

OCTAL CREDIT CAPITAL LIMITED



**24TH ANNUAL REPORT
2015-2016**

OCTAL CREDIT CAPITAL LIMITED

CIN : L74140WB1992PLC055931

REGISTERED OFFICE : 16A, SHAKESPEARE SARANI, UNIT-II, 2ND FLOOR, KOLKATA - 700 071

Ph no. 033-2282-6815/6818/6899, Fax no. 033-2231-4193

Email: octal1@cal2.vsnl.net.in Website : www.occl.co.in

Board of Directors

Mr. Dilip Kumar Patni - Director

Mr. Arihant Patni - Whole Time Director (appointed w.e.f. 29.03.2016)

Mr. Jhumar Mal Saraogi - Whole Time Director (Resigned on 21.03.2016)

Mr. Kamal Nayan Jain - Non Executive Promoter Director

Mr. Bijay Kumar Bagri - Non Executive, Independent Director

Mr. Sambhu Nath Jajodia - Non Executive, Independent Director

Mrs. Vandana Patni - Non Executive Promoter Director

Chief Financial Officer

Mr. Shyam Arora

Company Secretary

Mrs. Payal Bhutoria

Audit Committee

Mr. Sambhu Nath Jajodia - Chairman

Mr. Bijay Kumar Bagri

Mr. Dilip Kumar Patni

Nomination and Remuneration Committee

Mr. Sambhu Nath Jajodia- Chairman

Mr. Bijay Kumar Bagri

Mr. Dilip Kumar Patni

Stakeholders Relationship Committee

Mr. Dilip Kumar Patni - Chairman

Mrs. Vandana Patni

Mr. Kamal Nayan Jain

Registered & Corporate Office

16A, Shakespeare Sarani,

Unit II, 2nd Floor,

Kolkata - 700 071

Auditors

M/s Jain Binod & Associates

Chartered Accountants

1, R. N. Mukherjee Road,

Kolkata - 700 001

Registrar & Share Transfer Agent

Niche Technologies Private Limited

D-511, Bagree Market, 5TH Floor,

71, B.R.B.Basu Road,

Kolkata - 700 001

Bankers

Axis Bank Limited

Oriental Bank Of Commerce

HDFC Bank Limited

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GREEN INITIATIVE

DEAR SHAREHOLDER

Sub : MCA's Green Initiative for Paperless Communications

Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies. Towards this, MCA has issued Circulars dated 21 April 2011 and 29 April 2011 stating that the service of notice / document by a company to its shareholders can now be made through electronic mode, subject to a few conditions.

Our company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses/delays in postal transit.

We, therefore, propose to send documents, such as the Notice of the Annual General Meeting, Annual Report, Half- yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time.

In case you wish to receive all the above communications in electronic form; and

[A] hold your shares in dematerialized form, kindly register your e-mail address with your Depository Participant at the earliest; or

[B] hold your shares in physical form, kindly register your e-mail address with Niche Technologies Private Limited our Registrar and Share Transfer Agent, at the following address at the earliest;

Mr. S. Abbas,
Niche Technologies Private Limited
D- 511 , Bagree Market,
71, B.R.B.Basu Road, Kolkata 700 001
E-mail Address: sabbas@nichetechpl.com

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our company website, www.occl.co.in The document will also be available to you for inspection at the Registered Office of the company during office hours.

We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by companies like us. Needless to say, you will be, as a member of the company, entitled to be furnished with a copy of the above mentioned documents as required under the provisions of the Companies Act, 1956, free of cost, upon receipt of a requisition from you any time.

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour.

This communication may be ignored, if your email address is already registered with your Depository Participant.

Thanking you,

Yours Truly,

For Octal Credit Capital Limited,

Dilip Kumar Patni
Chairman

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Chairman's Statement

Indian economy grew at a five-year high growth rate of 7.6% in FY 2015-16 on improved performance in manufacturing and farm sectors. According to the Central Statistics Office (CSO), the GDP growth is estimated at 7.3% in October-December quarter of this fiscal. The GDP growth estimates for April-June and July-September quarters have been revised upwards to 7.6% and 7.7% from earlier calculation of 7% and 7.4% respectively. The real Gross Value Addition (GVA) is projected at 7.3% in this fiscal against 7.1% in 2014-15. For the NBFC sector it was another difficult year adhering to tight provisioning norms from RBI, however, demand was seen improving particularly in the latter part of FY 2015-16. NBFCs have steadily grown in number and have enhanced their market share, giving a strong competition to banks and financial institutions. According to CRISIL, NBFCs help fill the gaps in availability of financial services with respect to products as well as customer and geographical segments.

NBFCs have evolved as an important segment of the Indian financial system, operating across a variety of segments, including car and commercial vehicle finance, loans against property, gold loans and unsecured retail loans. Although the NBFC sector has shown consistent growth in terms of net profit over the past few years, the asset quality has been under duress due to the economic slowdown and a weak operating environment. According to the Financial Stability Report released by the RBI, the asset quality of the NBFCs-ND-SI sector has been deteriorating since.

The FY 2015-16 once again saw a decline in global growth following fall in global commodity prices, declining trade flows, increased volatility in exchange rates and capital flow. Slackening demand from China amid lower growth prospects as the country transitions from an export led one to consumption driven has pressured on prices of key commodities. Large emerging economies, notably the Russia and Brazil exhibited muted economic performances being commodity exporters. Majority of developing and emerging economies lowed to its weakest pace since the global financial crisis of 2008-2009 while modest recovery continued in advanced economies.

However, OCCL faced a challenging year. Though there was nearly 11% decline in our Revenue in comparison to 2014-15 and a provision for diminution in value of investment amounting to Rs 4.90 Lacs (approx) there was no impact on the profitability. OCCL reported a Profit of Rs. 8.87 Lacs (Profit Before Tax) during the year against a profit before tax of Rs. 0.89 lacs 2014-15. If the exceptional item of provisioning in the current year is removed, OCCL reported PBT would be 21.68 Lacs. In this Financial Year also OCCL did not borrow external funds owing to high interest rate and the operations were funded out of our internal accruals. The average lending rate remained at in range of 12% to 18% ensuring that net interest margins remained significantly high.

Looking ahead, in FY 2016-17 we will capitalize on the improving demand and look to improve the performance of the Company. India is at the tipping point of a new era of growth and opportunity, led by increasing economic activity, the exciting 'Make in India' initiatives and a demographically well-placed aspirational society. At Octal Credit Capital, we continue to be a partner in India's ongoing journey towards economic and social development and remain committed to the country's long-term growth potential and is committed to delivering long-term value creation for all its stakeholders.

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At Octal Credit Capital, the year 2015-16 was a creditable one as we reported a tremendous growth in bottomline. One of the other high point of the year is that we did not borrow external funds on account of the high interest rates and continued to fund our operations out of internal accruals.

Finally, I would like to thank all my colleagues for their dedication, commitment and contribution towards strengthening our Company. I would like to place on record my sincere appreciation to the Board of Directors for their guidance and express my gratitude to all our stakeholders for their continuing faith in our Company.

Regards,
Dilip Kumar Patni
Chairman

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

NBFCs in India

The year 2015-16 has been a tough year for the NBFCs on account of RBI's strict norms related to provisioning. NBFCs have emerged as vital intermediaries and have competed strongly with banks and financial institutions. However, the last two years have been challenging for the NBFC sector with asset growth rates moderating, delinquencies rising and profits plummeting. However, ample capital adequacy, a shift towards secured lending and lowered ALM risks have helped the sector absorb cyclical stresses on asset quality and profitability. The NBFC sector has been engaged in steady consolidation during the past few years and has been witness to weaker NBFCs gradually exiting, paving the way for a stronger sector. The number of NBFC-ND registered with the RBI went down to 11,781 in September 2015 from 12,134 in 2014. However, the current decline in the number of registered NBFC is mainly due to cancellation of certificates of registration and migration of nonbanking finance companies that accept public deposits (NBFC-D) to the non deposit-taking category.

Global economy - Overview

As per World Bank's Global Economic Prospects (Jan 2016), global growth fell short of expectations in 2015 with a growth of 2.4%. Growth in US, Europe, Japan improved from 2014 at 2.5%, 1.5%, 0.8% respectively while the same slowed for U.K at 2.4% while Russia slipped into recession with de-growth of 3.8%. In developing nations, China, Indonesia, South Africa slowed to 6.9%, 4.7% and 1.3% respectively while Brazil slipped into negative territory with a de-growth of -3.7%. India remained resilient with a stable estimated growth of 7.3% in 2015.

Global economic growth for the calendar year 2016 and 2017 is expected to see only a gradual pick up. As per the latest World Bank forecast, the global growth for 2016 is projected at 2.9%. The developing countries may see a contraction as prices of commodities are unlikely to recover due to appreciation in dollar post Fed hike. Developed countries are reeling under unresolved post crisis problems namely continued build up of public debt, debt induced deflation and unemployment and social unrest. Labour market slack is perhaps more extensive than suggested by claimant-based unemployment rates alone. Broader measures of unemployment, incorporating parttime workers and inactive persons wanting to work, remain well above pre-crisis norms in many economies. The global debt levels over the last seven years have magnified. The expansion in central bank balance sheet has not entirely met the desired outcome namely inflation and credit expansion. Many countries—US, EU and China—are witnessing across the board fall in prices. This trend may continue in future as easy money that was the cause of debt build up cannot cure the malice it has created. China deserves a special focus not only due to its sheer size and connectivity but also due to its conscious strategy to rebalance the economy towards consumption.

The ongoing structural slowdown in China has depressed the demand for oil, iron ore and other commodities, thereby dragging down growth in Brazil, Australia and other commodity suppliers. Recent correction in Chinese stocks may have no direct impact on consumption as China's household exposure to stock is around 16%. However, it is the drop in collateral value of stocks that may indirectly impact its banking system thus creating a broader systemic risk. With over 60% of the household savings parked in bank deposits the impact on real economy (viz. consumption) through the banking channel far outweighs the loss in consumption due to negative wealth effects of declining equity prices. Three major conflicts hogged most of the lime light in 2015 and will decide the course in 2016 and 2017. These include the Ukraine crisis,

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the South China Sea Crisis and the Middle East Crisis. If the trends continue the ongoing cost of maintaining peace will escalate in lackluster growth environment. After rising g by around 150% between Jun'14 and Jun'15, China's Shanghai Composite index plunged sharply but it is still above the level it had reached in Jul'14.

World economy is at crossroads and 2016 in all probability will not be the most pleasant year. All indicators are pointing towards a correction in asset markets. The contraction in China's GDP due to its rebalancing will accentuate this trend. Rebalancing will impact the GDP of many economies who relied on exporting raw material to China. The good news is that rate of growth of MSCI Emerging Markets Index capturing trends in large and mid-cap companies across 23 emerging markets, has increased over the years, exhibiting better prospects. However, this has been accompanied by increased dispersion in emerging market returns indicating higher uncertainty in the global financial system. India with its much better macros stands to gain significantly from such positive market volatility in the coming days.

Indian economy - Overview

The Indian economy has continued to exhibit resilience and the strength of its domestic absorption to register a growth of 7.2% during H1 FY16. That this has been attained, despite the highly tentative global economic environment that has not shown credible signs of improvement and despite sub-par monsoon rains that for the second year in succession resulted in low growth in agriculture sector, is indeed an encouraging development. In addition to robust growth, the year thus far has witnessed macro-economic stability aided by favourable factors such as comforting inflation indicators, benign fiscal situation and improving external current account balance. All these factors have resulted in India emerging as the fastest growing economy among the large economies, and, most international organisations predict that it will continue to remain so in the medium term. Further, India's growth will surpass China in 2016. Growth in consumption expenditure, particularly in private final consumption expenditure (PFCE) has been the major driver of the overall real GDP growth in the last few quarters. However, the most visible change on the demand side is the pick-up in the growth of the gross fixed capital formation (GFCF) at constant prices. This indicates that the ensuing growth is likely to be more investment-driven and that the reliance of economic growth on purely a consumption buoyancy may gradually diminish.

RBI

To level the playing field, the RBI has mandated similar asset classification norms for NBFCs-ND-SI and NBFCs-D as that for banks. An asset is classified as non-performing if it has remained overdue for 90 days in banks. Till now, NBFCs enjoyed leniency with their assets turning NPAs, when it has remained overdue for a period of six months or more for loans; and overdue for twelve months or more in case of lease rental and hire purchase installments.

Opportunity and threats

The sluggish business environment has proven to be tough for NBFCs. NBFCs with high exposure in lending against commercial vehicles and construction equipment has recorded high NPAs. This can be attributed to stagnation in infrastructural development, stunted growth, impulsive law making, bad political environment, and distressed business. The RBI came out with its Guidelines for Licensing of Small Finance

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Banks in the Private Sector with the objective of furthering its initiative of financial inclusion. It is probable that some NBFCS may convert themselves into small banks. With an additional class of financial intermediaries being added, a lot of retail credit business may be carried out by these small banks leading to contraction in the growth and development of NBFCS only. (Source: RBI)

Prima facie it may appear that these reforms will affect the productivity of the NBFCS; however, with time they are more likely to improve NBFCS capacity to endure asset quality shocks and also deal with systemic risks. Moreover, increase in disclosure requirements and corporate governance norms will have a three-fold effect. It will enhance transparency and increase the responsibility of the management and further supplement investor awareness. Overall, the current year has caused distress to the industry but the change in the business environment may help NBFCS to destress and record better growth in the coming years. One of the decisive steps announced in the Union Budget was to allow NBFCS registered with the RBI and those worth Rs.500 crore or more, to fall under the purview of the Sarfaesi Act, 2002. This move would place NBFCS on par with other institutions like banks and other financial institutions. It would make recovery of loans smoother for NBFCS and benefit most of the large players and various housing finance companies.

Risks and mitigation

Being in the credit business, OCCL is exposed to risks that are innate to the business environment which include market, credit, operational, human resource, interest, liquidity and economic risks. Further, unforeseen natural disasters and geopolitical problems may also have an adverse impact on the Company's business. At OCCL, we dynamically observe and measure all possible risks and address them proactively, farsightedly and ethically.

