

Date: 05.09.2016

TO
THE MANAGER
THE BSE LIMITED
PHIROZE JEEJEBHOY TOWERS
DALAT STREET
MUMBAI-400001

Sub:- Annual Report of the Company for the Financial Year 15-16

Dear Sir,

Please find attached herewith Annual Report of the Company for the Annual General Meeting to be held on Friday, the 30th day of September, 2016 at 10.00 a.m at B-4/148C, Safdarjung Enclave, New Delhi-110029.

Thanking You,

For PROVESTMENT SERVICES LIMITED



Deepika Rajput
Company Secretary



Cc to:

1. Manager
The General Manager,
The Delhi Stock Exchange Ltd.
3/1, Asif Ali Road,
New Delhi-110002
2. Manager,
The Stock Exchange- Ahmedabad
Kamdheni Complex, Opposite Sahajanand College,
Panjarapole, Ahmedabad-380015
3. Manager,
Jaipur Stock Exchange Limited,
Stock Exchange Building, JLN Marg, Malviya Nagar, Jaipur-302017



22ND (TWENTY SECOND)

ANNUAL REPORT

(2015-2016)



PROVESTMENT

SERVICES LIMITED



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

BOARD OF DIRECTORS	MR. PRAVEEN BHATIA : WHOLE TIME DIRECTOR
	MR. VINOD RALHAN : DIRECTOR
	MR. ANIL LAKHANI : DIRECTOR
	MRS. ANJALI KHURANA : DIRECTOR
	MR. NAND KISHOR VERMA : DIRECTOR
	MR. RAHUL KUMAR SHARMA : DIRECTOR
COMPLIANCE OFFICER	MRS. DEEPIKA RAJPUT
AUDITORS	M/S AHUJA ARUN & CO. CHARTERED ACCOUNTANTS 412, DEEPSHIKHA BUILDING, RAJENDRA PLACE, NEW DELHI- 110 008
BANKERS	PUNJAB & SIND BANK, IFB, CONNAUGHT PLACE, NEW DELHI
REGISTERED OFFICE	BUILDING NO.5, FIRST FLOOR, PUSA ROAD, W.E. A. KAROL BAGH, NEW DELHI-110 005 www.provestment.net

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NOTICE

NOTICE is hereby given that the 22nd (Twenty Second) Annual General Meeting of **PROVESTMENT SERVICES LIMITED (CIN: L74899DL1994PLC058964)** will be held on Friday, the 30th day of September, 2016 at 10.00 A.M. at B-4/148C, Safdarjung Enclave, New Delhi-110029 , for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Ralhan (DIN 00146449), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Ahuja Arun & Co, Chartered Accountants (FRN012985N), New Delhi be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.”

SPECIAL BUSINESS:

4. **REGULARIZATION OF MR. NAND KISHOR VERMA (HOLDING DIN: 03010153) AS DIRECTOR ON THE BOARD OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Nand Kishor Verma, who was appointed as an Additional Director of the Company with effect from March 21, 2016 at the meeting of the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, under Section 160 of the Companies



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Act, 2013, and who is eligible for appointment to the office of Independent Director, be and is hereby appointed as Director of the Company.”

5. **REGULARIZATION OF MR. RAHUL KUMAR SHARMA (HOLDING DIN: 05216549) AS DIRECTOR ON THE BOARD OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Rahul Kumar Sharma, who was appointed as an Additional Director of the Company with effect from May 30, 2016 at the meeting of the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, under Section 160 of the Companies Act, 2013, and who is eligible for appointment to the office of Director, be and is hereby appointed as Director of the Company.”

6. **AUTHORIZATION FOR UNDERTAKING RELATED PARTY TRANSACTIONS**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with related parties with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”



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7. AUTHORIZATION TO MAKE INTER-CORPORATE LOANS, GUARANTEES AND INVESTMENT IN SECURITIES

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and subject to shareholder’s resolution by way of Special Resolution, the consent of the Company be and is hereby accorded to make inter corporate loans guarantees and securities of a sum exceeding the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the company.”

8. AUTHORIZATION TO MAKE INVESTMENT, ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE SECURITIES

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceed such amount as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”



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9. **AUTHORIZATION TO PURCHASE /SELL OFF INVESTMENTS IN THE SHARES/ SECURITIES**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the board of directors of the Company to purchase/ dispose of the equity shares and/ or securities held by the Company as investment at the price as mutually agreed keeping in mind the Book Value or Market Value of the shares of the Company whose shares are being purchased and/ or disposed off.

RESOLVED FURTHER THAT Directors of the Company be and is hereby jointly and severally authorized to sign the necessary documents, papers to dispose of said securities by sale as and when necessary and to receive moneys in respect of the said disposal and furnish receipts.”

10. **RATIFICATION/APPROVAL OF RELATED PARTY TRANSACTIONS ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR 2015-16**

“RESOLVED THAT the approval of the members of the Company be and is hereby accorded to all the related party transactions entered into by the Board of Directors on behalf of the company at arm’s length basis during the financial year 2015-16 pursuant to the provisions of Section 188 and all other applicable provisions, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof).

RESOLEVD FURTHER THAT Board of Directors of the Company be and is hereby jointly and severally authorized to do all such acts, things, deeds, execute such papers , documents and agreements and to file such forms with the regulatory authorities as may be necessary and incidental to give effect to the above resolution.”

