KEYNOTE COMMODITIES LIMITED

DIRECTORS' REPORT

To,

The Members of KEYNOTE COMMODITIES LIMITED.

1. INTRODUCTION:

Dear Shareholders,

Your Directors have pleasure in presenting the 16th Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2016.

2. FINANCIAL SUMMARY OF THE COMPANY:

(₹ In lacs)

		(III Iucs)
Particulars	2015-16	2014-15
Total Income	37.24	73.50
Profit before depreciation	15.41	14.64
Less: Depreciation	Nil	Nil
Profit before Tax	15.41	14.64
Provision for Taxation: - Current Tax - Deferred Tax Liability / (Asset)	5.93 (0.04)	4.59 (0.06)
Profit after tax	9.52	10.11
Profit brought forward from Previous Years		
Surplus carried forward	174.13	164.24
	V	

3. REVIEW OF OPERATIONS/PERFORMANCE:

During the financial year, the Company has earned total income of $\stackrel{?}{\stackrel{?}{\sim}}$ 37.24 lacs as compared to $\stackrel{?}{\stackrel{?}{\sim}}$ 73.50 lacs for the previous year. Profit after Tax stood at $\stackrel{?}{\stackrel{?}{\sim}}$ 9.52 lacs as compared to $\stackrel{?}{\stackrel{?}{\sim}}$ 10.11 lacs for the previous year.

4. DIVIDEND:

The Directors of the Company have decided to conserve the resources and no dividend is being recommended.

5. CHANGE IN NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of the Company during the year.

6. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statement relate and the date of the report.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future.

8. <u>HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:</u>

The Company is a subsidiary of "Keynote Capitals Limited".

The Company does not have any Subsidiary, Associate and Joint Venture Company at the year end.

9. PUBLIC DEPOSIT:

Your Company has neither accepted nor renewed any deposit within the meaning of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 and the necessary rules made thereunder during the year ended 31stMarch, 2016.

10. STATUTORY AUDITORS:

Reappointment of M/s. RSVA & Co. Chartered Accountants, having (Firm Registration Number: 110504W), as the Statutory Auditors of the Company is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting. The Company has received a consent letter from them to the effect that their re-appointment, if made, would be in conformity with the limits prescribed under Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and that they are not disqualified for such re-appointment within the meaning of Section 139 of the said Act. The Board recommends their re-appointment.

11. QUALIFICATIONS/ RESERVATIONS/ ADVERSE REMARKS/ COMMENT ON AUDITORS REPORT:

There were no qualifications, reservations, adverse remarks or comment made by the Auditors in their report. The Auditors have referred to certain routine matters in their report and the respective notes to the accounts are self-explanatory.

12. SHARE CAPITAL:

a. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (share capital and debentures) Rules, 2014.

b. Issue Of Sweat Equity Shares:

The Company has not issued any sweat equity share during the financial year under review.

c. Issue Of Equity Shares With Differential Rights:

The Company has not issued any Equity Shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share capital and debentures) Rules, 2014.

d. Issue of Employee Stock Option:

The company has not issued any employee stock option during the financial year as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

e. Issue Of Equity Shares Without Differential Rights:

The Company has not issued any Equity Shares without Differential Rights during the financial year as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

13. EXTRACT OF THE ANNUAL RETURN:

The extracts of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No. MGT – 9 is enclosed herewith in Annexure-I.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

(A) Conservation of energy:

Considering the nature of business activities carried out by the Company, your directors have nothing to report with regard to conservation of energy as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(B) Technology absorption:

The management keeps itself abreast of the technological advancements in the industry and has adopted the state of the art transaction, billing and accounting systems and also risk management solutions.

(C) Foreign exchange earnings and Outgo:

- a) The foreign exchange earnings Nil (previous year Nil).
- b) The foreign exchange expenditure Nil (previous year Nil).

15. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

16. DIRECTOR & KEY MANAGERIAL PERSONNEL:

(i) Non- Independent Director:

There is no change in the Board of Directorship of the Company at the year end. The composition of the Board of Directors is as follows:

Sr. No.	Name of the Director	DIN	Designation
1.	Vineet Suchanti	00004031	Non Executive Director
2.	Rakesh Choudhari	00009093	Non Executive Director
3.	Manish Desai	02925757	Non Executive Director

(ii) Independent Director:

As such, the provisions for appointment of 'Independent Director' are not applicable to the Company under the Companies Act, 2013 and the necessary rules made thereunder.

(ii) Key Managerial Personnel (KMP):

As such, the provisions for appointment of 'Key Managerial Personnel (KMP)' are not applicable to the Company under the Companies Act, 2013 and the necessary rules made thereunder.