Internal control systems

Absolute transparency and reliable operating systems and control measures are necessities of a successful business and its growth. At Octal an effective internal control system translates to reliable financial reports, operating effectiveness and overall efficiency. All its activities comply with applicable laws and regulations. A robust internal control system monitors transactions, which in turn safeguards the Company's assets. The Company has adequate internal control systems proportionate with the size and nature of its business along with suitable procedures, optimum resource utilization and strict compliance with all statutes. The audit committee reviews the adequacy of the internal control systems and follow-up actions are implemented immediately, if required.

Human resources

The Company continues to emphasize on retaining, training and enhancing its human resource base. The Company recognizes the role that human capital plays in the modern workplace and aims to create a harmonious environment to enable the raising of employee productivity and hence allow employees to reach their full potential. The recruitment, training, appraisal programmes of the Company continued to run seamlessly, coupled with performance-based incentives and better-than-industry-rates of compensation. These efforts resulted in growing the human capital which translated into lower employee turnover rates.

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Operations and financial performance

During the year under review, the Company's total income stood at ₹ 38.62 lac from ₹ 65.77 lac in 2014-15. During the year, the Company carried zero balance in its borrowing books which resulted in no additional finance costs for the year. Despite of uncertainty in the Indian market scenario in the last quarter of the year, our prudent business management tactics resulted in a net profit of ₹ 8.93 lac from ₹ 1.67 lac in 2014-15.

Outlook

The outlook for the sector over next year looks comparatively better on account of positive trend of growth in the economy which is expected to boost credit demand. This along with revival of certain infrastructure projects, which have been cleared by the cabinet committee in recent months, pick-up in industrial growth and corporate capex investments also is expected to benefit most of the commercial assets financed by the NBFCs and is expected to ease the pressure on the cash flows of their borrowers through enhanced utilization of their assets.

Cautionary statement

Statements in this report on management discussion and analysis, describing the Company's objectives, estimates, expectations or predictions are all 'forward-looking statements' within the meaning of the applicable securities, laws and regulations. These statements are based on certain assumptions and expectations regarding future events. The Company assumes no responsibility whatsoever to publicly amend, modify or revise any 'forward-looking statements' on the basis of any subsequent information, developments and events.

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DIRECTOR'S REPORT

To The Members Of,
OCTAL CREDIT CAPITAL LIMITED

Your Director have pleasure in presenting the 24th Annual Report of the Company together with Audited Statements of Accounts for the year ended 31st March 2016.

FINANCIAL STATEMENT:

Particulars	(₹ in Lacs)	
	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
Revenue from Operation	35.19	39.63
Other Income	3.43	26.14
Total Income	38.62	65.77
Total Expenses	21.69	64.87
Exceptional Item	12.81	--
Profit/(Loss) Before Tax	8.88	0.90
Provision for Taxation	--	--
Deferred Tax Asset/(Liability)	(0.05)	(0.02)
MAT Credit Entitlement	--	0.79
Profit/(Loss) After Tax	8.93	1.67

CHANGE IN NATURE OF BUSINESS:

There has been no change in nature of business of the company during the F.Y. 2014-2015.

MATERIAL CHANGES AND COMMITMENTS:

There has been no material changes and commitments, affecting the Financial Position of the Company, which have occurred between the End of Financial Year of the Company to which the Financial Statements relate and the date of the report. The Financial Years 2015 - 16 have been full of changes in the regime. SEBI witnessed itself by bringing out major amendment to listed companies by replacing existing Listing Agreement with SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 effective from 1st December 2015 and new Insider Trading Regulation, 2015, which was effective from 15th day of May, 2015 so as to keep a check on dealing by Insiders in the securities of the company. Thus we find that listed entities are under complete vigilance in case of capital markets.

DIVIDEND:

Your Board of Directors has decided that the funds of the company are required for future expansion of the company and so the profits of the company for the year ended on 31st March 2016 shall be deployed for the said purpose. The Board has decided not to recommend any dividend for the year ended 31st March 2016.

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TRANSFER TO RESERVE:

Your company has transferred ₹ 1,78,551/- to statutory reserve under section 45 IC of RBI Act 1934 for the year ended 31.03.2016.

CHANGES IN SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2016 stood at ₹ 5,00,09,000/-. During the year under review, the Company has not issued any shares with differential voting rights, sweat equity shares nor granted any stock options. The company neither came out with rights, bonus, private placement and preferential issue.

OPERATIONS & FUTURE OUTLOOK:

The effect of change in companies' law has in a way made a complete change in law & working of the companies in the whole economy. The companies are now working for the stakeholder benefits, as they now believe to strive at a certain place, we need to make it better place to survive. The regulatory framework has also undergone change. The revised RBI regulations for NBFCs have been formed with the purpose of strengthening the financial system and to bring the norms in line with those of banks. According to RBI one of the main reasons for tighter regulation is to reduce the systematic risk they pose to the financial system since they borrow heavily from banks. Prima facie it may appear that these reforms will affect the productivity of the NBFCs; however, with time they are more likely to improve NBFCs capacity to endure asset quality shocks and also deal with systemic risks. Moreover, increase in disclosure requirements and corporate governance norms will have a three-fold effect. It will enhance transparency and increase the responsibility of the management and further supplement investor awareness.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has policy for Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The scope and authority of the Internal Audit (IA) function is defined in the internal financial control policy. The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Financial control system in the Company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board, the internal audit report on quarterly basis and some are reviewed by the committee. The observation and comments of the Audit Committee are placed before the board.

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DIRECTORS & KEY MANAGERIAL PERSON:

Key Managerial Personnel

Mr. Arihant Patni - Whole Time Director (Appointed on 29.03.2016)

Mr. Jhumar Mal Saraogi - Whole Time Director (Resigned wef 29.03.2016)

Mr. Shyam Arora - Chief Financial Officer

Mrs. Payal Bhutoria - Company Secretary

Non-Executive, Non Independent Directors

Mr. Dilip Kumar Patni

Mr. Kamal Nayan Jain

Mrs. Vandana Patni

Non-Executive, Independent Directors

Mr. Sambhu Nath Jajodia

Mr. Bijay Bagri

Appointment and Resignation:

Pursuant with provisions of Section 196,197 of the Companies Act, 2013 and the Rules made there under and other applicable provisions, if any, read with Part II Sections I & II Schedule V of the Companies Act, 2013 Mr. Arihant Patni (DIN - 07210950) was appointed in the first stance as Additional director and then as the Whole-time Director of the Company for a period of 5 years from 29th March, 2016 to 28th March, 2021.

The Board received the Notice of resignation from Mr. Jhumar Mall Saraogi dated 21st March, 2016 from the Directorship of the Company with effect from 29th March, 2016. The Board accepted the resignation of Mr. Jhumar Mall Saraogi from the Board of the company with immediate effect.

In accordance with the provisions of the section 152 of Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Kamal Nayan Jain (Non-Executive, Non Independent Directors) (DIN 01325348) who retires by rotation and, being eligible, offers himself for reappointment at the ensuing Annual General Meeting of the company.

A brief resume of the Directors proposed to be re-appointed along with additional information is provided in the notice of Annual General Meeting.

Note: Company Secretary of the Company is out of the country at the time of this board meeting dated 30th May, 2016 and has sent her apologies for not attending the board meeting

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MEETINGS OF THE BOARD:

The company has duly complied with section 173 of the Companies' Act 2013. During the year under review, 9 (Nine) board meetings were convened and held. The date on which meeting were held are as follows :

06.04.2015,20.04.2015,29.05.2015,12.08.2015,15.10.2015,14.11.2015,28.12.2015,12.02.2016 & 29.03.2016

The maximum interval between any two meetings did not exceed 120 days.

FORMAL ANNUAL EVALUATION & INDEPENDENT DIRECTORS MEETING:

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors on the basis of the various parameters.

Separate exercise was carried out to evaluate the performance of Whole Time Director on basis of the parameters such as contribution, independent judgment, effective leadership to the Board, safeguarding of minority shareholders interest etc. Based on set parameters, the performance of the Board, various Board Committees vi z. Audit Committee, Stakeholders 'Relationship Committee, Nomination and Remuneration Committee and Independent Directors was carried out and evaluated to be satisfactory.

During the year under review, the Independent Directors of your Company carried out the performance evaluation of Non- Independent Directors and Chairperson at a separate meeting of Independent Director held on 29.09.2015. The Directors were satisfied with the Evaluation Results,

MANAGERIAL REMUNERATION:

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure I**. and forms a part of the Board Report. Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 so statement pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be included.

DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES:

Your Company has no Subsidiary Company. Details of Associate Companies during the year under review is annexed as Annexure II (i.e. in Form AOC - I) and forms part of the Board Report.

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AUDITORS & AUDITORS REPORT:

STATUTORY AUDITORS M/s. Jain Binod & Associates, Chartered Accountants was appointed as Statutory Auditors of the Company for a period of 1 year pursuant to section 139(2) of the Companies Act 2013 and rules made thereon in the Annual General Meeting held on 29th September 2015. Further the Auditors have confirmed their eligibility under section 141 of the Companies Act 2013 and rules framed there under. A resolution seeking member's consent for the appointment of M/s. Jain Binod & Associates as statutory Auditor for the F.Y. 2016-2017 is included in the Notice convening the Annual General meeting.

SECRETARIAL AUDITOR: Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Babu Lal Patni, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure III**.

INTERNAL AUDITOR: Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014 the Company has appointed M/s. Amresh Jain & Co., to undertake the Internal Audit of the Company for 2 years i.e for the F.Y. 2015-2016 & 2016-17. There stood no adverse finding & reporting by the Internal Auditor in the Internal Audit Report for the year ended 31st March 2016.

AUDITOR REPORTS There are no qualifications, reservation or adverse remarks made by M/s. Jain Binod & Associates , the statutory Auditor, in their report and by Mr. Babu Lal Patni, Company Secretary in practice, in their Secretarial Audit Report.

The statutory Auditor have not reported any incident of fraud to the Audit committee of the company in the year under review.

COMMITTEES:

i) AUDIT COMMITTEE:

The Audit Committee of the Board of Directors oversees the Financial Statements and Financial Reporting before submission to the Board. The Audit Committee is responsible for the recommendation of the appointment, remuneration, performance and oversight of the work of the Internal and Statutory Auditors. It reviews the Reports of the Internal Auditors and Statutory Auditors. The Senior Management Personnel are invited to the meetings of the Audit Committee, along with the Head of Internal Audit. At present, there are three Members of the Audit Committee.

The composition of the Audit Committee is given below:

S.No.	Name of Member	Category
1	Mr. Sambhu Nath Jajodia	Chairman - Independent, Non Executive
2	Mr. Bijay Bagri	Independent , Non Executive
3	Mr. Dilip Kumar Patni	Non Independent, Non - Executive

OCTAL CREDIT CAPITAL LIMITED

CIN : L74140WB1992PLC055931

REGISTERED OFFICE : 16A, SHAKESPEARE SARANI, UNIT-II, 2ND FLOOR, KOLKATA - 700 071

Ph no. 033-2282-6815/6818/6899, Fax no. 033-2231-4193

Email: octal1@cal2.vsnl.net.in Website : www.occl.co.in

ii) NOMINATION AND REMUNERATION COMMITTEE:

The committee's constitution and terms of reference are in compliance with provisions of section 178 of Companies Act 2013 read with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The functions of this Committee include identification of persons who are qualified to become Directors and who may be appointed as Senior Management, formulation of criteria for determining qualifications, positive attributes, independence, recommendations of their appointments to the Board, evaluation of every Director's performance, formulation of Remuneration Policy to include recommendation of remuneration for Directors, Key Managerial Personnel and Senior Management.

At present, there are Three Members of the Nomination and Remuneration Committee, in which Two are Independent Directors.

The composition of the Nomination And Remuneration Committee is given below:

S.No.	Name of Member	Category
1	Mr. Sambhu Nath Jajodia	Chairman - Independent, Non Executive
2	Mr. Bijay Bagri	Independent , Non Executive
3	Mr. Dilip Kumar Patni	Non Independent, Non - Executive

iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

In view of changes in Regulation 20 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 a Committee in the name of Stakeholders Relationship Committee was constituted by the Board of Directors in their meeting held on 12th February, 2016.

The composition of the Stakeholders Relationship Committee is given below:

S.No.	Name of Member	Category
1	Mr. Dilip Kumar Patni	Chairman - Non Independent
2	Mr. Kamal Nayan Jain	Non Independent
3	Mrs. Vandana Patni	Non Independent

The Stakeholders Relationship Committee is responsible to Consider & Resolve the Grievances of Security holders including complaints related to transfer of shares, non receipt of balance sheet, non receipt of declared dividends, Transfer & transmission of shares, Issue of duplicate shares, Exchange of new design share certificates, Recording dematerialization & rematerialization of shares & related matters.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Your Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The company has adopted a Whistle Blower policy to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected

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fraud or violation of the Codes of conduct or ethics policy. The said policy is hosted on the website of the company (www.occl.co.in)

RISK MANAGEMENT POLICY:

Pursuant to section 134(n) of Companies Act 2013 and revised clause 49 of Listing Agreement, your company has a robust Risk management framework to identify, evaluate business risk and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the competitive advantage. The framework has different risk models which help in identifying risk trends, exposure and potential impact analysis at a company level. The said policy is hosted on the website of the company (www.occl.co.in)

CORPORATE SOCIAL RESPONSIBILITY:

The Company had not taken any initiatives on the activities of Corporate Social Responsibilities as the provisions relating to the same are not applicable to the Company.

EXTRACT OF ANNUAL RETURN:

Companies Act, 2013 makes mandatory for every company to prepare an extract in the format prescribed MGT 9. The details forming part of the extract of Annual Return as on 31st March 2016 is annexed herewith as **Annexure IV**.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

Your Company being the Non Banking Financial Company having the principal business of providing loans, is exempted from the provisions of Section 186 of the Companies Act, 2013 to the extent of providing loans, giving guarantee and providing security in connection with loan. However, the details of investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in notes to the financial statement.

