year ended 31<sup>st</sup> March 2016**

We have audited the internal financial controls over financial reporting of NEPTUNE FARMING PRIVATE LIMITED as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for laying down 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 Act.

### **Auditors' Responsibility**

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

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

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





## Meaning of Internal Financial Controls Over Financial Reporting

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

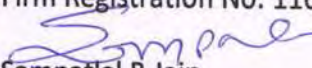
## Inherent Limitations of Internal Financial Controls over Financial Reporting

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 commensurate with the size and nature of the business of the company 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 issued by the Institute of Chartered Accountants of India.

For SL Kukra & Co.  
Chartered Accountants  
Firm Registration No. 116255W

  
Sampatlal B Jain  
Proprietor  
Membership No. 100282



Place: Mumbai  
Date: 29<sup>th</sup> April, 2016



# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## DIRECTOR'S REPORT

To

The Members,

Neptune Farming Private Limited

Your Directors are pleased to present the 5<sup>th</sup> Annual Report of your Company together with the Audited Statement of Accounts and the Auditors Report for the financial year ended 31<sup>st</sup> March, 2016.

### 1. FINANCIAL RESULTS:

Particulars	For year ended 31 <sup>st</sup> March, 2016	For year ended 31 <sup>st</sup> March, 2015
I. Revenue from Operations	-	-
II. Expenses		
Finance Costs	2,060	995
Other Expenses	13,091	18,058
<b>Total Expenses</b>	<b>15,151</b>	<b>19,053</b>
III. Net Profit Before Tax (I - II)	<b>(15,151)</b>	<b>(19,053)</b>
IV. Tax Expenses	-	-
Net Profit (Loss) for the period	<b>(15,151)</b>	<b>(19,053)</b>
EPS (Basic per share of face value Rs. 10/-)	(0.40)	(0.50)
EPS (Diluted per share of face value Rs.10/-)	(0.40)	(0.50)

### 2. DIVIDEND:

In view of the losses incurred by the Company, directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2016.

### 3. RESERVES:

No amount has been transferred to any Reserves during the current financial year.

### 4. OPERATIONAL AND BUSINESS PERFORMANCE:

Your Company has recorded a loss of Rs. 15,151 for the financial year 2015-16 as against the previous year of Rs. 19,053.

The basic and diluted earnings per share (EPS) computed in accordance with the Accounting Standard 20 was Rs. (0.40) per share as at 31<sup>st</sup> March, 2016 as against Rs. (0.50) per share as on 31<sup>st</sup> March, 2015.





# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## 5. MEETINGS:

During the year, four Board Meetings were convened and held. The Board of Directors of the Company duly met on 28th April, 2015, 27th July, 2015, 26th October, 2015 and 6th January, 2016. Proper notices were served and the proceedings were properly recorded, signed and placed in the Minutes book as required by the Articles of Association of the Company and the Companies Act, 2013. There were no extra-ordinary general meeting held during the financial year. Annual General Meeting of the Company was held on 11<sup>th</sup> September, 2015.

## 6. BOARD OF DIRECTORS:

The Board of Directors was duly constituted of Mr. Gaurav Shyamsukha, Mr. Arun Pawar and Mr. Nilesh Kala as Directors of the Company. There was no change in composition of the Directors during the current financial year.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, **Mr. Gaurav Shyamsukha (DIN 01646181)** retires by rotation and is eligible for re-appointment.

## 7. STATUTORY AUDITORS AND THEIR OBSERVATIONS:

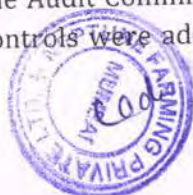
M/s S.L Kukra & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company having Firm Reg. No. 116255W at the last Annual General Meeting i.e. 4th AGM to hold office till the conclusion of the 9th Annual General Meeting. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the rules framed thereunder for their re-appointment as Auditors of the Company.

The appointment of M/s S.L Kukra & Co., Chartered Accountants is subject to ratification at by the members of the Company at the ensuing Annual General Meeting i.e. 5<sup>th</sup> Annual General Meeting.

The observations made by the Auditors in their Report read with relevant notes as given in the Notes to Accounts for the year ended 31st March, 2016 are self- explanatory and therefore do not call for any further comments under Section 134 of the Companies Act, 2013 as it does not contain any qualification regarding the same.