17. DIRECTOR LIABLE TO RETIRE BY ROTATION:

In accordance with the provision of Section 152(6)(a) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vineet Suchanti, Director (DIN: 00004031) of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers, himself for reappointment. Your Board recommends his reappointment.

18. <u>AUDIT COMMITTEE</u>, <u>NOMINATION AND REMUNERATION COMMITTEE</u> AND MANAGEMENT COMMITTEE:

(a) Audit and Nomination and Remuneration Committee:

As such, the provision for constituting Audit Committee and Nomination and Remuneration Committee is not applicable to the Company under the Companies Act, 2013 and the necessary rules made thereunder.

(b) Management Committee:

As per the provisions of Section 179 of the Companies Act, 2013, the Management Committee is formed to authorize the committee to approve intercorporate loans, investments or guarantee or security and borrowing facilities as and when granted by the Banks, Financial Institution and other entities and execution of documents for these facilities. There were two committee meetings held during the year 2015-16.

The Composition of Management Committee comprises the following:

Sr. No.	Name of the Director	Designation in the Committee
1.	Vineet Suchanti	Chairman
2.	Rakesh Choudhari	Member
3.	Devin Joshi	Member

19. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE FINANCIAL YEAR:

Your Board of Directors has duly met six (06) times during the financial year under review, i.e. on 6th April, 2015, 25th May, 2015, 14th August, 2015, 17th October, 2015, 19th December, 2015 and 22nd March, 2016 respectively in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The Particulars of Loans, Guarantees and Investment made by the company under Section 186 of Companies Act, 2013 during the year have been disclosed in the notes to accounts to the financial statements.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

The detail regarding particulars of contracts or arrangements referred to in sub-section (1) of Sections 188 have been disclosed in the notes to accounts of financial statements under Accounting Standard -18.

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is enclosed herewith in Annexure-II.

22. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

As such, the provision for establishing "Vigil Mechanism/Whistleblower Policy" is not applicable to the Company.

23. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures,
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the profit and loss of the company for that period,
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- d. The directors had prepared the annual accounts on a going concern basis,
- e. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. SAFETY OF WOMEN AT WORK PLACE:

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace. During the year under review, no complaints were reported to the Board. This Policy was considered, approved and adopted by the Board under investors/policies/prevention of Sexual Harassment at workplace.

25. ACKNOWLEDGMENT:

We take this opportunity to express our deep sense of gratitude to Multi Commodity Exchange of India Limited (MCX), National Commodity & Derivatives Exchange Limited (NCDEX), Registrar of Companies (ROC), M/s. RSVA & Co. (Statutory Auditors), our Clients, Bankers and other Government Agencies for their continued support.

By order of the Board

For KEYNOTE COMMODITIES LIMITED

Vineet Suchanti

Rakesh Choudhari

Director

Director

(DIN: 00004031)

(DIN: 00009093)

Place: Mumbai Date: 23.05.2016

ANNEXURE - I TO THE DIRECTORS' REPORT

Form No. MGT-9
Extract of Annual Return
As on the financial year ended on 31st March, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rule, 2014]

I. REGISTRAION AND OTHER DETAILS:

1.	Corporate Identity Number (CIN)	:	U72900MH2000PLC127047
2.	Registration Date	:	07-06-2000
3.	Name of the Company	:	KEYNOTE COMMODITIES LIMITED
4.	Category/Sub-Category of the Company	:	Indian Non-Government Company
5.	Address of the Registered Office and contact details	:	The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400 028
6.	Whether listed Company (Yes/No)	:	Unlisted
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	N.A.

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:

Sr. No.	Name and Description of main products/services	NIC Code of the product /service	% to the total turnover of the Company
1.	Financial Intermediation (Commodity Broking)	72900	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	ĆIN/GÍN	Holding/ Subsidiar y of the Company	% of Share s held	Applicable Section
1.	Keynote Capitals Limited The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai- 400028	(CIN: U67120MH1995PLC088172)	Holding	100	2(46)

SHAREHOLDING PATERN (Equity Share Capital Breakup as Percentage of Total Equity) I. CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year			No. of	% change during the year				
	Dem at	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1). Indian									
a). Individual/HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b). Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c). State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d). Bodies Corporate	Nil	350,000	350,000	100	Nil	350,000	350,000	100	Nil
e) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A) (1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(2) Foreign		L	1 7 7 7	1,		370			3 ***
a). NRIs- Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other- Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promote (A) = (A) (1)+(A)(2)	Nil	350,000	350,000	100	Nil	350,000	350,000	100	Nil
B. Public Shareholding		12 (128)							
1. Institutions			538						
a). Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b). Bank/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c). Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d). State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e)Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Category of Shareholders	No. of	No. of Shares held at the beginning of the year			No. of	% change during the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2 Non- Institutions			3						
a) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i). Individual shareholders holding nominal share capital upto Rs.1 lakh.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii). Individual shareholders holding nominal share capital in excess of Rs.1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	Nil	350,000	350,000	100	Nil	350,000	350,000	100	Nil

II). SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name		Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of shares	% of total Share s of the Comp any	% of Shares Pledge d/encu mbere d to total shares	No. of shares	% of total Share s of the Comp any	% of Shares Pledged /encum bered to total shares	during the year
1.	Keynote Capitals Limited	350,000	100	Nil	350,000	100	Nil	Nil

III) CHANGE IN PROMOTERS' SHAREHOLDING: (THERE IS NO CHANGE MADE DURING THE YEAR)

Sr. No.		Shareholdin the year	ng at the beginning of	Cumulative Shareholding at the end of the year		
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company	
	At the beginning of the year		-	.=		
	Date wise Increase / Decrease in Shareholding during the year specifying the	-	-	-	-	
	reason for increase / decrease (e.g. allotment/transfer/ bonus/sweat equity etc.	-	-	-	-	
	At the end of the year	-	-	-	-	

IV). SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS): (NOT APPLICABLE)

Sr. No.		Shareho year	lding at the beginning of the	Cumulative Shareholding a the end of the year		
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company	
	At the beginning of the year	-	-	-	-	
	Date wise Increase / Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/ bonus/sweat equity etc.	-	-	-		
	At the end of the year (or on the date of separation, if separated during the year)	-	-	-		

V.) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

Sr. No.			lding at the ng of the year	Cumulative Shareholding at the end of the year		
	For Each of the Directors and KMP	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company	
	At the beginning of the year	-	-	-	-	
	Date wise Increase / Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bo nus/sweat equity etc.	-	-	-	-	
	At the End of the year	-	-	-	-	

VI). DETAILS OF INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment. (Not Applicable)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01-04-2015				
i). Principal Amount		-	-	-
ii) Interest due but not paid	-	N=	=	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	•
Addition	-	-	-	-
 Reduction 	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year - 31-03-2016			-	-
i). Principal Amount	-	-	-	-
ii) Interest due but not paid	-	<u> </u>		-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VII). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

(a) Remuneration to Managing Director, Whole-Time Directors and/or Manager: Not Applicable

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (₹. In lacs)
1.	Gross Salary		
	(a). Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	(b). Value of perquisites u/s17(2) Income-tax Act, 1961		
	(c). Profits in lieu of salary under section 17(3) Income-tax Act, 1961		M
2.	Stock Option		
3.	Sweat Equity		
4.	Commission		
	- As % of Profit		
	- Others specify		NA.
5.	Others, please specify (Bonus)		
200	Ceiling as per the Act		
	Total		

B. Remuneration of other Directors:

I. Independent Directors:

Nil

Particulars of Name of Dir Remuneration		Directors	Amount (₹. In lacs)
Fees for attending board committee meetings	Nil	Nil	Nil
Commission	Nil	Nil	Nil
Others	Nil	Nil	Nil
Total (1)	Nil	Nil	Nil

II. Other Non-Executive Directors:

Nil

Other Non-Executive Directors	Amount (₹. In lacs)		
Fees for attending board committee meetings	Nil		
Commission	Nil		
Others	Nil		
Total (2)	Nil		
Total B = (1+2)	Nil		
Ceiling as per the Act	Nil		

C. Remuneration to Key Managerial Personnel (KMP) other than MD/Manager/ WTD:

Sr. No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL					
1.Gross Salary		Salary CEO C		CFO	Total Amount (₹. In lacs)		
	(a). Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil		
	(b). Value of perquisites u/s17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil		
	(c). Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil		
2.	Stock Option	Nil	Nil	Nil	Nil		
3.	Sweat Equity	Nil	Nil	Nil	Nil		
4.	Commission - As % of Profit - Others specify	Nil	Nil	Nil	Nil		
5.	Others, please specify (Bonus)	Nil	Nil	Nil	Nil		
	Total	Nil	Nil	Nil	Nil		

VIII). PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Туре	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			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICE	RS IN DEFAULT				
Penalty		_			
Punishment			None		
Compounding					

For KEYNOTE COMMODITIES LIMITED

Vineet Suchanti Director

(DIN: 00004031)

Rakesh Choudhari

Director

(DIN: 00009093)

Place: Mumbai Date: 23.05.2016

ANNEXURE - II TO THE DIRECTORS' REPORT

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: (Not Applicable)