DEPOSITS:

Your company is non deposit taking NBFC registered with RBI, thus the said clause is not applicable and the company does not accept any deposit. The Board of Directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

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CONTRACTS/TRANSACTIONS / ARRANGEMENTS WITH RELATED PARTIES:

All contracts/ arrangements/transactions with related parties entered by the company during the financial year were on an arm's length basis and were in the ordinary course of business and the provisions of section 188 of the Companies Act 2013 are not attracted and thus disclosure about details of contracts or arrangements or transactions with related parties referred to in section 188(1) in Form AOC-2 is not required. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or their relatives or other designated persons which could have a potential conflict with the interest of the Company at large. All Related Party Transactions are periodically placed before the Audit Committee as also the Board for approval. During the year under review the company has not taken any omnibus approval from Audit committee. A Related Party policy has been devised by the board of Directors for determining the materiality of transactions with related parties and dealing with them. Further your directors draw your kind attention of the members to note no 2.26 to the financial statements which sets out related party transactions.

CORPORATE GOVERNANCE REPORT:

As per Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance provisions specified in regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply, in respect of (a) a listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. As our company falls under above mentioned exception hence compliance with Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to us. Therefore Corporate Governance Report for the year ended 31.03.2016 is not prepared.

DISCLOSURES ON POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT :

The Company believes that it is the responsibility of the organisation to provide an environment to its employee which is free of discrimination, intimidation and abuse and also to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment. Further there stood no cases filed during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOES:

Since the Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy, technology absorption and foreign exchanges earning and outgo, as prescribed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable.

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DIRECTORS RESPONSIBILITY STATEMENT:

Your Directors to the best of their knowledge and belief and according to the information and explanation obtained by them, make the following statement in terms of clause (c) of sub-section (3) of section 134 of Companies Act 2013 that – OCTAL CREDIT CAPITAL LIMITED Annual Report 2015-16

- a) In the preparation of the annual accounts for the Financial year ended on 31st March 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2016 and of the profit of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

ACKNOWLEDGEMENTS:

Your Directors take the opportunity to thank the Regulators, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

On Behalf of the Board of Directors

Place: Kolkata

Date : May 30,2016

D. K. Patni

Chairman

OCTAL CREDIT CAPITAL LIMITED

CIN : L74140WB1992PLC055931

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Declaration for Compliance of Code of Conduct

To
The Members of
Octal Credit Capital Limited

I hereby declare that the Company has obtained affirmation from all the members of Board of Directors and Senior Management Personnel of the Company that they have complied with the 'Code of Conduct of the Company for Board of Directors and Senior Management Personnel' in respect of Financial Year 2015-2016.

Place : Kolkata

Date : The 30th Day of May, 2016

Arihant Patni
Whole Time Director
DIN:07210950

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of the Directors / KMPs	Designation	Remuneration of Director/KMP for financial year 2015-16 (in Rs.)	% increase in Remuneration in the Financial Year 2015-16 compared to 2014-2015	Ratio of remuneration of each Director to median ** remuneration of employees (in times)	Comparison of the Remuneration of the KMP against the performance of the Company
Mr. Jhumar Mall Saraogi	Whole Time Director	60,000/-	--	0.5	#
Mrs. Payal Bhutoria	Company Secretary	1,20,000/-	--	Not Applicable	
Mr. Shyam Arora	Chief Financial Officer	1,43,240/-	12.43%	Not Applicable	

**Calculation of median is taken on the figures as at the end of Financial Year.

The EBITDA profit has been increase to 27.66% of Sales in the current financial year from 4.19% of sales in the previous financial year.

- (ii) The Median Remuneration of Employees as on March 31, 2016 was Rs. 1,20,000. The percentage increase in the median remuneration of employees was Nil during the financial year.
- (iii) There were 3 (three) permanent employees (including CFO & Company Secretary) on the rolls of Company as on March 31, 2016;
- (iv) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel increased by 12.43%.
- (v) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2016 was Rs 11.80 crore (Rs. 8.26 crore as on 31.03.2015).

Price Earnings ratio of the Company : 131.11 as at March 31, 2016 (550.33 as at March 31, 2015)
Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- The company came out with IPO in the year 1996 at the face value and the price of the shares as on 31st March 2016 stands to Rs 23.60/- . Further the Company had not come out with any public offerings during the Financial year March 31, 2016.

- (vi) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 10 % whereas the average percentage increase made in the salaries of KMP was 4.14%. Further there was no exceptional increase in the salary during the Financial Year ended 31.03.2016 as compared above.
- (vii) Key parameters for any variable component of remuneration availed by the directors : Not Applicable
- (viii) Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : Not Applicable.
- (ix) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Form AOC- I

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

Statement containing salient features of the financial statements of subsidiaries/associates companies/joint ventures

Part A: Subsidiaries

Your Company has no Subsidiary Company during the year under review.

Part B: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies & Joint Ventures:

Name of Associates	New View Consultants Private Limited	Nirmalkunj Projects Private Limited
1. Latest Audited Balance Sheet Date	As at 31 st March 2016	As at 31 st March 2016
2. Shares of Associate held by the company as on 31.03.2016	5,58,000	1,70,000
Amount Of Investment in Associates	11,16,000.00	17,00,000.00
Extend of Holding %	22.74%	26.98%
3. Description of how there is significant influence	Shareholding	Shareholding
4. Reason why the Associate is not consolidated	Consolidated	Consolidated
5. Net worth attributable to Shareholding as per latest audited Balance sheet	Rs 4.75 Crore	Rs. 0.17 Lacs
6. Profit/Loss for the year		
i. Considered in Consolidation	Rs 1,26,726/-	Rs. 21,842/-
ii. Not Considered in Consolidation.	--	--

Note: i) Your Company has no Joint Venture(s) during the year under review.

FORM No MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To,
The Members,
Octal Credit Capital Limited
16A, Shakespeare Sarani, Unit II, 2nd Floor
Kolkata-700071

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Octal Credit Capital 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 Octal Credit Capital Limited'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 generally complied with the statutory provisions listed hereunder and also 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 Octal Credit Capital Limited ("the company") for the financial year ended on 31st March, 2016 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period).

- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(Not applicable to the Company during the Audit Period).
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999(Not applicable to the Company during the Audit Period).
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(Not applicable to the Company during the Audit Period).
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(Not applicable to the Company during the Audit Period).
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(Not applicable to the Company during the Audit Period).
- vi) Reserve Bank of India Act 1934 and various directions issued by Reserve Bank of India, so far as applicable to Non-Banking Financial Companies.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with CSE and BSE.
- iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, fresh agreement with the Calcutta Stock Exchange is yet to be executed

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in some cases subject to the following observations:

----- **NIL** -----

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

I further report that during the Audit period that there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc referred to above.

Place: Kolkata

Signature:

Dated: 30th May, 2016

Name of the Company: BABU LAL PATNI

Secretary in Practice

FCS No : 2304

C.P.No : 1321

Note:

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

**BABU LAL PATNI
COMPANY SECRETARY**

**51, NALINI SETT ROAD
5TH FLOOR, ROOM NO 19
KOLKATA - 700 007
TEL NO: 2259-7715/6
Email id:patnibl@yahoo.com**

‘Annexure A’

To,
The Members,
Octal Credit Capital Limited
16A, Shakespeare Sarani, Unit II, 2nd Floor
Kolkata-700071

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

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

Signature

Babu Lal Patni
Practising Company Secretary
FCS No- 2304
Certificate of Practice Number-1321

Date: 30th May, 2016
Place: Kolkata

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L74140WB1992PLC055931
2	Registration Date	July 13, 1992
3	Name of the Company	Octal Credit Capital Limited
4	Category/Sub-category of the Company	Public Company - Limited by Shares
5	Address of the Registered office & contact details	16A, Shakespeare Sarani, Unit-II, 2nd Floor, Kolkata 700 071 Tel : 91 33 2282 6899/6818/6815 Fax : 91 33 2231 4193 email : octalcredit1992@gmail.com website : www.occl.co.in
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D-511, Bagree Market, 71, B.R.B.B. Road, 5th Floor ,Kolkata, West Bengal 700 001, Ph: 033-2235 7270 / 7271

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)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading of Shares & Securities	6499	-
2	Lending Activity	6492	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Nirmalkunj Projects Private Limited	U45400WB2013PTC194568	Associate	26.98%	2(6)
2	New View Consultants Private Limited	U74140WB1992PTC056948	Associate	22.74%	2(6)

IV. SHARE HOLDING PATTERN										
(Equity share capital breakup as percentage of total equity)										
(i) Category-wise Share Holding										
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	132,300	340,000	472,300	9.44%	152,300	200,000	352,300	7.04%	-2.40%	
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%	
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%	
d) Bodies Corp.	519,800	1,066,200	1,586,000	31.71%	519,800	455,000	974,800	19.49%	-12.22%	
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%	
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	
Sub Total (A) (1)	652,100	1,406,200	2,058,300	41.16%	672,100	655,000	1,327,100	26.54%	-14.62%	
(2) Foreign										
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%	
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%	
TOTAL (A)	652,100	1,406,200	2,058,300	41.16%	672,100	655,000	1,327,100	26.54%	-14.62%	

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	337,500	337,500	6.75%	-	337,500	337,500	6.75%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	337,500	337,500	6.75%	-	337,500	337,500	6.75%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,225,515	9,500	1,235,015	24.70%	1250517	620700	1,871,217	37.42%	12.72%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	237,200	130,335	367,535	7.35%	562738	217335	780,073	15.60%	8.25%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	925,100	72,500	997,600	19.95%	560400	124600	685,000	13.70%	-6.25%
c) Others (specify)									
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	4,950.00	-	4,950	0.10%	10	-	10	0.00%	-0.10%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	2,392,765	212,335	2,605,100	52.09%	2,373,665	962,635	3,336,300	66.71%	14.62%
Total Public (B)	2,392,765	549,835	2,942,600	58.84%	2,373,665	1,300,135	3,673,800	73.46%	14.62%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	3,044,865	1,956,035	5,000,900	100.00%	3,045,765	1,955,135	5,000,900	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ALEXY TRADES COMMERCE PVT LTD.	44,200	0.88	-	-	-	-	(0.88)
2	ALPAR VINIMAY PVT. LTD.	50,000	1.00	-	-	-	-	(1.00)
3	AMEETA MAHAJAN	5,000	0.10	-	-	-	-	(0.10)
4	AMRAW DEVI JAIN	30,000	0.60	-	30,000	0.60	-	-
5	ANITA JAIN	5,000	0.10	-	-	-	-	(0.10)
6	ARUNA PATNI	20,000	0.40	-	20,000	0.40	-	-
7	ASHIKA FINANCIAL SERVICES PVT. LTD.	70,000	1.40	-	70,000	1.40	-	-
8	ASHOK KUMAR PODDAR	25,000	0.50	-	-	-	-	(0.50)
9	BABULAL SARAOGI	10,000	0.20	-	10,000	0.20	-	-
10	BAHADUR SINGH KATHOTIA	5,000	0.10	-	-	-	-	(0.10)
11	BASANT JAIN	5,000	0.10	-	5,000	0.10	-	-
12	BENI PRASAD LAHOTI	10,000	0.20	-	-	-	-	(0.20)
13	BIMAL KUMAR PATNI	10,000	0.20	-	10,000	0.20	-	-
14	BIMALA DEVI JAIN	10,000	0.20	-	10,000	0.20	-	-
15	BINOD KUMAR SINGHANIA	5,000	0.10	-	5,000	0.10	-	-
16	CHHAGNI DEVI PATNI	-	-	-	10,000	0.20	-	0.20
17	DEE DEE VANIJYA PVT. LTD.	50,000	1.00	-	50,000	1.00	-	-

18	DEVON COMMODITIES PVT. LTD.	80,000	1.60	-	-	-	-	(1.60)
19	DHANRAJ PATNI	10,000	0.20	-	10,000	0.20	-	-
20	DILIP KUMAR PATNI	16,000	0.32	-	16,000	0.32	-	-
21	G. G. RESOURCES PVT. LTD.	10,000	0.20	-	10,000	0.20	-	-
22	GARDEN SECURITIES PVT LTD.	50,000	1.00	-	-	-	-	(1.00)
23	GOLD WAVE SECURITIES (P) LTD.	50,000	1.00	-	-	-	-	(1.00)
24	HANUMAN EXPORTS & RESOURCES PVT. LTD.	20,000	0.40	-	20,000	0.40	-	-
25	HIMANSHU KUMAR GANGWAL	5,000	0.10	-	-	-	-	(0.10)
26	INDEX MERCHANTS PVT LTD.	10,000	0.20	-	-	-	-	(0.20)
27	JOYUS RESOURCES PVT. LTD.	90,000	1.80	-	-	-	-	(1.80)
28	KAMAL NAYAN JAIN	11,000	0.22	-	11,000	0.22	-	-
29	KARAN JYOTI TRADERS PVT. LTD.	82,000	1.64	-	-	-	-	(1.64)
30	KAYPEE VANIJYA CREDIT PVT. LTD.	10,000	0.20	-	-	-	-	(0.20)
31	KIRAN DEVI JAIN	20,000	0.40	-	20,000	0.40	-	-
32	KITPLY FINANCE LTD.	10,000	0.20	-	-	-	-	(0.20)
33	MAHENDRA KUMAR PATNI	35,300	0.71	-	35,300	0.71	-	-
34	MARSHALL COMMODITIES PVT. LTD.	20,000	0.40	-	20,000	0.40	-	-
35	MEENA DEVI JAIN	10,000	0.20	-	10,000	0.20	-	-
36	NAVILAN SALES PROMOTION PVT. LTD.	50,000	1.00	-	50,000	1.00	-	-
37	NEELAM JAIN	10,000	0.20	-	10,000	0.20	-	-
38	NISHA JAIN	5,000	0.10	-	5,000	0.10	-	-
39	PADAM KUMAR SHYAMSUKHA	5,000	0.10	-	-	-	-	(0.10)
40	PATNI RESOURCES PVT. LTD.	754,800	15.09	-	754,800	15.09	-	-
41	POORVA TREXIM PVT. LTD.	100,000	2.00	-	-	-	-	(2.00)
42	PRADEEP BARJATYA	5,000	0.10	-	5,000	0.10	-	-
43	PRAMOD KUMAR KOTHARI	50,000	1.00	-	50,000	1.00	-	-
44	RANJANA CHATTOPADHYAY	2,500	0.05	-	-	-	-	(0.05)
45	RENOX COMMERCIAL PVT. LTD.	10,000	0.20	-	-	-	-	(0.20)
46	S.A. PLYWOOD INDUSTRIES	5,000	0.10	-	-	-	-	(0.10)
47	SANDEEP JAIN (PATNI)	10,000	0.20	-	10,000	0.20	-	-
48	SHANTI KUMAR PATNI	10,000	0.20	-	10,000	0.20	-	-
49	SHREE CHAND SARAOGI	40,000	0.80	-	40,000	0.80	-	-
50	SUMAN CHATTOPADHYAY	2,500	0.05	-	-	-	-	(0.05)
51	SUMIT KANODIA	10,000	0.20	-	-	-	-	(0.20)
52	SUNIL KEDIA	50,000	1.00	-	-	-	-	(1.00)
53	SUNITA DEVI PATNI	10,000	0.20	-	10,000	0.20	-	-
54	SUNITA JAIN	10,000	0.20	-	-	-	-	(0.20)
55	ULKA GOODS & SUPPLY PVT. LTD.	20,000	0.40	-	-	-	-	(0.40)
56	VANDANA GAMBHIR	5,000	0.10	-	-	-	-	(0.10)
57	VIJAY KUMAR PATNI	-	-	-	10,000	0.20	-	0.20
		2,058,300	41.16	-	1,327,100	26.54	-	(14.62)