## 8. DIRECTOR'S RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.





# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

Accordingly, pursuant to Section 134(3) (c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that: -

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis;

## 9. STATUTORY DISCLOSURES:

### A. Conservation of Energy:-

The Company's operations are not energy - intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve the consumption of energy as stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

### B. Technology Absorption:-

Operations of the Company do not involve any kind of special technology and there was no expenditure on research & development during the current financial year.

### C. Foreign Exchange Earnings and Outgo:-

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2016 are as follows:

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	-	-





# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai – 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## **D. Particulars Of Employees:-**

There is no employee employed in the company during the financial year under review and so section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

## **10. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Since there is no employee employed in the Company during the financial year under review, the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder is not applicable to the Company.

## **11. ADEQUACY OF RISK MANAGEMENT SYSTEMS:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

## **12. PARTICULARS OF CONTRACTS & ARRANGEMENTS WITH RELATED PARTIES:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The Details of related party transactions are given in the in Form AOC- 2 as per *Annexure I*.

## **13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS-**

There were no Loans, Guarantees & Investments made by the Company as per Section 186 of the Companies Act, 2013. The Financial statement provided in the Annual Report provides the details of the same.

## **14. FIXED DEPOSITS**

Since the Company has not accepted any deposits during the year under review, hence, the provisions of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 is not applicable to the company. Therefore, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.





# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

---

## **15. DISCLOSURES UNDER SECTION 134 (3) (L) OF THE COMPANIES ACT, 2013-**

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

## **16. EXTRACT OF ANNUAL RETURN-**

The extract of Annual Return as per Section 92 (3) of Companies Act, 2013 is annexed under *Annexure II*.

## **17. VIGIL MECHANISM / WHISTLE BLOWER POLICY-**

Since there are no employees in the Company there was no requirement of establishing vigil mechanism in the Company.

## **18. SUBSIDIARIES / JOINT VENTURES/ ASSOCIATES-**

There are no subsidiaries, joint ventures or associate company of Neptune Farming Private Limited during the year under review.

## **19. ACKNOWLEDGEMENTS-**

Your Directors thank the Bankers, the various Government agencies, suppliers, customers, investors and all others for their whole hearted support during the year and look forward to their continued support in the years ahead.

Your Directors appreciate and acknowledge the professionalism displayed and the contributions made by the employees whose efforts have kept the flag flying high.







# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## ANNEXURE - I

### FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: Not applicable
2. Details of contracts or arrangements or transactions at Arm's length basis.


Particulars	Details
Name (s) of the related party & nature of relationship	GCIL Finance Limited (Holding Company)
Nature of contracts/arrangements/transaction	Reimbursement of Expenses
Duration of the contracts/arrangements/transaction	1 year
Salient terms of the contracts or arrangements or transaction including the value, if any	As per agreement
Date of approval by the Board	28.04.2015
Amount paid as advances, if any	Not applicable

For and on behalf of the Board of Directors  
of Neptune Farming Private Limited

  
Arun Pawar  
Director

DIN- 03131321



  
Niles Kala  
Director

DIN - 00056454

Place: Mumbai

Date: 29<sup>th</sup> April, 2016.

### REGISTERED OFFICE:

209-210, Arcadia Building,  
2<sup>nd</sup> Floor, 195, Nariman Point,  
Mumbai - 400 021.

# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## ANNEXURE III

**FormNo.MGT-9**

### **EXTRACT OF ANNUAL RETURN**

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

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

#### **I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : U01200MH2011PTC222006
- ii) Registration Date : 14th September, 2011
- iii) Name of the Company : Neptune Farming Private Limited
- iv) Category/Sub-Category of the Company : Company Limited by Shares/Indian Non-Government Company
- v) Address of the registered office and contact details : 209-210, Arcadia Building, 2nd floor, 195, NCPA Marg Nariman Point, Mumbai - 400021
- vi) Whether listed company : No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Not Applicable

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

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

Since the Company has not commenced its business and has not earned any income during the period under review, this section is not applicable.