Name of the Related Party &						
Nature of Relationship						-
Nature of Relationship						
Nature of contracts/arrangements/tran sactions	_	-			_	
Duration of the contracts / arrangements/transactions						
Salient terms of the contracts or arrangements or transactions including the value, if any				-		
Justification for entering into such contracts or arrangements or transactions						
Date(s) of approval by the Board			-		-	-
Amount paid as advances, if any						
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	and the second s					****
***************************************	_		-	-		
				7222		

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of the Related Party	Keynote Capitals Limited		
Nature of Relationship	Holding Company		
Nature of contracts/arrangements/transactions	(i) Availing of Services		
Duration of the contracts / arrangements/transactions	As per the mutual agreed terms with the Board		
Salient terms of the contracts or arrangements or transactions including the value, if any	As per the mutual agreed terms with the Board		
Date(s) of approval by the Board, if any,	N.A.		
Amount paid as advances, if any	N.A		

For KEYNOTE COMMODITIES LIMITED

Vineet Suchanti

Director

(DIN: 00004031)

Rakesh Choudhari

Director

(DIN: 00009093)

Place: Mumbai Date: 23.05.2016





Premises CHS Ltd., Old Nagardas Road,

Behind Shiv Sagar Hotel, Andheri (E), Mumbai 400 069.

Mobile: 98920 16809

E-Mail: rsatax601@yahoo.com rsa601@yahoo.co.in

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KEYNOTE COMMODITIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of KEYNOTE COMMODITIES LIMITED ('the Company'), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the





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financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 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") 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 the paragraph 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 purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read. with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors 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 B".





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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, the Company does not have any pending litigations which have impact on its financial position in its financial statements.

for RSVA & COMPANY

Chartered Accountants

Firm's registration number: 1105

CARS AGARWAL

Partner

Membership Number: 041817

Place of Signature: Mumbai

Date: 23rd May, 2016





Mumbai Bra 211, New A state

Premises CHS Ltd., Old Nagardas Road, Behind Shiv Sagar Hotel, Andheri (E), Mumbai 400 069.

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ANNEXURE - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified every year. No material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is a service company, primarily rendering commodities brokerage services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) In our opinion and according to the information and explanation given to us, the Company has granted loans to body corporates covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under section 189 of the Act were not, prima facie, prejudicial to the interest of the company.
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the loans are repayable on demand. The borrowers have been regular in payments of interests as stipulated. The terms of arrangements do not stipulate any repayment schedule as the loans are payable on demand.
 - (c) The term of arrangements do not stipulate any repayment schedule and the loans are repayable on demand, hence there are no overdue amount in respect of the loan granted to the body corporate listed in the register maintained under section 189 of the Act.
- (iv) 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 Act, with the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.



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(vi) In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of 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 material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us there is no dues of any dispute of income tax or sales tax or services tax or duty of customs or duty of excise or value added tax.
- viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to managerial personnel.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a NIDHI Company and therefore the compliance requirements relevant to a NIDHI Company are not applicable.
- (xiii) 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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- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, therefore the compliance of the requirement of section 42 of the Companies Act, 2013 are not applicable.
- (xv) In our opinion and according to the information and explanations given to us, pursuant to the provisions of section 192 of the Companies Act, 2013 the Company has not entered into non-cash transactions with directors or persons connected with him/her.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

for RSVA & COMPANY

Chartered Accountants

Firm's registration number: 110504W

CARS AGARWAL

Partner

Membership Number: 041817

Place of Signature: Mumbai

Date: 23rd May, 2016



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ANNEXURE - B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") referred to in paragraph 2 (f) on Report on Other Legal and Regulatory Requirements of our report.

We have audited the internal financial controls over financial reporting of KEYNOTE COMMODITIES LIMITED ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for 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 ('ICAI'). 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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





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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:

(a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(b) 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 authorizations of management and directors of the company; and

(c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

Chartered Accountants

Firm's registration number: 110504W

CARS AGARWAL

Partner

Membership Number: 041817

Place of Signature: Mumbai Date: 23rd May, 2016

KEYNOTE COMMODITIES LIMITED

Balance Sheet as at 31st. March, 2016

(Amt. in Rs.)