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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	Dilip Kumar Patni				
	At the beginning of the year	16,000	0.32%	16,000	0.32%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	16,000	0.32%	16,000	0.32%
2	Kamal Nayan Jain				
	At the beginning of the year	11,000	0.22%	11,000	0.22%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	11,000	0.22%	11,000	0.22%
3	Shambhu Nath Jajodia				
	At the beginning of the year	100	0.00%	100	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	100	0.00%	100	0.00%

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment.				
(Amt. Rs./Lacs)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:				
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Name	Jhumar Mal Saraogi		(Rs.)
	Designation	Whole time Director (Resigned on 29.03.2016)		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		60,000.00	60,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission			-
	- as % of profit		-	-
	- others, specify		-	-
5	Others, please specify		-	-
	Total (A)		60,000.00	60,000.00
	Ceiling as per the Act	As per section 197 & 198 read with Schedule V, we have complied with the ceiling limits prescribed under Companies Act, 2013.		

B. Remuneration to other Directors					
SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs.)
1	Independent Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	-
	Commission	Nil	Nil	Nil	-
	Others, please specify	Nil	Nil	Nil	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings	Nil	Nil	Nil	-
	Commission	Nil	Nil	Nil	-
	Others, please specify	Nil	Nil	Nil	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	Shyam Arora	Payal Bhutoria	(Rs.)
		Designation	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		143,240.00	120,000.00	263,240.00
	(b) Value of perquisites u/s 17(2) Income-tax Act,		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission				
	- as % of profit		-	-	-
	- others, specify		-	-	-
5	Others, please specify		-	-	-
	Total		143,240.00	120,000.00	263,240.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			NIL		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NIL		
Compounding					

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

SN	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	ALEXY TRADES COMMERCE PVT LTD.				
	a) At the Beginning of the Year	44200	0.884		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
2	ALPAR VINIMAY PVT. LTD.				
	a) At the Beginning of the Year	50000	1.000		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
3	AMEETA MAHAJAN				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
4	AMRAW DEVI JAIN				
	a) At the Beginning of the Year	30000	0.600		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			30000	0.600
5	ANITA JAIN				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
6	ARUNA PATNI				
	a) At the Beginning of the Year	20000	0.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			20000	0.400
7	ASHIKA FINANCIAL SERVICES PVT. LTD.				
	a) At the Beginning of the Year	70000	1.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			70000	1.400
8	ASHOK KUMAR PODDAR				
	a) At the Beginning of the Year	25000	0.500		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
9	BABULAL SARAOGI				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
10	BAHADUR SINGH KATHOTIA				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
11	BASANT JAIN				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5000	0.100
12	BENI PRASAD LAHOTI				

SN	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
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
13	BIMAL KUMAR PATNI				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
14	BIMALA DEVI JAIN				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
15	BINOD KUMAR SINGHANIA				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5000	0.100
16	CHHAGNI DEVI PATNI				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	31/03/2015 Transfer	10000	0.200	10000	0.200
	c) At the End of the Year			10000	0.200
17	DEE DEE VANIJYA PVT. LTD.				
	a) At the Beginning of the Year	50000	1.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			50000	1.000
18	DEVON COMMODITIES PVT. LTD.				
	a) At the Beginning of the Year	80000	1.600		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
19	DHANRAJ PATNI				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
20	DILIP KUMAR PATNI				
	a) At the Beginning of the Year	16000	0.320		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			16000	0.320
21	G. G. RESOURCES PVT. LTD.				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
22	GARDEN SECURITIES PVT LTD.				
	a) At the Beginning of the Year	50000	1.000		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000

SN	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
23	GOLD WAVE SECURITIES (P) LTD.				
	a) At the Beginning of the Year	50000	1.000		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
24	HANUMAN EXPORTS & RESOURCES PVT. LTD.				
	a) At the Beginning of the Year	20000	0.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			20000	0.400
25	HIMANSHU KUMAR GANGWAL				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
26	INDEX MERCHANTS PVT LTD.				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
27	JOYUS RESOURCES PVT. LTD.				
	a) At the Beginning of the Year	90000	1.800		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
28	KAMAL NAYAN JAIN				
	a) At the Beginning of the Year	11000	0.220		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			11000	0.220
29	KARAN JYOTI TRADERS PVT. LTD.				
	a) At the Beginning of the Year	82000	1.640		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
30	KAYPEE VANIJYA CREDIT PVT. LTD.				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
31	KIRAN DEVI JAIN				
	a) At the Beginning of the Year	20000	0.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			20000	0.400
32	KITPLY FINANCE LTD.				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
33	MAHENDRA KUMAR PATNI				
	a) At the Beginning of the Year	35300	0.706		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			35300	0.706

SN	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
34	MARSHALL COMMODITIES PVT. LTD.				
	a) At the Beginning of the Year	20000	0.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			20000	0.400
35	MEENA DEVI JAIN				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
36	NAVILAN SALES PROMOTION PVT. LTD.				
	a) At the Beginning of the Year	50000	1.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			50000	1.000
37	NEELAM JAIN				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
38	NISHA JAIN				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5000	0.100
39	PADAM KUMAR SHYAMSUKHA				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
40	PATNI RESOURCES PVT. LTD.				
	a) At the Beginning of the Year	754800	15.093		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			754800	15.093
41	POORVA TREXIM PVT. LTD.				
	a) At the Beginning of the Year	100000	2.000		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
42	PRADEEP BARJATYA				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			

SN	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
	c) At the End of the Year			5000	0.100
43	PRAMOD KUMAR KOTHARI				
	a) At the Beginning of the Year	50000	1.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			50000	1.000
44	RANJANA CHATTOPADHYAY				
	a) At the Beginning of the Year	2500	0.050		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
45	RENOX COMMERCIAL PVT. LTD.				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
46	S.A. PLYWOOD INDUSTRIES				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
47	SANDEEP JAIN (PATNI)				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
48	SHANTI KUMAR PATNI				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200
49	SHREE CHAND SARAOGI				
	a) At the Beginning of the Year	40000	0.800		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			40000	0.800
50	SUMAN CHATTOPADHYAY				
	a) At the Beginning of the Year	2500	0.050		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
51	SUMIT KANODIA				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
52	SUNIL KEDIA				
	a) At the Beginning of the Year	50000	1.000		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
53	SUNITA DEVI PATNI				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.200

SN	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
54	SUNITA JAIN				
	a) At the Beginning of the Year	10000	0.200		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
55	ULKA GOODS & SUPPLY PVT. LTD.				
	a) At the Beginning of the Year	20000	0.400		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
56	VANDANA GAMBHIR				
	a) At the Beginning of the Year	5000	0.100		
	b) Changes during the year	Transferred to Non Promoter Holding			
	c) At the End of the Year			0	0.000
57	VIJAY KUMAR PATNI				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	31/03/2015 Transfer	10000	0.200	10000	0.200
	c) At the End of the Year			10000	0.200
	TOTAL	2058300	41.159	2058300	41.159

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AJAY KUMAR				
	a) At the Beginning of the Year	135900	2.718		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			135900	2.718
2	DARKIN VINCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	203850	4.076		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			203850	4.076
3	GEMUS AGENTS PRIVATE LIMITED				
	a) At the Beginning of the Year	129350	2.587		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	Date Reason				
	19/06/2015 Transfer	5000	0.100	134350	2.687
	c) At the End of the Year			134350	2.687
4	KUSUM INDUSTRIAL GASES LTD				
	a) At the Beginning of the Year	100000	2.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100000	2.000
5	ORIENTAL BANK OF COMMERCE				
	a) At the Beginning of the Year	337500	6.749		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			337500	6.749
6	R.R.SYNTHETICS AND FINVEST PRIVATE LIMIT				
	a) At the Beginning of the Year	109100	2.182		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			109100	2.182
7	RADICO KHAITAN FINANCE LIMITED				
	a) At the Beginning of the Year	174300	3.485		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			174300	3.485
8	RASHI				
	a) At the Beginning of the Year	136500	2.730		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			136500	2.730
9	VARDHAMAN TEXTILE CO. PVT. LTD.				
	a) At the Beginning of the Year	159800	3.195		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			159800	3.195
10	VIVEKSHIL DEALERS PVT. LTD.				
	a) At the Beginning of the Year	162330	3.246		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			162330	3.246
	T O T A L	1648630	32.967	1653630	33.067

JAIN BINOD & ASSOCIATES

CHARTERED ACCOUNTANTS

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Contact No. (033) 22100191 / (91) 9830027203

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Martin Burn, 5th Floor, Room No. 32B,
Kolkata – 700 001

Independent Auditor's Report

To
The Members of
OCTAL CREDIT CAPITAL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **OCTAL CREDIT CAPITAL LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone 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

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considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose 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 written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

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-
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”; and
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement – Note No. 2.28 to the Financial Statements.
 - ii. The Company does 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 **JAIN BINOD & ASSOCIATES**
Firm Reg. No. 320231E
Chartered Accountants

Place : 1, R. N. Mukherjee Road, Kolkata – 700 001

Date: The 30th Day of May, 2016

Binod Kumar Jain
(Proprietor)
Membership No. 055398

JAIN BINOD & ASSOCIATES

CHARTERED ACCOUNTANTS

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Annexure -A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the standalone financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) According to the information and explanation received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) As explained to us, no material discrepancies have been noticed on physical verification of inventories as compared to the book records.
- 3) The company has not granted any loans or advances in the nature of loans to parties covered in the registered maintained under section 189 of the Companies Act, 2013. Hence, the question of reporting whether the terms and conditions of loans are prejudicial to the interests of the company, whether reasonable steps for recovery of overdues of such loans are taken does not arise.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and 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 Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

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- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
- (c) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) According to records of the company, the company has not borrowed from financial institutions or banks or government issued debentures till 31st March 2016. Hence in our opinion, the questions of reporting on defaults in repayment of loans or borrowing to a financial institutions bank, government or dues to debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the 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) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

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- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
 - 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
 - 16) The Company is a Non Banking Financial Company and is required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly have obtained the required registration certificate from the Reserve Bank of India.

For **JAIN BINOD & ASSOCIATES**
Firm Reg. No. 320231E
Chartered Accountants

Place : 1, R. N. Mukherjee Road, Kolkata – 700 001

Date: The 30th Day of May, 2016

Binod Kumar Jain
(Proprietor)
Membership No. 055398

JAIN BINOD & ASSOCIATES

CHARTERED ACCOUNTANTS

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“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of OCTAL CREDIT CAPITAL 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 **OCTAL CREDIT CAPITAL LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 JAIN BINOD & ASSOCIATES
Firm Reg. No. 320231E
Chartered Accountants

Place : 1, R. N. Mukherjee Road, Kolkata – 700 001

Date: The 30th Day of May, 2016

Binod Kumar Jain
(Proprietor)
Membership No. 055398

OCTAL CREDIT CAPITAL LIMITED

Balance Sheet as at 31st March, 2016

(Amount in ₹)

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
EQUITY AND LIABILITIES			
<u>Shareholders' Funds</u>			
Share Capital	2.1	50,009,000.00	50,009,000.00
Reserves and Surplus	2.2	2,759,550.95	1,866,795.92
<u>Non-Current Liabilities</u>			
Long term Provisions	2.3	625,835.00	863,062.00
<u>Current Liabilities</u>			
Other Current Liabilities	2.4	202,947.00	91,941.20
Short Term Provisions	2.5	65,590.00	66,766.00
Total		53,662,922.95	52,897,565.12
ASSETS			
<u>Non - Current Assets</u>			
Fixed Assets			
Tangible Assets	2.6	173,703.00	259,414.00
Non-Current Investments	2.7	13,200,095.97	12,634,881.16
Deferred Tax Asset (Net)	2.8	38,533.00	33,648.00
Long Term Loans and Advances	2.9	270,725.00	1,061,481.00
<u>Current Assets</u>			
Inventories	2.10	472,331.60	1,503,889.41
Trade Receivables	2.11	500,450.00	500,450.00
Cash and Cash Equivalents	2.12	11,117,782.38	9,537,821.55
Short-term Loans and advances	2.13	27,889,302.00	27,365,980.00
Total		53,662,922.95	52,897,565.12
Significant Accounting Policies	1		
Notes on Financial Statements	2	-	-

Notes referred to above form an integral part of financial statements

As per attached report on even date

For **JAIN BINOD & ASSOCIATES**

Firm Reg. No. 320231E

CHARTERED ACCOUNTANTS

On behalf of the board

Binod Kumar Jain
(Proprietor)

M.No- 055398

Place : Kolkata

Date : 30th May, 2016

D.K.Patni
Director
DIN:01069986

S.Arora
CFO

A.Patni
Whole Time Director
DIN:07210950

OCTAL CREDIT CAPITAL LIMITED

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

(Amount in ₹)