Sl. No.	Name & Description of main products/ Services	NIC Code of the Product/service	% total turnover of the company





# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

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

Sr. No.	Name & address of the company	CIN/GLN	Holding / subsidiary / associate	% OF Shares held	Applicable Section
1	GCIL Finance Limited	U67120MH2008PLC179126	Holding	99.97%	2 (46)

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

#### i) Category-wise Shareholding -

ii) Category Code		Number of shares held at the beginning of the year				Number of shares held at the end of the year				% of change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/Hindu Undivided Family	-	10	10	0.00	-	10	10	0.00	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	37990	37990	100.00	-	37990	37990	100.00	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(1)</b>	-	<b>38000</b>	<b>38000</b>	<b>100.00</b>	-	<b>38000</b>	<b>38000</b>	<b>100.00</b>	
<b>2</b>	<b>Foreign</b>									
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-



# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(2)</b>	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	-	38000	38000	100.00	-	38000	38000	100.00	-
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(c)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
(I)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total (B) (1)</b>	-	-	-	-	-	-	-	-	-
<b>2</b>	<b>Non-institutions</b>									
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	-	-	-	-	-	-	-	-	-





# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	-	-	-	-	-	-	-	-	-
(c)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
(d)	<b>Any Other</b>									
i	Non Resident Indians (Repat)	-	-	-	-	-	-	-	-	-
ii	Non Resident Indians (Non Repat)	-	-	-	-	-	-	-	-	-
iii	Hindu Undivided Family	-	-	-	-	-	-	-	-	-
iv	Clearing Member	-	-	-	-	-	-	-	-	-
v	Market Maker	-	-	-	-	-	-	-	-	-
vi	Trusts	-	-	-	-	-	-	-	-	-
	<b>Sub Total (B)(2)</b>	-	-	-	-	-	-	-	-	-
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
	<b>Total (A)+(B)</b>	-	<b>38000</b>	<b>38000</b>	<b>100.00</b>	-	<b>38000</b>	<b>38000</b>	<b>100.00</b>	-
(C)	<b>Shares held by custodians and against which Depository Receipts have been issued</b>									
i	Promoter and Promoter group	-	-	-	-	-	-	-	-	-
ii	Public	-	-	-	-	-	-	-	-	-
	<b>Total (C)</b>	-	-	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	-	<b>38000</b>	<b>38000</b>	<b>100.00</b>	-	<b>38000</b>	<b>38000</b>	<b>100.00</b>	-



# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## (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 share holding during the year
		No of shares	% of total shares of my company	% of Shares Pledged / encumbered to total shares	No of shares	% of total shares of my company	% of Shares Pledged / encumbered to total shares	
1	GCIL Finance Limited	37990	99.97	0	37990	99.97	0	0
2	Arun Krishna Pawar	10	0.03	0	10	0.03	0	0
		<b>38000</b>	<b>100.00</b>	<b>0</b>	<b>38000</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

## (iii) Change in Promoters' Shareholding

There is no change in Promoters' Shareholding during the year under review.

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs): Not Applicable

(v) **Shareholding of Directors and Key Managerial Personnel:** There are no directors who hold shares in the Company. The Company is not required to appoint a Key Managerial Personnel as required under Section 203 of the Companies Act, 2013 and so this clause is not applicable.





# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## V. INDEBTEDNESS

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

(Amt. in Rs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtness at the beginning of the year</b>				
i) Principal Amount	0	20000	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total ( i + ii + iii )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Net Change</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Indebtness at the end of the Financial Year</b>				
i) Principal Amount	0	20000	0	0
ii) Interest due but not paid	0	2060	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total ( i + ii + iii )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

The Company has not employed Managing Director, Whole - Time Directors and / or Manager during the financial year under review and so this clause is not applicable.

### B. Remuneration to other directors:

The Company has not paid any remuneration to its director during the financial year under review and so this clause is not applicable.

### C. Remuneration To Key Managerial Personnel other than MD / Manager / WTD:

The Company was not required to appoint MD / Manager / WTD during the financial year under review and so this clause is not applicable.



# NEPTUNE FARMING PRIVATE LIMITED

**Regd Add:** 209-210, Arcadia Building, NCPA Marg, 195, Nariman Point, Mumbai - 400 021.

**Phone:** 022 6670 8600 **Fax:** 022 6670 8650

**CIN:** U01200MH2011PTC222006

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There are no penalties imposed by any authority as a punishment for compounding offences.

For and on behalf of the Board of Directors  
of Neptune Farming Private Limited

  
Arun Pawar

Director  
DIN- 03131321





Nilesh Kala  
Director  
DIN - 00056454

Place: MUMBAI

Date: 29<sup>th</sup> April, 2016.

### REGISTERED OFFICE:

209-210, Arcadia Building,  
2<sup>nd</sup> Floor, 195, Nariman Point,  
Mumbai - 400 021.