	Note No.	As at 31st. March 2016	As at 31st. March 2015
EQUITY AND LIABILITIES Shareholders' funds Share Capital Reserves and Surplus Current Liabilities Trade Payables Other Current Liabilities Short-Term Provisions	1 2 3 4 5	3,500,000 18,365,920 86,663,893 1,495,311 1,098,414	3,500,000 17,413,105 27,962,068 26,998,751 3,849,180
Total		111,123,538	79,723,104
ASSETS Non-Current Assets Fixed Assets Tangible Assets Deferred Tax Assets (Net) Other Non Current Assets	6 7 8	6,814 19,126 2,250,000	6,814 14,750 6,082,883
Current Assets Stock in Trade Trade Receivables Cash and Cash Equivalents Short Term Loans and Advances Other Current Assets Total	9 10 11 12 13	1,061,075 4,567,628 73,754,162 28,137,690 1,327,043	742,335 7,999,245 13,233,446 47,428,924 4,214,707 79,723,104
Significant Accounting Policies The Accompanying Notes 18 to 26 are an integral part of the Financial Statements	18		

"AS PER OUR REPORT OF EVEN DATE ATTACHED"

FOR RSVA & CO.

Chartered Accountants

Firm Reg.No.110504W

CA R.S.AGARWAL M.NO.041817

Place:Mumbai Date: 23/05/2016 On behalf of the Board of Directors

Vineet Suchanti

Director

Rakesh Choudhari

KEYNOTE COMMODITIES LIMITED

Profit & Loss Statement for the year ended 31st. March, 2016

(Amt. in Rs.)

Particulars	Note No.	For the year ended 31st March 2016	For the year ended 31 March 2015
Revenue From Operations	14	1,905,280	7,350,004
Other Income	15	1,818,406	-
Total Revenue		3,723,686	7,350,004
Expenses: Employee Benefit Expenses Other Expenses	16 17	724,762 1,457,842	525,021 5,360,704
Total Expenses		2,182,604	5,885,725
Profit /(Loss) Before Tax		1,541,082	1,464,279
Profit /(Loss) Before Tax Tax expense: Current Tax Deferred Tax		1,541,082 592,643 (4,376)	1,464,279 459,248 (6,120)
Profit (Loss) for the period		952,815	1,011,151
Earnings per equity share: Basic Diluted		2.72 2.72	2.89 2.89
Significant Accounting Policies The Accompanying Notes 18 to 26 are an integral part of the Financial Statements	18	n	

"AS PER OUR REPORT OF EVEN DATE ATTACHED"

FOR RSVA & CO.

Chartered Accountants

Firm Reg.No.110504W

CA R.S.AGARWAI

M.NO.041817 Place:Mumbai Date: 23/05/2016 On behalf of the Board of Directors

Vineet Suchanti

Director

Rakesh Choudhari

KEYNOTE COMMODITIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 (Pursuant to Listing Agreement With Stock Exchange)

1,000	(A)			(Figures in Rs.)
	Year Ended	Year Ended	Year Ended	Year Ended
	31-Mar-16	31-Mar-16	31-Mar-15	31-Mar-15
CASH FLOW FROM OPERATING ACTIVITIES : Net Profit Before Tax and Extraordinary items Adjustment For :		1,541,082		1,464,279
Interest Income (net) Preliminary Expenses Written Off	(1,818,406)	(1,818,406)	21,501	21,501
Operating profit before working capital changes Adjustment For:		(277,324)	26 209 015	1,485,780
Increase / (Decrease) in Short Term Borrowings Increase /(Decrease) in Trade Payables Increase / (Decrease) in Other Current Liabilities Increase /(Decrease) in Provisions Decrease /(Increase) in Inventories (Stock In Trade) Decrease /(Increase) in Trade and other receivables (Increase) / Decrease in Short Term Loans & Advances Decrease/(Increase) in Other Current Assets NET CASH FROM OPERATING ACTIVITIES	58,701,825 (25,503,440) (3,343,409) (318,740) 3,431,617 19,291,234 2,887,664	55,146,751 54,869,427	26,398,915 (94,610,024) (225,667,525) (19,750) 6,601,466 364,549 289,788,612 (225,791)	2,630,452 4,116,232
CASH FLOW FROM INVESTING ACTIVITIES:	1,818,406		-	
Interest Received Decrease /(Increase) in Loans & Advances NET CASH FROM INVESTING ACTIVITIES	3,832,883	5,651,289	(2,500,000)	(2,500,000
NET INCREASE IN CASH AND CASH EQUIVALENTS (i) Cash and cash equivalents as at 31st March,2015 (ii)	_	60,520,716 13,233,446	_	1,616,232 11,617,214
(Opening Balance) Cash and cash equivalents as at 31st March,2016 (i)+(ii) (Closing Balance)		73,754,162		13,233,446

NOTES TO THE CASH FLOW STATEMENT

- 1. The above Cash flow statement has been prepared under the "indirect method" as set out in Accounting Standard 3, 'Cash Flow Statement' issued by the Institute of Chartered Accountnats of India.
- 2. Figures in bracket indicate cash outgo / income.
- 3. Previous year's figures have been regrouped / rearranged wherever necessary to confirm to current year classification.