Particulars	Note No.	Year ended 31st March, 2016	Year ended 31st March, 2015
INCOME			
I. Revenue from Operations	2.14	3,519,354.00	3,963,406.84
II. Other Income	2.15	343,135.30	2,613,786.50
III. Total Revenue (I +II)		3,862,489.30	6,577,193.34
IV. EXPENDITURE			
Purchase of Stock-in-Trade	2.16	-	1,649,678.52
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.17	(23,657.00)	1,466,325.00
Employee Benefit Expense	2.18	441,240.00	392,400.00
Depreciation and Amortization Expense	2.19	85,711.00	76,213.00
Other expenses	2.20	1,190,569.27	2,902,697.14
Total Expenses		1,693,863.27	6,487,313.66
V. Profit before exceptional and extraordinary items and tax (III-IV)		2,168,626.03	89,879.68
VI. Exceptional Items	2.21	1,280,756.00	-
VII. Profit before extraordinary items and tax (V - VI)		887,870.03	89,879.68
VIII Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		887,870.03	89,879.68
X. Tax Expense:	2.22		
1) Current tax		-	-
2) Deferred tax		(4,885.00)	2,061.00
3) MAT Credit Entitlement		-	(79,629.00)
XI. Profit(Loss) for the period		892,755.03	167,447.68
XII. Earning per equity share:	2.23		
1) Basic (Equity Share Face Value ₹ 10/- each)		0.18	0.03
2) Diluted (Equity Share Face Value ₹ 10/- each)		0.18	0.03
Significant Accounting Policies	1		
Notes on Financial Statements	2		

Notes referred to above form an integral part of financial statements

As per attached report on even date

For **JAIN BINOD & ASSOCIATES**

Firm Reg. No. 320231E

CHARTERED ACCOUNTANTS

Binod Kumar Jain

(Proprietor)

M.No- 055398

On behalf of the board

D.K.Patni

Director

DIN:01069986

A.Patni

Whole Time Director

DIN:07210950

S.Arora

CFO

Place : Kolkata

Date : 30th May, 2016

OCTAL CREDIT CAPITAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	2015-2016 ₹	2014-2015 ₹
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) Adjustment before Tax & Extra Ordinary items	887,870.03	89,879.68
Add/Less Adjustment for:		
Depreciation	85,711.00	76,213.00
(Profit)/Loss on Sale of Fixed Assets	-	(2,997.00)
Dividend on Shares (Investment)	(2,244.50)	(2,244.50)
Provision for Non Performing Assets	(237,227.00)	79,075.00
Provision for Standard Asset No Longer Required Written Back	(1,176.00)	(13,914.00)
(Profit)/Loss on Sale of Investment	-	(2,500,000.00)
Operating Profit before Working Capital Changes	732,933.53	(2,273,987.82)
Add/Less:- Adjustment for:		
1. (Increase) / Decrease in Inventories	1,031,557.81	1,466,325.00
2. (Increase) / Decrease in Long Term Loans & Advances	790,756.00	-
3. (Increase) / Decrease in Short Term Loans & Advances	(523,322.00)	5,555,880.00
4. (Increase) / Decrease in Other Non Current Assets	-	-
5. (Increase) / Decrease in Other Current Assets	-	11,233.00
6. Increase / (Decrease) in Trade Payables	-	(1,296,790.15)
7. Increase / (Decrease) in Non - Current Liabilities & Provisions	-	-
8. Increase / (Decrease) in Current Liabilities & Provisions	111,005.80	(33,604.80)
Cash Generated from Operation	2,142,931.14	3,429,055.23
Direct Taxes Paid (Net of Refunds)	-	28,613.00
Net Cash used in Operating Activities	2,142,931.14	3,400,442.23
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	(1,055,214.81)	(1,700,000.00)
Sale of Investments	-	6,500,000.00
Investment Written off	490,000.00	-
Dividend on Shares (Investment)	2,244.50	2,244.50
Purchase of Fixed Assets	-	(80,328.00)
Sale of Fixed Assets	-	3,000.00
Net Cash used in Investment Activities	(562,970.31)	4,724,916.50
C CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash used in Financing Activities	-	-
Net Increase in Cash & Cash Equivalents(A+B+C)	1,579,960.83	8,125,358.73
Cash and cash equivalents (Opening Balance)	9,537,821.55	1,412,462.82
Cash and cash equivalents (Closing Balance)	11,117,782.38	9,537,821.55
	-	-

This is the Cash Flow Statement referred to in our report of even date

For **JAIN BINOD & ASSOCIATES**
Firm Reg. No. 320231E
CHARTERED ACCOUNTANTS

For and on Behalf of the Board

Binod Kumar Jain
(Proprietor)
M.No- 055398

D.K.Patni
Director
DIN:01069986

A.Patni
Whole Time Director
DIN:07210950

Place : Kolkata
Date : 30th May, 2016

S.Arora
CFO

OCTAL CREDIT CAPITAL LIMITED

1. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Reserve Bank of India, wherever applicable.

The financial statement has been prepared under the historical cost convention using accrual method of accounting

B. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting standards generally accepted in India requires judgments, estimates and assumptions to be made that affect the reported amounts of assets and liabilities and the disclosures relating to Contingent Assets and Contingent liabilities as on the date of the financial statements and the reported amount of Revenues and Expenses during reporting period. Management believes that the estimates used in the preparation of the Financial Statements are prudent and reasonable. Actual results could differ from those estimates.

C. Fixed Assets

All Fixed Assets are stated at acquisition cost less accumulated depreciation.

D. Depreciation

Depreciation on Fixed Assets has been provided on straight-line method. Depreciation is provided on based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

E. Investments

Investments are long term in nature and are stated at cost of acquisition. In the opinion of the management, the decline in the market value of investment is temporary in nature; hence no provision for diminution in the value of investments has been made.

F. Inventories

Shares and Securities purchased for trading purpose are shown as Inventories under the head current assets and are valued at cost or market price whichever is lower.

G. Revenue Recognition

Sales

Income from Sale of Shares is recognised on the date of transaction.

Interest Income

Interest on Loan is recognised on a time proportion basis taking into account the outstanding amount and the applicable rate.

OCTAL CREDIT CAPITAL LIMITED

H. Retirement Benefits

Payment of Gratuity Act is not applicable to the company as numbers of employees are less than the minimum required for applicability of Gratuity Act.

I. Taxation

Provision of Current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rate as applicable. The deferred tax charge is recognized using the enacted tax rate. Deferred tax Assets are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

Deferred tax asset/liabilities are reviewed as at Balance sheet date based on the developments during the year and reassess assets/liabilities in terms of Accounting Standard - 22 issued by ICAI.

J. Earning Per Share (EPS)

Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 "Earnings per Share".

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

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

K. Provision, Contingent Liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the notes to financial statements.

OCTAL CREDIT CAPITAL LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

		2015-16 ₹	2014-15 ₹
2.1	SHARE CAPITAL		
	Authorised Share Capital :		
	55,00,000 Equity Shares of ₹ 10/- each	55,000,000.00	55,000,000.00
	Issued, Subscribed and Paid-up:		
	50,00,900 Equity Shares of ₹ 10/- each	50,009,000.00	50,009,000.00

2.1.1 Terms attached to Equity shares

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

2.1.2 The reconciliation of the number of shares outstanding is set out below:

Particulars	No. of Shares	No. of Shares
At the beginning of the period	5,000,900	5,000,900
Add: Issued during the period	-	-
Outstanding at the end of reporting date	5,000,900	5,000,900

2.1.3 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	No. of Shares	% held	No. of Shares	% held
Oriental Bank of Commerce	337500	6.75	337500	6.75
Patni Resources Private Limited	754800	15.09	754800	15.09

2.2 RESERVES & SURPLUS

a) Reserve Fund

Balance as per the last financial statements	1,428,041.06	1,394,551.06
Add: During the Year	178,551.00	33,490.00
Closing Balance	1,606,592.06	1,428,041.06

b) Surplus / (Deficit)

Opening Balance	438,754.86	337,367.18
Less: Deprecitation on Transition to Schedule II of the Companies Act, 2013	-	32,570.00
	438,754.86	304,797.18
Add: Profit for the Year	892,755.03	167,447.68
	1,331,509.89	472,244.86
Less: Transfer to Reserve Fund	178,551.00	33,490.00
Closing Balance	1,152,958.89	438,754.86
Total (a+ b)	2,759,550.95	1,866,795.92

2.2.1 20% of Profit after Tax has been transferred to Reserve Fund as per section 45(IC) of the RBI Act, 1934

2.3 LONG TERM PROVISIONS

Provision for NPA	625,835.00	863,062.00
-------------------	------------	------------

2.3.1 Loan given to Toorsa Tea Company (₹ 62,568/-) & to East India Transport Agency (₹ 62,817/-) has been considered as Doubtful. Hence 100% provision has been made.

2.3.2 Provision on Doubtful Debts of ₹ 5,00,450/- has been made @ 100%.

2.4 OTHER CURRENT LIABILITIES

Sundry Creditor - For Expenses	202,947.00	91,941.20
	202,947.00	91,941.20

2.5 SHORT TERM PROVISIONS

Contingent Provision Against Standard Assets	65,590.00	66,766.00
	65,590.00	66,766.00

2.5.1 Contingent Provision against Standard Assets have been provided @ 0.25% of Total Standard Assets (Loans)

OCTAL CREDIT CAPITAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 2.6

TANGIBLE ASSETS

Amount in ₹

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 01.04.15	Addition	Disposal/ Deduction	As at 31.03.16	As at 01.04.15	For the Year	Adjustment for Disposal	Retained Earning	As at 31.03.16	As at 31.03.16	As at 31.03.15
Office Equipment	1,83,064	-	-	1,83,064	70,595	39,734	-	-	1,10,329	72,735	1,12,469
Computer	2,63,402	-	-	2,63,402	1,72,512	39,026	-	-	2,11,538	51,864	90,890
Furniture & Fixtures	82,908	-	-	82,908	26,853	6,951	-	-	33,804	49,104	56,055
Total	5,29,374	-	-	5,29,374	2,69,960	85,711	-	-	3,55,671	1,73,703	2,59,414
Previous Year	7,99,000	80,328	3,49,954	5,29,374	5,11,128	76,213	3,49,951	32,570	2,69,960	2,59,414	-

On behalf of the board

D.K.Patni
Director
DIN:01069986

A.Patni
Whole Time Director
DIN:07210950

S.Arora
CFO

OCTAL CREDIT CAPITAL LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

	2015-16		2014-15	
	₹		₹	
2.7 NON - CURRENT INVESTMENTS				
(Non Trade)				
<u>Investment in Equity Instrument</u>				
a) <u>Quoted (At Cost less provision for other than temporary diminution)</u>	Quantity	Amount	Quantity	Amount
Arihant Enterprises Limited	10,000	70,000.00	-	-
Ashika Credit Capital Ltd.	28,000	700,000.00	28,000	700,000.00
Baid Mercantiles Limited	82,000	164,000.00	-	-
C.R.B Corporations Limited	2,900	2,900.00	-	-
C.R.B. Capitals Limited	100	100.00	-	-
Checons Limited	1,700	37,400.00	-	-
Consortium Vyapaar Limited	500	500.00	-	-
GMB Ceramics Limited	300	300.00	-	-
Grapco Industries Limited	7,000	7,000.00	-	-
International Construction Limited	6,900	65,550.00	-	-
Kankkinara Enterprises Limited (Form: Bhatpara Papers Limited)	33,333	-	-	-
Khaitan Chem. & Fertilisers Ltd.	44,890	382,481.16	44,890	382,481.16
Lords Chemical Limited	1,000	951.39	-	-
NCL Reserch & Financial Services Limited	31,500	448,875.00	-	-
NCL Reserch & Financial Services Limited (Bonus)	126,000	-	-	-
Quality Synthetics Limited	6,500	247,000.00	-	-
Shradha Projects Ltd.	264,600	272,893.22	264,000	264,000.00
Uniworth (I) Limited	460	285.20	-	-
Uniworth Textile Limited	75	60.00	-	-
Total (a)	647,758	2,400,295.97	336,890	1,346,481.16
b) <u>Unquoted (At Cost less provision for other than temporary diminution)</u>				
<u>In Associates</u>				
Nirmalkunj Projects Pvt Ltd (FV ₹ 10/-) (extent of holding - 26.98 % P.Y - 26.98%)	170,000	1,700,000.00	170,000	1,700,000.00
New View Consultant (P) Ltd. (FV ₹ 10/-) extent of holding - 22.74%, P.Y. - 22.74%)	558,000	1,116,000.00	558,000	1,116,000.00
<u>In Others</u>				
Trans Scan Securities (P) Ltd. (FV ₹ 10/-)	1,361,250	5,781,000.00	1,361,250	5,781,000.00
Advance Mang. Services Ltd. (FV ₹ 10/-)	-	-	5,750	115,000.00
Darkin Vincom (P) Ltd. (FV ₹ 10/-)	484,200	968,400.00	484,200	968,400.00
M.S. Finvests (P) Ltd. (FV ₹ 10/-)	108,000	333,000.00	108,000	333,000.00
Mega Markets Sh. Ltd. (FV ₹ 10/-)	-	-	5,000	375,000.00
Varanasi Commercial Limited (FV ₹ 10/-)	1,400	1,400.00	-	-
Niche Technologies Pvt Ltd (FV ₹ 10/-)	30,000	900,000.00	30,000	900,000.00
Total (b)	2,712,850	10,799,800.00	2,722,200	11,288,400.00
TOTAL (a + b)	3,360,608	13,200,095.97	3,059,090	12,634,881.16
(The Market Value of Quoted Investments as on 31.3.2016 is ₹ 96.28 Lacs and as on 31.3.2015 is ₹ 71.88 Lacs)				
2.8 DEFERRED TAX ASSETS (Net)				
On Depreciation		38,533.00		33,648.00
2.9 LONG TERM LOANS AND ADVANCES				
<u>(Unsecured , Considered Doubtful)</u>				
Loan to Others (Refer Note No. 2.3.1 & 2.3.2)		125,385.00		916,141.00
<u>(Unsecured , Considered Good)</u>				
Security Deposits		45,340.00		45,340.00
Other Advances		100,000.00		100,000.00
		270,725.00		1,061,481.00

OCTAL CREDIT CAPITAL LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

		2015-16	2014-15
		₹	₹
2.10	INVENTORIES		
	(Valued at cost or market price whichever is lower)		
	<u>In Quoted Shares</u>	Qty	Amount
		Qty	Amount
	Arihant Enterprises Limited	-	-
	Baid Mercantiles Limited	-	-
	Bala Techno Global Limited	2,000	660.00
	Balmer Lawrie Investment Limited	300	-
	Balmer Lawrie Vanleer Limited	300	4,500.00
	Chemox Lab Limited (Form :Bentoll Chemicals Limited)	100	100.00
	Kankinara Enterprises Limited (Form: Bhatpara Papers Limited)	-	-
	IM+ Capital Limited (Form : Brescon Advisors & Holdings Limited)	400	6,680.00
	C.R.B Capital Limited	-	-
	C.R.B Corporation Limited	-	-
	Checons Limited	-	-
	Consortium Vyaapar Limited	-	-
	Genus Power Infra. Limited	3,000	2,400.00
	Genus Paper & Board Limited	3,000	-
	GMB Ceramics Limited	-	-
	Goldstar Steel & Alloys Limited	160	80.00
	Grapco Industries Limited	-	-
	Hindustan Finance Management Limited	500	500.00
	International Construction Limited	-	-
	Marsons Limited	1,600	16,272.00
	Marsons Limited (Bonus)	1,400	-
	My Fair Lady Limited	19,000	3,800.00
	NCL Research & Financial Services Limited	-	-
	NCL Research & Financial Services Limited (Bonus)	-	-
	Precision Fastner Limited	500	500.00
	Quality Synthetics Limited	-	-
	The Scottish Assam (India) Limited	21,398	432,239.60
	Shradha Projects Limited	-	-
	Skyline NEPC Limited	1,000	1,700.00
	Spentex Industries Limited	1,000	2,900.00
	Uniworth India Limited	-	-
	Uniworth Textile Limited	-	-
	Varanasi Commercial Limited	-	-
		<u>55,658</u>	<u>472,331.60</u>
		<u>350,826</u>	<u>1,503,889.41</u>
2.11	TRADE RECEIVABLES		
	<u>(Unsecured , Considered Doubtful)</u>		
	For more than six months (Refer Note No. 2.3.2)	500,450.00	500,450.00
		<u>500,450.00</u>	<u>500,450.00</u>
2.12	CASH AND CASH EQUIVALENTS		
	<u>Cash and Cash Equivalents</u>		
	<u>Balance with Banks:</u>		
	On Current Account	1,957,323.08	9,383,685.75
	Cheques in Hand	-	7,200.00
	Cash in hand (As certified by the Management)	660,459.30	146,935.80
	<u>Other Bank Balances</u>		
	Fixed Deposit (with Original Maturity of Less than 12 months)□	8,500,000.00	-
	Total Cash & Bank Balances	<u>11,117,782.38</u>	<u>9,537,821.55</u>

OCTAL CREDIT CAPITAL LIMITED**Notes on Financial Statements for the Year ended 31st March, 2016**

	2015-16 ₹	2014-15 ₹
2.13		
SHORT TERM LOANS AND ADVANCES		
<u>Loans</u>		
To Others (Unsecured, Considered Good)	26,235,912.00	26,706,390.00
<u>Advances (Unsecured, Considered Good)</u>		
Accrued Interest on Fixed Deposits	256,843.00	-
Balances with Revenue Authorities (Net of provision of Rs. 1,51,106/- Prev. Year Rs. 74,412/-)	1,136,587.00	512,711.00
MAT Credit Entitlement	230,735.00	108,242.00
Prepaid Expenses	9,225.00	2,383.00
Other Advances	20,000.00	36,254.00
	<u>27,889,302.00</u>	<u>27,365,980.00</u>

On behalf of the board

D.K.Patni
Director
DIN:01069986

A.Patni
Whole Time Director
DIN:07210950

S.Arora
CFO

OCTAL CREDIT CAPITAL LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

	2015-16	2014-15
	₹	₹
2.14 REVENUE FROM OPERATIONS		
<u>Sale Of Products</u>		
Sale of Share & Securities	-	835,566.84
<u>Interest</u>		
Interest on Loan (Tds ₹ 2,50,597/-, Prev. Year ₹ 2,75,431/-)	2,876,759.00	3,127,840.00
Interest on F. D. (Tds ₹ 64,260/-, Prev. Year ₹ NIL/-)	642,595.00	-
	3,519,354.00	3,963,406.84
2.15 OTHER INCOME		
a) <u>Interest Income</u>		
Interest on Income Tax Refund	31,512.00	23,027.00
Interest on Security Deposit	1,831.80	-
b) <u>Dividend Income</u>		
Dividend on Stock in Trade	69,144.00	71,604.00
Dividend on Non Current Investment	2,244.50	2,244.50
c) <u>Other Non-Operating Income</u>		
Provision for Standard Assets - Written back	1,176.00	13,914.00
Provision for NPA now Written back	237,227.00	-
Profit / (Loss) on Sale of Fixed Assets	-	2,997.00
Profit on Sale of Investment	-	2,500,000.00
	343,135.30	2,613,786.50
2.16 PURCHASE OF STOCK IN TRADE		
Shares & Securities	-	1,649,678.52
2.17 (INCREASE) / DECREASE IN THE INVENTORIES		
Inventories at the beginning of the year	1,503,889.41	2,970,214.41
Less: Transfer to Investments	1,055,214.81	-
	448,674.60	2,970,214.41
Less: Inventories at the end of the year	472,331.60	1,503,889.41
	(23,657.00)	1,466,325.00
2.18 EMPLOYEE BENEFIT EXPENSES		
Salary & Bonus	441,240.00	392,400.00
	441,240.00	392,400.00

* Includes Director Remuneration ₹ 60,000/- (Prev. Year ₹ 60,000/-)

OCTAL CREDIT CAPITAL LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

	2015-16	2014-15
	₹	₹
2.19 DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation	85,711.00	76,213.00
	<u>85,711.00</u>	<u>76,213.00</u>
2.20 OTHER EXPENSES		
a) Rates and taxes, excluding, taxes on income	23,902.00	26,386.00
b) <u>Payment to Auditors</u>		
As Audit Fees	15,000.00	15,000.00
c) Miscellaneous expenses	343,842.87	291,456.14
d) Rent	432,000.00	72,000.00
e) Repair & Maintenance	50,879.60	59,431.00
f) Provision for NPA	-	79,075.00
g) Professional Fees	32,185.00	1,099,216.00
h) Listing Fee (Stock Exchanges)	236,518.00	728,093.00
i) Business Promotion Expenses	-	487,680.00
j) Electricity Expenses	56,241.80	44,360.00
	<u>1,190,569.27</u>	<u>2,902,697.14</u>
2.21 TAX EXPENSE		
a) <u>CURRENT TAX</u>		
Provision for Income Tax	122,493.00	28,613.00
Less: MAT Credit Entitlement	122,493.00	28,613.00
	<u>-</u>	<u>-</u>
2.22 EXCEPTIONAL ITEMS		
Investment Written off	490,000.00	-
Baddebts	790,756.00	-
	<u>1,280,756.00</u>	<u>-</u>
2.23 EARNING PER SHARE (BASIC/DILUTED)		
Net Profit as per Profit & Loss Statement	892,755.03	167,447.68
Number of Equity Shares	5,000,900	5,000,900
Earning per Share (Basic/ Diluted)	0.18	0.03

On behalf of the board

D.K.Patni
Director
DIN:01069986

A.Patni
Whole Time Director
DIN:07210950

S.Arora
CFO

OCTAL CREDIT CAPITAL LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

- 2.24 The Company has complied with the prudential norms as per NBFC's (Reserve Bank) Directions 1998 with regard to Income Recognition, Assets Classification, Accounting Standard and Provision for Bad & Doubtful Debts as applicable to it. Schedule in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is annexed hereto separately
- 2.25 Provision of Current Tax is made with reference to taxable income computed for the accounting period for which the financial statement are prepared by applying the tax rates as applicable. The deferred tax charge is recognized using the enacted tax rate. Deferred Tax Asset/Liabilities are reviewed as at balance sheet date based on the development during the year and reassess realization/Liabilities in terms of AS-22 Issued by ICAI.

Components	Deferred Tax Asset as at 01.04.2015	Originated (Reversed) / During the year	Deferred Tax Asset as at 31.03.2016
Depreciation	33,648.00	4,885.00	38,533.00

2.26 **Related Party Disclosure :**

Related party disclosures as required by AS-18 - 'Related Party Disclosure' are given below:

Key Management Personnel (KMP) : Mr. Dilip Kumar Patni, Mrs. Payal Bhutoria & Mr. J. M. Saraogi (Resigned wef 29.03.2016), Mr. Shyam Arora (CFO)

b) Transaction with Related Parties

(Amount in ₹)

Name of the Party	Relationship	Nature of Transaction	Volume of Transaction		Outstanding as on	
			15-16	14-15	31.03.2016	31.03.2015
Mr J.M.Saraogi	KMP	Salary	60,000.00	60,000.00	--	--
Mrs. Payal Bhutoria	Company Secretary	Salary	1,20,000.00	1,20,000.00	39,640.00 (Cr)	--
Mr. Shyam Arora	CFO	Salary	1,43,240.00	1,27,400.00	--	--
Mrs. Anjana Devi Jain	Relative of KMP	Rent	24,000.00	24,000.00	--	--
Mrs. Preeti Patni	Relative of KMP	Rent	24,000.00	24,000.00	24,000.00 (Cr)	--
Mrs. Sunita Devi Patni	Relative of KMP	Rent	24,000.00	24,000.00	--	--
Nirmalkunj Projects Private Limited	Associate	Investment	--	17,00,000.00	--	--
New View Consultants Private Limited	Associate	Loan Given Loan Repaid Interest Rec	15,50,000.00 15,50,000.00 20,787.00	-- -- --	18,708 (Dr)	--
Niche Technologies Private Limited	KMP having Significant Influence	Professional Fee	19,346.00	17,003.00	--	--
Trans Scan Securities (P) Ltd.	KMP having Significant Influence	Brokerage & Transaction Charges	--	280.20	--	--

OCTAL CREDIT CAPITAL LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

- 2.27 Management has determined that there were no balances outstanding as at the beginning of the year and no transactions entered with Micro, Small and Medium Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, during the current year, based on the information available with the Company as at March 31, 2016.
- 2.28 The Company has received Order Under Section 143(3) of the Income Tax Act, 1961 for the financial year 2011-12 (Asst Year 2012-2013) in which certain additions were made by the income tax department while computing the tax liability of the company and accordingly demand of ₹ 8.40 Lacs has been raised by the Authority. But an appeal has been preferred by the Company with CIT(Appeals) for defending the case and management is hoping that the case will be decided in the favour of the company, so no provision has been made in regard to demand raised by the Income Tax Department. Subsequently, the Company has paid ₹ 4.00 Lacs (under protest) to the Income Tax Department.

2.29 **Information about Primary Business Segment:**

(₹ in Lacs)

Particulars	Current Year			Previous Year		
	Shares	Loan	Total	Shares	Loan	Total
A: REVENUE						
Total Revenue	--	35.19	35.19	8.36	31.28	39.64
B: RESULT						
Segment Result	0.24	35.19	35.43	(22.80)	31.28	8.48
Less: Unallocated Corporate Expenses net of unallocated income	--	--	26.55	--	--	7.58
Operating Profit	--	--	8.88	--	--	0.90
Tax Expenses	--	--	(0.05)	--	--	0.77
Net Profit	--	--	8.93	--	--	1.67
C: OTHER INFORMATION						
Segment Assets	141.72	263.61	405.33	146.39	276.22	422.61
Unallocated Corporate Assets			131.30			106.37
Total Assets			536.63			528.98
Segment Liabilities	5.00	1.91	6.91	5.00	4.30	9.30
Unallocated Corporate Liabilities			2.03			0.92
Total Liabilities			8.94			10.22
Depreciation			0.86			0.76
Non-cash Expenses other than depreciation			12.80			0.79

2.30 Previous year figures have been regrouped and/or rearranged wherever necessary.

As per our report of even date.

For JAIN BINOD & ASSOCIATES

Firm's Reg. No. 320231E

CHARTERED ACCOUNTANTS

Binod Kumar Jain

(Proprietor)

M.No - 055398

Place: Kolkata

Date: The 30th Day of May, 2016.

On behalf of the Board

D.K.Patni

Director

DIN: 01069986

S.Arora

CFO

Arihant Patni

Whole Time Director

DIN:07210950

JAIN BINOD & ASSOCIATES

CHARTERED ACCOUNTANTS

Email ID: jainkrbinod1@yahoo.co.in
Contact No. (033) 22100191 / (91) 9830027203

1, R. N. Mukherjee Road,
Martin Burn, 5th Floor, Room No. 32B,
Kolkata – 700 001

Independent Auditor's Report

To
The Members of
OCTAL CREDIT CAPITAL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Financial Statements of **OCTAL CREDIT CAPITAL LIMITED** (hereinafter referred to as "the Company") and its associates comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated 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 Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated 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 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 consolidated 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 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 consolidated

JAIN BINOD & ASSOCIATES

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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 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 Company as at March 31, 2016 and its associates, and their Consolidated Profit and their Consolidated Cash Flows for the year ended on that date.

Other Matters

The Consolidated Financial Statement includes the Groups share of Profit of ₹ 1,49,568.87 for the financial year ended 31st March 2016, as considered in the consolidated financial statements, in respect of 2 associates, whose financial statements have not been audited by us. The aforesaid financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

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

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b. in our opinion proper books of accounts, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors;

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- c. 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 relevant books of accounts maintained for the purpose of the consolidated financial statements;
- 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 of the Company as on 31st March, 2016 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Company and its associate company incorporated in India is disqualified as on 31st 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 A" which is based on the auditors report of the Company and its associate companies incorporated in India.
- 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 has disclosed the impact of pending litigations on its financial position in its consolidated financial statement - Note No. 2.29 to the Consolidated Financial Statements.
 - ii. The Company does 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 **JAIN BINOD & ASSOCIATES**
Firm Reg. No. 320231E
Chartered Accountants

Place : 1, R. N. Mukherjee Road, Kolkata - 700 001

Date: The 30th Day of May, 2016

Binod Kumar Jain
(Proprietor)
Membership No. 055398

JAIN BINOD & ASSOCIATES

CHARTERED ACCOUNTANTS

Email ID: jainkrbinod1@yahoo.co.in

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“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of OCTAL CREDIT CAPITAL 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 OCTAL CREDIT CAPITAL LIMITED and its associates 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 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 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 Company’s internal financial controls system over financial reporting.