4. Cash and Cash Equivalents represent:	
Cash	
With Banks	
-Current Accounts	
-Fixed Deposits	
Total cash and cash equivalents	

As at 31/03/2016	As at 31/03/2015
140,686	140,686
56,370,835	2,953,215
17,242,641	10,139,545
73,754,162	13,233,446

On behalf of the Board of Directors

"AS PER OUR REPORT OF EVEN DATE ATTACHED"

FOR RSVA & CO.

Chartered Accountants

Firm Reg.No.110504)

M.NO.041817 Place:Mumbai Date: 23/05/2016 Vineet Suchanti

Director

Rakesh Choudhari

KEYNOTE COMMODITIES LIMITED NOTE ON ACCOUNTS FOR THE YEAR ENDED 31ST. MARCH 2016

1. SHARE CAPITAL

(Amt. in Rs.)

	The second secon	12 111160 1111 1 1001
Particulars	As at 31 March 2016	As'at 31 March 2015
Authorised Equity Shares of Rs.10/- each 10,00,000 (10,00,000) Equity Shares	10,000,000	100,000,000
Issued, Subscribed and Paid Up Equity Shares of Rs.10/- each 3,50,000 (3,50,000) Equity Shares fully Paid up.	3,500,000	3,500,000
Total	3,500,000	3,500,000

The Company has only one class of shares referred to as Equity Shares having a Face Value of Rs.10/- each.

a) Reconciliation of No. of Shares.

As at As at 31st. March 2016 2015

Particulars	Equity Shares Number	Equity Shares Number		
Shares outstanding at the beginning of the year	350,000	350,000		
Shares Issued during the year	-	8 #		
Shares bought back during the year	-	-		
Shares outstanding at the end of the year	350,000	350,000		

(b) Shares held by Holding Company.

3,50,000 (100%) Equity Shares (Previous year 3,50,000) are held by, the holding company Keynote Capitals Limited

Note: The Company has only one class of equity shares having a par value of Rs 10 Per share.

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

Number of Equity Shares	350,000	350,000
Keynote Capitals Ltd, Mumbai	100%	100%

(d) Shares reserved for issue under options:

There are no Shares reserved for issue under any option

(e) Shares alloted by way of fully paid up bonus shares/ pursuant to contract(s) without payment being received in cash (During 5 yrs immidiately preceding March 31,2016): During the period of five years immidiately preceding March 31,2016 no shares are alloted as fully paid up by way of bonus share or pursuant to Contract(s) without payment being received in cash

2. RESERVES AND SURPLUS

<u>Particulars</u>	As at 31 March 2016	As at 31 March 2015	
Surplus			
Balance at the beginning of the year Less: Depreciation as per New Method	17,413,105	16,424,051 (22,097)	
(+) Profit fot the period	952,815	1,011,151	
Balance at the end of the year	18,365,920	17,413,105	
Total	18,365,920	17,413,105	

3. TRADE PAYABLES

<u>Particulars</u>	As at 31 March 2016	As at 31 March 2015
Sundry Creditors	86,663,893	27,962,068
Total	86,663,893	27,962,068

4. OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2016	As at 31 March 2015		
Others Payable:	-			
Corporate Receipt	551,000	:*		
Franchisee Security Deposit	8,190	67,211		
Keynote Capitals Limited	611,331	26,398,915		
New Client Deposit A/c.	213,907	223,908		
Outstanding Expenses Payable	101,683	90,281		
Profession Tax (Employees)	-	200		
Salary Payable	-	21,800		
TDS on Professional Services	9,200	196,436		
Total	1,495,311	26,998,751		

5. SHORT TERM PROVISIONS

<u>Particulars</u>	As at 31 March 2016	As at 31 March 2015
Others Provision for Income Tax A.Y. 2012-1 Provision for Income Tax A.Y. 2013-1 Provision for Income Tax A.Y. 2014-1	- - 46,523	1,564,856 1,778,553 46,523
Provision for Income Tax A.Y. 2015-1 Provision for Income Tax A.Y. 2016-1	459,248 592,643	459,248 -
Total	1,098,414	3,849,180

7. DEFERRED TAX ASSETS

<u>Particulars</u>	As at 31 March 2016	As at 31 March 2015
Deferred Tax Assets	19,126	14,750
Total	19,126	14,750

8. OTHER NON CURRENT ASSETS

	As at 31 March 2016	As at 31 March 2015	
PARTICULARS Security Deposits with Exchanges	2,250,000	6,082,883	
Total	2,250,000	6,082,883	

9. STOCK IN TRADE

	As at 31.0	3.2016	As at 31.03.2015		
	Quantity	Amt.(Rs.)	Quantity	Amt.(Rs.)	
PARTICULARS					
Equity Shares (Quoted) Bharat Wire Ropes Ltd. Cholamandalam Finance Ltd. Navin Flourine Ltd.	23,532	1,058,940 - 2,135	4,000 10	740,200 2,135	
Total	23,542	1,061,075	4,010	742,335	

Amt. in Rs.