JAIN BINOD & ASSOCIATES

CHARTERED ACCOUNTANTS

Email ID: jainkrbinod1@yahoo.co.in

Contact No. (033) 22100191 / (91) 9830027203

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Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Other Matters

Our aforesaid report under Section 143(3)(i) of the act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 2 associate companies which are incorporated in India, is based on the corresponding standalone report of the auditors, as applicable, of such companies incorporated in India.

For JAIN BINOD & ASSOCIATES
Firm Reg. No. 320231E
Chartered Accountants

Place : 1, R. N. Mukherjee Road, Kolkata – 700 001

Date: The 30th Day of May, 2016

Binod Kumar Jain
(Proprietor)
Membership No. 055398

OCTAL CREDIT CAPITAL LIMITED

Consolidated Balance Sheet as at 31st March, 2016

(Amount in ₹)

Particulars	Note No.	As at 31st March 2016
EQUITY AND LIABILITIES		
<u>Shareholders' Funds</u>		
Share Capital	2.1	5,00,09,000.00
Reserves and Surplus	2.2	77,24,638.95
<u>Non-Current Liabilities</u>		
Long term Provisions	2.3	6,25,835.00
<u>Current Liabilities</u>		
Other Current Liabilities	2.4	2,02,947.00
Short Term Provisions	2.5	65,590.00
Total		5,86,28,010.95
ASSETS		
<u>Non - Current Assets</u>		
Fixed Assets		
Tangible Assets	2.6	1,73,703.00
Non-Current Investments	2.7	1,81,65,183.97
Deferred Tax Asset (Net)	2.8	38,533.00
Long Term Loans and Advances	2.9	2,70,725.00
<u>Current Assets</u>		
Inventories	2.10	4,72,331.60
Trade Receivables	2.11	5,00,450.00
Cash and Cash Equivalents	2.12	1,11,17,782.38
Short-term Loans and advances	2.13	2,78,89,302.00
Total		5,86,28,010.95
Significant Accounting Policies	1	
Notes on Consolidated Financial Statements	2	-

Notes referred to above form an integral part of consolidated financial statements

As per attached report on even date

For **JAIN BINOD & ASSOCIATES**

Firm Reg. No. 320231E

CHARTERED ACCOUNTANTS

Binod Kumar Jain

(Proprietor)

M.No- 055398

Place : Kolkata

Date : 30th May, 2016

For and on behalf of the Board

D.K.Patni

Director

DIN:01069986

S.Arora

CFO

A.Patni

Whole Time Director

DIN:07210950

OCTAL CREDIT CAPITAL LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	2015-2016 ₹
A: <u>CASH FLOW FROM OPERATING ACTIVITIES</u>	
Net Profit/ (Loss) Adjustment before Tax & Extra Ordinary items	8,87,870.03
<u>Add/Less Adjustment for:</u>	
Depreciation	85,711.00
Dividend on Shares (Investment)	(2,244.50)
Provision for Non Performing Assets	(2,37,227.00)
Provision for Standard Asset No Longer Required Written Back	(1,176.00)
Operating Profit before Working Capital Changes	7,32,933.53
Add/Less:- Adjustment for:	
1. (Increase) / Decrease in Inventories	10,31,557.81
2. (Increase) / Decrease in Long Term Loans & Advances	7,90,756.00
3. (Increase) / Decrease in Short Term Loans & Advances	(5,23,322.00)
4. Increase / (Decrease) in Current Liabilities & Provisions	1,11,005.80
Cash Generated from Operation	21,42,931.14
Direct Taxes Paid (Net of Refunds)	-
Net Cash used in Operating Activities	21,42,931.14
B: <u>CASH FLOW FROM INVESTING ACTIVITIES</u>	
Purchase of Investments	(10,55,214.81)
Investment Written off	4,90,000.00
Dividend on Shares (Investment)	2,244.50
Net Cash used in Investment Activities	(5,62,970.31)
C: <u>CASH FLOW FROM FINANCING ACTIVITIES</u>	
Net Cash used in Financing Activities	-
Net Increase in Cash & Cash Equivalent(A+B+C)	15,79,960.83
Cash and cash equivalents (Opening Balance)	95,37,821.55
Cash and cash equivalents (Closing Balance)	1,11,17,782.38
	-

This is the Cash Flow Statement referred to in our report of even date

For **JAIN BINOD & ASSOCIATES**

Firm Reg. No. 320231E

CHARTERED ACCOUNTANTS

Binod Kumar Jain

(Proprietor)

M.No- 055398

Place : Kolkata

Date : 30th May, 2016

For and on Behalf of the Board

D.K.Patni

Director

DIN:01069986

A.Patni

Whole Time Director

DIN:07210950

S.Arora

CFO

OCTAL CREDIT CAPITAL LIMITED

1. SUMMARY OF CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The consolidated financial statements have been prepared in accordance with the Accounting Standard (AS) - 23 on "Accounting for Investments in Associates in Consolidated Financial Statements".
- 1.2 The consolidated financial statements relates to The Holding Company and its associates. The details are as given below:-

Name of Associates	New View Consultants Private Limited	Nirmalkunj Projects Private Limited
Country Of Incorporation	India	India
Proportion of Ownership Interest	22.74%	26.98%

1.3 Consolidation Process

Investment in Associates are accounted in accordance with AS-23 on "Accounting for Investments in Associates in Consolidated Financial Statements", under equity method. The difference between cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.

1.4 Other Significant Accounting Policies

A. Basis of Preparation of Financial Statements

The Consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Reserve Bank of India, wherever applicable.

The Consolidated financial statement has been prepared under the historical cost convention using accrual method of accounting

B. Use of Estimates

The preparation of Consolidated financial statements in conformity with generally accepted accounting standards generally accepted in India requires judgments, estimates and assumptions to be made that affect the reported amounts of assets and liabilities and the disclosures relating to Contingent Assets and Contingent liabilities as on the date of the financial statements and the reported amount of Revenues and Expenses during reporting period. Management believes that the estimates used in the preparation of the Consolidated Financial Statements are prudent and reasonable. Actual results could differ from those estimates.

C. Fixed Assets

All Fixed Assets are stated at acquisition cost less accumulated depreciation.

D. Depreciation

Depreciation on Fixed Assets has been provided on straight-line method. Depreciation is provided on based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

E. Investments

Investments are long term in nature and are stated at cost of acquisition. In the opinion of the management, the decline in the market value of investment is temporary in nature; hence no provision for diminution in the value of investments has been made.

OCTAL CREDIT CAPITAL LIMITED

F. Inventories

Shares and Securities purchased for trading purpose are shown as Inventories under the head current assets and are valued at cost or market price whichever is lower.

G. Revenue Recognition

Sales

Income from Sale of Shares is recognised on the date of transaction.

Interest Income

Interest on Loan is recognised on a time proportion basis taking into account the outstanding amount and the applicable rate.

H. Retirement Benefits

Payment of Gratuity Act is not applicable to the company as numbers of employees are less than the minimum required for applicability of Gratuity Act.

I. Taxation

Provision of Current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rate as applicable. The deferred tax charge is recognized using the enacted tax rate. Deferred tax Assets are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

Deferred tax asset/liabilities are reviewed as at Balance sheet date based on the developments during the year and reassess assets/liabilities in terms of Accounting Standard - 22 issued by ICAI.

J. Earning Per Share (EPS)

Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 "Earnings per Share".

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

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

K. Provision, Contingent Liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the notes to financial statements.

OCTAL CREDIT CAPITAL LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

		2015-16									
		₹									
2.1	SHARE CAPITAL										
	Authorised Share Capital :										
	55,00,000 Equity Shares of ₹ 10/- each	5,50,00,000.00									
	Issued, Subscribed and Paid-up:										
	50,00,900 Equity Shares of ₹ 10/- each	5,00,09,000.00									
2.1.1	Terms attached to Equity shares										
	The company has only one class of shares having par value of ₹ 10/- per share. Each holder of Equity shares is entitled to one vote per share.										
2.1.2	The reconciliation of the number of shares outstanding is set out below:										
	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;">Particulars</th> <th style="width: 20%;">No. of Shares</th> </tr> </thead> <tbody> <tr> <td>At the beginning of the period</td> <td style="text-align: right;">50,00,900</td> </tr> <tr> <td>Add: Issued during the period</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Outstanding at the end of reporting date</td> <td style="text-align: right;">50,00,900</td> </tr> </tbody> </table>	Particulars	No. of Shares	At the beginning of the period	50,00,900	Add: Issued during the period	-	Outstanding at the end of reporting date	50,00,900		
Particulars	No. of Shares										
At the beginning of the period	50,00,900										
Add: Issued during the period	-										
Outstanding at the end of reporting date	50,00,900										
2.1.3	The details of Shareholders holding more than 5% shares :										
	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Name of the Shareholder</th> <th style="width: 20%;">No. of Shares</th> <th style="width: 20%;">% held</th> </tr> </thead> <tbody> <tr> <td>Oriental Bank of Commerce</td> <td style="text-align: right;">337500</td> <td style="text-align: right;">6.75</td> </tr> <tr> <td>Patni Resources Private Limited</td> <td style="text-align: right;">754800</td> <td style="text-align: right;">15.09</td> </tr> </tbody> </table>	Name of the Shareholder	No. of Shares	% held	Oriental Bank of Commerce	337500	6.75	Patni Resources Private Limited	754800	15.09	
Name of the Shareholder	No. of Shares	% held									
Oriental Bank of Commerce	337500	6.75									
Patni Resources Private Limited	754800	15.09									
2.2	RESERVES & SURPLUS										
a)	Reserve Fund										
	Balance as per the last financial statements	14,28,041.06									
	Add: Share of Post Acquisition Reserves of Associates upto 31.03.2015	48,941.00									
	Add: During the Year	1,78,551.00									
	Closing Balance	16,55,533.06									
b)	Securities Premium Account										
	Balance as per the last financial statements	-									
	Add: Share of Post Acquisition Reserves of Associates upto 31.03.2015	55,71,245.00									
	Closing Balance	55,71,245.00									
c)	Surplus / (Deficit)										
	Opening Balance	4,38,754.86									
	Less: Deprecitation on Transition to Schedule II of the Companies Act, 2013	-									
		4,38,754.86									
	Add: Profit for the Year	10,42,323.90									
	Add: Share of Post Acquisition Profit/(Loss) of Associates upto 31.03.2015	(8,04,666.87)									
		6,76,411.89									
	Less: Transfer to Reserve Fund	1,78,551.00									
	Closing Balance	4,97,860.89									
	Total (a+ b+c)	77,24,638.95									
2.2.1	20% of Profit after Tax has been transferred to Reserve Fund as per section 45(IC) of the RBI Act, 1934										

OCTAL CREDIT CAPITAL LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

		2015-16
		₹
2.3	LONG TERM PROVISIONS	
	Provision for NPA	6,25,835.00
2.3.1	Loan given to Toorsa Tea Company (₹ 62,568/-) & to East India Transport Agency (₹ 62,817/-) has been considered as Doubtful. Hence 100% provision has been made.	
2.3.2	Provision on Doubtful Debts of ₹ 5,00,450/- has been made @ 100%.	
2.4	OTHER CURRENT LIABILITIES	
	Sundry Creditor - For Expenses	2,02,947.00
		2,02,947.00
2.5	SHORT TERM PROVISIONS	
	Contingent Provision Against Standard Assets	65,590.00
		65,590.00
2.5.1	Contingent Provision against Standard Assets have been provided @ 0.25% of Total Standard Assets (Loans)	
2.7	NON - CURRENT INVESTMENTS	
	(Non Trade)	
	<u>Investment in Equity Instrument</u>	
a)	<u>Quoted (At Cost less provision for other than temporary diminution)</u>	
		Quantity
		Amount
	Arihant Enterprises Limited	10,000
	Ashika Credit Capital Ltd.	28,000
	Baid Mercantiles Limited	82,000
	C.R.B Corporations Limited	2,900
	C.R.B. Capitals Limited	100
	Checons Limited	1,700
	Consortium Vyapaar Limited	500
	GMB Ceramics Limited	300
	Grapco Industries Limited	7,000
	International Construction Limited	6,900
	Kankkinara Enterprises Limited (Form: Bhatpara Papers Limited)	33,333
	Khaitan Chem. & Fertilisers Ltd.	44,890
	Lords Chemical Limited	1,000
	NCL Reserch & Financial Services Limited	31,500
	NCL Reserch & Financial Services Limited (Bonus)	1,26,000
	Quality Synthetics Limited	6,500
	Shradha Projects Ltd.	2,64,600
	Uniworth (I) Limited	460
	Uniworth Textile Limited	75
	Total (a)	6,47,758
		24,00,295.97
b)	<u>Unquoted (At Cost less provision for other than temporary diminution)</u>	
	<u>In Associates</u>	
	(includes Goodwill of ₹ 9,104/-)	1,70,000
		16,91,635.00
	New View Consultant (P) Ltd.(FV ₹ 10/-) (includes Capital Reserve of ₹ 4,14,08,435/-)	5,58,000
		60,89,453.00