List of Tangible Assets

List of Taligible As-	Gross Block			Accumulated Depreciation				Net Block			
Asset Description	Balance as at 1 April 2015	Additions	Deductions	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	Adjustment according to the Companies Act, 2013	On disposals	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 31 March 2015
	Rs.	Rs. Rs. Rs. Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		
Computer System	136,275	-		136,275	129,461		-	-	129,461	6,814	6,814
Total	136,275			136,275	129,461	-			129,461	6,814	6,814
Total	136,275	-		136,275	129,461		-		129,461	6,814	6,814

10. TRADE RECEIVABLES

	As at 31 March 2016	As at 31 March 2015
PARTICULARS		
Unsecured, considered good Outstanding for a period exceeding six months from the date they are due for payment Others	- 4,567,628	- 7,999,245
	4,567,628	7,999,245
Total	4,567,628	7,999,245

11. CASH AND CASH EQUIVALENTS

	As at 31 March 2016	As at 31 March 2015
PARTICULARS		
Cash in Hand	140,686	140,686
Balances with Bank	56,370,835	2,953,215
Current Account Fixed Deposit	17,242,641	10,139,545
Total	73,754,162	13,233,446

12. SHORT TERM LOANS AND ADVANCES

	As at 31 March 2016	As at 31 March 2015
PARTICULARS		
Unsecured Considered good		
a) Others	-	360,000
b) Temporary Advance to Related Parties	28,137,690	47,068,924
Total	28,137,690	47,428,924

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13. OTHER CURRENT ASSETS (To the extent not Written off or adjusted)

	As at 31 March 2016	As at 31 March 2015
PARTICULARS		
Other Current Assets Preliminary Expenses Less: Written Off	1,327,043 - -	4,214,707 21,501 21,501
Total	1,327,043	4,214,707

14. REVENUE FROM OPERATIONS

Particulars	As at 31 March 2016	As at 31 March 2015
Brokerage Account Income from Trading in Securities Interest from Commodities MCX Bank Deposit M2M Proprietory Income / (Loss) Other Petty Income	695,735 4,040,115 1,086,990 (3,930,400) 12,840	1,274,242 3,566,483 2,404,514 66,589 38,176
Total	1,905,280	7,350,004

15. OTHER INCOME

Particulars	As at 31 March 2016	As at 31 March 2015
Other Operating Income	1,818,406	-
Total	1,818,406	

16. EMPLOYEE BENEFIT EXPENSES

PARTICULARS	As at 31 March 2016	As at 31 March 2015
Salary & Wages Staff Welfare Expenses	723,262 1,500	520,779 4,242
Total	724,762	525,021

17. OTHER EXPENSES

PARTICULARS	As at 31 March 2016	As at 31 March 2015
Annual Membership (Exchange)	75,000	75,000
Annual Subscription Fees	83,000	78,000
Income Tax short Provision (A Y 2012-13)	256,199	-
Income Tax short Provision (A Y 2013-14)	64,038	-
Statutory Audit Fees	27,500	25,000
Tax Audit Fees	25,000	25,000
MCX Expenses	-	283,192
NCDEX Expenses	-	30,000
Office Establishemnt Expenses	610,149	2,722,965
Preliminary Expenses	-	21,501
Professional Fees	110,000	2,007,500
Other Operating Expenses	206,956	92,546
0.58	1,457,842	5,360,704

NOTES TO THE FINANCIAL STATEMENTS

18. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

18.1 : COMPANY OVERVIEW

Keynote Commodities Ltd. Is a wholly own subsidiary company of KEYNOTE CAPITALS LIMITED, engaged in broking business of commodity and Trading in securities etc.

18.2 : BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These Financial Statements have been prepared to comply in all material aspects with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. Accounting policies are applied consistently to all periods presented in these financial statements.

All Assets and Liabilities have been classified as per the criteria set out in the Schedule III to the Companies Act, 2013.

18.3 : CRITICAL ACCOUNTING ESTIMATES

A. REVENUE RECOGNITION:

Revenue in respect of Brokerage of Commodity transaction is recognized on transaction base/Accrual basis.

B. FIXED ASSETS & DEPRECIATION:

As reported, the Company has not purchased fixed assets in the current year and the Company only has residual value of existing fixed assets as per the Companies Act, 2013, hence either depreciation is not been provided or residual value of fixed assets not written off during the year, as per the Companies Act, 2013.

C. INVESTMENTS:

As reported, the company does not have any Investments during the year under consideration.

D. SEGMENT ACCOUNTING POLICIES:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and Expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and Expenses, which relate to the Company as a whole and are not allocable to segments on reasonable basis, have been included under "Unallocated"

E. OTHER ACCOUNTING POLICIES:

Other Accounting Policies are Consistent with generally accepted accounting policies.

F. AMORTISATION OF PRELIMINARY EXPENSES:

There is no preliminary expenses existed during the current year, hence it is not applicable to the Company.

G. DEFERRED TAX:

Provision for taxes has been made.

H. PROVIDEND FUND & GRATUITY:

As explained, it is not applicable to Company.

I. STOCK IN TRADE

Stock in trade (securities) is stated at lower of cost and net realizable value. Cost is determined using the first-in, first-out (FIFO) method.

19. EARNING PER SHARE

The Earning per Share has been computed in accordance with Accounting Standard (AS-20).

	Year ended 31.03.2016	Year ended 31.03.2015
Net Profit/(Loss) Attributable to Equity share holder, after current And deferred tax	9,52,815	10,11,151
No of equity shares (Number)	3,50,000	3,50,000
Nominal Value of Equity Shares (Rs.)	10	10
Earning Per Share (Rs.)	2.72	2.89

20. SEGMENT DISCLOSURE

SEGMENT REP	Broking Related Activities		Other Ancillary Activities - Trading in Securities		Unallocated		(Rs. In Lacs) Total	
	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year
External Revenue	6.96	12.74	51.27	59.70	(39.18)	1.05	19.05	73.49
Inter Segment Revenue								
Total Revenue	6.96	12.74	51.27	59.70	(39.18)	1.05	19.05	73.49
RESULT								
Segment Result	0.11	7.16	51.27	59.70	(54.15)	(52.22)	(2.77)	14.64
Operating Profit							(2.77)	14.64
Interest Income							18.18	00
Deferred Tax Assets							0.04	0.06
Income Tax							(5.93)	(4.59)
Profit from Ordinary Activity							9.52	10.11
Net Profit		185					9.52	10.11
Other Information								
Segment Assets	45.68	79.99	10.61	7.42	1054.95	709.82	1111.24	797.23
Segment Liabilities Capital	866.64	279.62	-	-	25.94	308.48	892.58	588.10
Expenditure Depreciation			-					
Non Cash Expenses other than depreciation								

21. RELATED PARY DISCLOSURES

(A) List of Related Parties

Ultimate Holding Company-

Keynote Corporate Services Ltd.

Key management personnel, their relatives and enterprises where significant influence exists, with whom the company had transactions.

Holding Company

Keynote Capitals Ltd.

Key management personnel, their relatives and enterprises where significant influence exists, with whom the company had transactions.

Key Management Personnel

Mr.Vineet Suchanti Director

Mr. Rakesh Choudhari Director

Mr. Manish Desai Director

(B) Transaction with Related Parties

The following transactions were carried out with the related Companies in the ordinary course of the business.

Transaction	Group Company	Group Company (Rs. in lakh)		
	2015-16	2014-15		
Purchase of security	24.99	-		
Sale of security	59.28	8.28		
Others	277.48	76.08		

NOTE: Related Party relationships are as identified by the Company and relied upon by the Auditors.

- 22. There is no Micro and Small Scale Business Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March 2016. This information as required under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
- 23. In our opinion, provision for impairment of assets is not required as carrying amount of assets do not exceed its recoverable amount.

- **24.** The Company has given loans and advances to a body corporate with prior approval by means of a special resolution passed at a general meeting w.r.t. Section 186 of the Companies Act, 2013 for business purpose, as follows:
 - 1) Keynote Fincorp Ltd. Amount of Rs. 271.36 (lakhs)
- 25. The company has made provision for taxation after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961.
- **26.** Previous years figures have been re-casted, regrouped/restated, wherever necessary to confirm to current year classification.

For RSVA & CO

Chartered Accountants

FIRM REG.NO. 1105

CA R.S.\Agarwa

Partner

Membership No.41817

Date: 23/05/2016

On behalf of Board of Directors

Vineet Suchanti Director

Rakesh Choudhar