OCTAL CREDIT CAPITAL LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

		2015-16
		₹
<u>In Others</u>		
Trans Scan Securities (P) Ltd. (FV ₹ 10/-)	13,61,250	57,81,000.00
Darkin Vincom (P) Ltd. (FV ₹ 10/-)	4,84,200	9,68,400.00
M.S. Finvests (P) Ltd. (FV ₹ 10/-)	1,08,000	3,33,000.00
Varanasi Commercial Limited (FV ₹ 10/-)	1,400	1,400.00
Niche Technologies Pvt Ltd (FV ₹ 10/-)	30,000	9,00,000.00
Total (b)	27,12,850	1,57,64,888.00
TOTAL (a + b)	33,60,608	1,81,65,183.97
(The Market Value of Quoted Investments as on 31.3.2016 is ₹ 96.28 Lacs)		
2.8	DEFERRED TAX ASSETS (Net)	
	On Depreciation	38,533.00
2.9	LONG TERM LOANS AND ADVANCES	
	<u>(Unsecured , Considered Doubtful)</u>	
	Loan to Others (Refer Note No. 2.3.1 & 2.3.2)	1,25,385.00
	<u>(Unsecured , Considered Good)</u>	
	Security Deposits	45,340.00
	Other Advances	1,00,000.00
		2,70,725.00
2.10	INVENTORIES	
	(Valued at cost or market price whichever is lower)	
	<u>In Quoted Shares</u>	
	Qty	Amount
	Bala Techno Global Limited	2,000 660.00
	Balmer Lawrie Investment Limited	300 -
	Balmer Lawrie Vanleer Limited	300 4,500.00
	Chemox Lab Limited (Form :Bentoll Chemicals Limited)	100 100.00
	IM+ Capital Limited (Form : Brescon Advisors & Holdings Limited)	400 6,680.00
	Genus Power Infra. Limited	3,000 2,400.00
	Genus Paper & Board Limited	3,000 -
	Goldstar Steel & Alloys Limited	160 80.00
	Hindustan Finance Management Limited	500 500.00
	Marsons Limited	1,600 16,272.00
	Marsons Limited (Bonus)	1,400 -
	My Fair Lady Limited	19,000 3,800.00
	Precision Fastner Limited	500 500.00
	The Scottish Assam (India) Limited	21,398 4,32,239.60
	Skyline NEPC Limited	1,000 1,700.00
	Spentex Industries Limited	1,000 2,900.00
		55,658 4,72,331.60
2.11	TRADE RECEIVABLES	
	<u>(Unsecured , Considered Doubtful)</u>	
	For more than six months (Refer Note No. 2.3.2)	5,00,450.00
		5,00,450.00

OCTAL CREDIT CAPITAL LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2.6

TANGIBLE ASSETS

Amount in ₹

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.15	Addition	Disposal/ Deduction	As at 31.03.16	As at 01.04.15	For the Year	Adjustment for Disposal	As at 31.03.16	As at 31.03.16	As at 31.03.15
Office Equipment	1,83,064	-	-	1,83,064	70,595	39,734	-	1,10,329	72,735	1,12,469
Computer	2,63,402	-	-	2,63,402	1,72,512	39,026	-	2,11,538	51,864	90,890
Furniture & Fixtures	82,908	-	-	82,908	26,853	6,951	-	33,804	49,104	56,055
Total	5,29,374	-	-	5,29,374	2,69,960	85,711	-	3,55,671	1,73,703	2,59,414

For and on behalf of the Board

D.K.Patni

Director

DIN:01069986

A.Patni

Whole Time Director

DIN:07210950

S. Arora

CFO

OCTAL CREDIT CAPITAL LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

	2015-16
	₹
2.12	CASH AND CASH EQUIVALENTS
	<u>Cash and Cash Equivalents</u>
	<u>Balance with Banks:</u>
	On Current Account 19,57,323.08
	Cash in hand (As certified by the Management) 6,60,459.30
	<u>Other Bank Balances</u>
	Fixed Deposit (with Original Maturity of Less than 12 months)□ 85,00,000.00
	Total Cash & Bank Balances <u>1,11,17,782.38</u>
2.13	SHORT TERM LOANS AND ADVANCES
	<u>Loans</u>
	To Others (Unsecured, Considered Good) 2,62,35,912.00
	<u>Advances (Unsecured, Considered Good)</u>
	Accrued Interest on Fixed Deposits 2,56,843.00
	Balances with Revenue Authorities 11,36,587.00
	(Net of provision of Rs. 1,51,106/-)
	MAT Credit Entitlement 2,30,735.00
	Prepaid Expenses 9,225.00
	Other Advances 20,000.00
	<u>2,78,89,302.00</u>

For and on behalf of the Board

D.K.Patni
Director
DIN:01069986

A.Patni
Whole Time Director
DIN:07210950

S.Arora
CFO

OCTAL CREDIT CAPITAL LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

	2015-16
	₹
2.14 REVENUE FROM OPERATIONS	
<u>Interest</u>	
Interest on Loan (Tds ₹ 2,50,597/-)	28,76,759.00
Interest on F. D. (Tds ₹ 64,260/-)	6,42,595.00
	<u>35,19,354.00</u>
2.15 OTHER INCOME	
a) <u>Interest Income</u>	
Interest on Income Tax Refund	31,512.00
Interest on Security Deposit	1,831.80
b) <u>Dividend Income</u>	
Dividend on Stock in Trade	69,144.00
Dividend on Non Current Investment	2,244.50
c) <u>Other Non-Operating Income</u>	
Provision for Standard Assets - Written back	1,176.00
Provision for NPA now Written back	2,37,227.00
	<u>3,43,135.30</u>
2.16 PURCHASE OF STOCK IN TRADE	
Shares & Securities	<u>-</u>
2.17 (INCREASE) / DECREASE IN THE INVENTORIES	
Inventories at the beginning of the year	15,03,889.41
Less: Transfer to Investments	10,55,214.81
	<u>4,48,674.60</u>
Less: Inventories at the end of the year	4,72,331.60
	<u>(23,657.00)</u>
2.18 EMPLOYEE BENEFIT EXPENSES	
Salary & Bonus	4,41,240.00
	<u>4,41,240.00</u>
* Includes Director Remuneration ₹ 60,000/-	
2.19 DEPRECIATION AND AMORTIZATION EXPENSES	
Depreciation	85,711.00
	<u>85,711.00</u>

OCTAL CREDIT CAPITAL LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

	2015-16
	₹
2.20 OTHER EXPENSES	
a) Rates and taxes, excluding, taxes on income	23,902.00
b) <u>Payment to Auditors</u>	
As Audit Fees	15,000.00
c) Miscellaneous expenses	3,43,842.87
d) Rent	4,32,000.00
e) Repair & Maintenance	50,879.60
f) Professional Fees	32,185.00
g) Listing Fee (Stock Exchanges)	2,36,518.00
h) Electricity Expenses	56,241.80
	<u>11,90,569.27</u>
2.21 TAX EXPENSE	
a) <u>CURRENT TAX</u>	
Provision for Income Tax	1,22,493.00
Less: MAT Credit Entitlement	1,22,493.00
	<u>-</u>
2.22 EXCEPTIONAL ITEMS	
Investment Written off	4,90,000.00
Baddebts	7,90,756.00
	<u>12,80,756.00</u>
2.23 EARNING PER SHARE (BASIC/DILUTED)	
Net Profit as per Profit & Loss Statement	10,42,323.90
Number of Equity Shares	50,00,900
Earning per Share (Basic/ Diluted)	0.21

For and on behalf of the Board

D.K.Patni
Director
DIN:01069986

A.Patni
Whole Time Director
DIN:07210950

S.Arora
CFO

OCTAL CREDIT CAPITAL LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

NOTE 2.24

Additional information, as required under schedule III to the Companies Act 2013, of enterprises consolidated as Associates:

Name of the Enterprise	Net Assets i.e. Total assets minus Total liabilities		Share in Profit or loss	
	As % of consolidated net assets	Amount (₹)	As % of consolidated profit or loss	Amount (₹)
Associates (Investment as per the equity method)				
<u>Indian</u>				
New View Consultant Private Limited	10.55%	60,89,453.00	12.25%	1,27,726.94
Nirmalkunj Projects Private Limited	2.91%	16,82,531.00	2.10%	21,841.93

OCTAL CREDIT CAPITAL LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

- 2.25 The Company has complied with the prudential norms as per NBFC's (Reserve Bank) Directions 1998 with regard to Income Recognition, Assets Classification, Accounting Standard and Provision for Bad & Doubtful Debts as applicable to it. Schedule in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is annexed hereto separately
- 2.26 Provision of Current Tax is made with reference to taxable income computed for the accounting period for which the consolidated financial statement are prepared by applying the tax rates as applicable. The deferred tax charge is recognized using the enacted tax rate. Deferred Tax Asset/Liabilities are reviewed as at balance sheet date based on the development during the year and reassess realization/Liabilities in terms of AS-22 Issued by ICAI.

Components	Deferred Tax Asset as at 01.04.2015	Originated / (Reversed) During the year	Deferred Tax Asset as at 31.03.2016
Depreciation	33,648.00	4,885.00	38,533.00

2.27 **Related Party Disclosure :**

Related party disclosures as required by AS-18 – 'Related Party Disclosure' are given below:

Key Management Personnel (KMP): Mr. Dilip Kumar Patni, Mrs. Payal Bhutoria & Mr. J. M. Saraogi (Resigned w.e.f 29.03.2016), Mr. Shyam Arora (CFO)

b) Transaction with Related Parties

(Amount in ₹)

Name of the Party	Relationship	Nature of Transaction	Volume of Transaction 2015-16	Outstanding as on 31.03.2016
Mr J.M.Saraogi	KMP	Salary	60,000.00	--
Mrs. Payal Bhutoria	Company Secretary	Salary	1,20,000.00	39,640.00 (Cr)
Mr. Shyam Arora	CFO	Salary	1,43,240.00	--
Mrs. Anjana Devi Jain	Relative of KMP	Rent	24,000.00	--
Mrs. Preeti Patni	Relative of KMP	Rent	24,000.00	24,000.00 (Cr)
Mrs. Sunita Devi Patni	Relative of KMP	Rent	24,000.00	--
Nirmalkunj Projects Private Limited	Associate	Investment	--	--
New View Consultants Private Limited	Associate	Loan Given Loan Repaid Interest Rec	15,50,000.00 15,50,000.00 20,787.00	18,708 (Dr)
Niche Technologies Private Limited	KMP having Significant Influence	Professional Fee	19,346.00	--
Trans Scan Securities (P) Ltd.	KMP having Significant Influence	Brokerage & Transaction Charges	--	--

- 2.28 Management has determined that there were no balances outstanding as at the beginning of the year and no transactions entered with Micro, Small and Medium Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, during the current year, based on the information available with the Company as at March 31, 2016.

OCTAL CREDIT CAPITAL LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

2.29 The Company has received Order Under Section 143(3) of the Income Tax Act, 1961 for the financial year 2011-12 (Asst Year 2012-2013) in which certain additions were made by the income tax department while computing the tax liability of the company and accordingly demand of ₹ 8.40 Lacs has been raised by the Authority. But an appeal has been preferred by the Company with CIT(Appeals) for defending the case and management is hoping that the case will be decided in the favour of the company, so no provision has been made in regard to demand raised by the Income Tax Department. Subsequently, the Company has paid ₹ 4.00 Lacs (under protest) to the Income Tax Department.

2.30 **Information about Primary Business Segment:**

(₹ in Lacs)

<u>Particulars</u>	Current Year		
	Shares	Loan	Total
A: REVENUE			
Total Revenue	--	35.19	35.19
B: RESULT			
Segment Result	0.24	35.19	35.43
Less: Unallocated Corporate Expenses net of unallocated income			26.55
Operating Profit			8.88
Less: Tax Expenses			(0.05)
Net Profit			8.93
C: OTHER INFORMATION			
Segment Assets	186.36	263.61	449.97
Unallocated Corporate Assets			136.30
Total Assets			586.27
Segment Liabilities	--	1.91	1.91
Unallocated Corporate Liabilities			7.03
Total Liabilities			8.94
Depreciation			0.86
Non-cash Expenses other than depreciation			12.80

2.31 This is the first occasion that consolidated financial statement are presented, therefore comparative figures for the previous period need not be presented.

As per our report of even date.

For JAIN BINOD & ASSOCIATES

Firm's Reg. No. 320231E

CHARTERED ACCOUNTANTS

Binod Kumar Jain

(Proprietor)

M.No - 055398

Place: Kolkata

Date: The 30th Day of May, 2016.

For and on behalf of the Board

D.K.Patni

Director

DIN: 01069986

S.Arora

CFO

Arihant Patni

Whole Time Director

DIN:07210950

OCTAL CREDIT CAPITAL LTD.

Annexure to the

Balance sheet of a Non - Deposit taking Non-Banking Financial Company

[as required in terms of paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

(₹ in lakhs)

	Particulars		
	<u>Liabilities Side :</u>		
(1)	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(Other than falling within the meaning of public deposits)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans	Nil	Nil
	<u>Assets side</u>		
		Amount Outstanding	
(2)	Break-up of Loans and Advances including bills receivables [Other than those included in (4) below] :		
	(a) Secured		Nil
	(b) Unsecured		267.38
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities :		
	(i) Lease assets including lease rentals under sundry debtors.		
	(a) Financial Lease		Nil
	(b) Operating Lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		Nil
	(b) Repossessed Assets.		Nil
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil
(4)	Break - up of Investments :		
	Current Investments :		
	1 <u>Quoted</u> :		
	(i) Shares : (a) Equity		4.72
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of Mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others		Nil
	2 <u>Unquoted</u> :		
	(I) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of Mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others		Nil

	<u>Long Term Investment :</u>		
	1 <u>Quoted :</u>		
	(i) Share :	(a) Equity	24.00
		(b) Preference	Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others		Nil
	2 <u>Unquoted :</u>		
	(i) Shares :	(a) Equity	108.00
		(b) Preference	Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of Mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others		Nil
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above		
		Amount net of provisions	
		Secured	Unsecured
			Total
	1. Related Parties		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
	2. Other than related parties		
		Nil	267.38
	Total	Nil	267.38
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	28.16	28.16
	(c) Other related parties	Nil	Nil
	2. Other than related parties		
	Quoted Shares	105.08	28.72
	Unquoted Shares	79.84	79.84
	Total	213.08	136.72
(7)	Other Information		
	Particulars		Amount
	(i)	Gross Non-Performing Assets	6.26
		(a) Related parties	-
		(b) Other than related parties	6.26
	(ii)	Net Non-Performing Assets	-
		(a) Related parties	-
		(b) Other than related parties	-
	(iii)	Assets acquired in satisfaction of debt	Nil

Notes :

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

For **JAIN BINOD & ASSOCIATES**

Firm Reg. No. 320231E

CHARTERED ACCOUNTANTS

Binod Kumar Jain
(Proprietor)

M.No- 055398

Place : Kolkata

Date : 30th May, 2016

On behalf of the board

D.K.Patni

Director

DIN:01069986

S.Arora

CFO

A.Patni

Whole Time Director

DIN:07210950

Google Maps 16, Shakespeare Sarani Rd