**By Order of the Board
For Provostment Services Limited**

**Sd/-
Deepika Rajput
(Company Secretary)**

M.No. 21202

**(Address: H No. 200, 3rd Floor,
Bhai Parmanand Colony
New Delhi-110009)**

Place: New Delhi

Date: 27.08.2016



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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK FORM OF PROXY IS ENCLOSED.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Friday, September 30, 2016(both days inclusive).
3. M/s Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062 is Registrar and Share Transfer Agent for physical shares of the Company. M/s Beetal Financial & Computer Services (P) Ltd is also the depository interface of the Company with both NSDL and CDSL.
4. Shareholders are requested to notify change in their address along with PIN CODES, to the Company at its Registered Office quoting their Folio Numbers.
5. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio.
6. Members are requested to bring their copy of Annual Report. No extra copy would be available for distribution at the meeting.
7. Shareholders/ Proxies are requested to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
8. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
9. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 10 days before the date of the meeting.
10. No Hand bags/ Parcels of any kind be allowed inside the meeting hall. The same will have to be deposited outside the Meeting hall on the counter provided, at the shareholders'/ proxies' own risks.
12. The Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed hereto.



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13. VOTING THROUGH ELECTRONIC MEANS

- I) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by **Central Depository Services Limited (CDSL)**
- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III The instructions for shareholders voting electronically are as under:

- a) The voting period begins on Monday, the 26th September, 2016 and ends on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) The shareholders should log on to the e-voting website www.evotingindia.com.
- c) Click on Shareholders.
- d) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:



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	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the Company '**PROVESTMENT SERVICES LIMITED**' on which you choose to vote.



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- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- s) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

In order to broad base the Board of Directors, Mr. Nand Kishor Verma, was appointed as an Additional Director of the Company w.e.f. March 21, 2016 in terms of Section 161 of the Companies Act, 2013, he holds office as a Director until the conclusion of ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, the Company has received a notice from the member of the company signifying his intention to propose his appointment as a Director of the Company along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Nand Kishor Verma for the office of independent director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. Looking to his vast experience, it will be in the best interest of the Company to appoint him as a Director on the Board of the Company.

The Company has received from Mr. Mr. Nand Kishor Verma (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and declaration to the effect that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013

The Directors recommend the said resolution for your approval.

None of the Directors except Mr. Nand Kishor Verma is interested in the said resolution.

ITEM NO. 5

In order to broad base the Board of Directors, Mr. Rahul Kumar Sharma, was appointed as an Additional Director of the Company w.e.f. May 30, 2016 in terms of Section 161 of the Companies Act, 2013, he holds office as a Director until the conclusion of ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, the Company has received a notice from the member of the company signifying his intention to propose his appointment as a Director of the Company along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Rahul Kumar Sharma for the office of director, to be appointed as such under the provisions of the Companies Act, 2013. Looking to his vast experience, it will be in the best interest of the Company to appoint him as a Director on the Board of the Company.

The Company has received from Mr. Rahul Kumar Sharma (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in



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Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The Directors recommend the said resolution for your approval.

None of the Directors except Mr. Rahul Kumar Sharma is interested in the said resolution.

ITEM NO. 6

The Board of Directors of the Company recommends for the members' approval the transaction with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties.

All the transactions with related parties will require shareholder's approval by way of Ordinary Resolution.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution for approval of the Members by way of Ordinary Resolution.

ITEM NO. 7

The Company proposes to give loan, guarantee or provide security during course of business in the interest of company. The Board of Directors in their meeting held on 02.09.2016 decided to seek approval of shareholders to give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

According to Section 186 of the Companies Act, 2013 your company is required to obtain approval by passing special resolution in general meeting in case it proposes to give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more. In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to give loan, guarantee or provide security within the limits as mentioned in proposed resolution. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or



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interested, financially or otherwise, in the proposed resolution. The Board recommends the Special Resolution for approval by the shareholders.

ITEM NO. 8

For better utilization of liquid funds in the hands of company, the Company proposes to invest into securities. The Board of Directors in their meeting held on 02.09.2016 decided to seek approval of shareholders to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

According to Section 186 of the Companies Act, 2013 your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more. In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment within the limits as mentioned in proposed resolution i.e. Rupees Seven Crores.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution for approval by the shareholders.

ITEM NO. 9

The Board of Directors of the Company in their meeting held on 02.09.2016 recommends for the members' approval the transaction with respect to purchase and/ or disposal of shares held by the Company as Investment.

The Copies of the above mentioned transaction shall be available for inspection by the members at the Registered Office of the Company during the normal business hours on all working days up to the date of Annual General Meeting of the Company.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution for approval of the Members by way of Ordinary Resolution.

ITEM NO. 10

The Securities and Exchange Board of India (SEBI), on September 2, 2015 issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to streamline and consolidate the various provisions of



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the Listing Agreement pertaining to different segments of Capital Markets to have better enforceability and better control. The said regulations became effective from December 1, 2015.

As per the Regulation 23 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed Companies are required to place all the material related party transactions entered into by the company after the notification of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 before the members for their approval.

The Board of Directors of your Company have placed before you for your approval the related party transactions entered into by the company at arm's length basis during the Financial Year 2015-16.

The Board of Directors recommends the resolution for approval of the Members by way of Ordinary Resolution.

**By Order of the Board
For Provostment Services Limited**

Sd/-

**Deepika Rajput
(Company Secretary)**

M.No. 21202

**(Address: H No. 200, 3rd Floor,
Bhai Parmanand Colony (East),
New Delhi-110009)**

Place: New Delhi

Date: 27.08.2016



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors take pleasure in presenting this 22nd (Twenty Second) Annual Report together with the Audited Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

The Financial Results of the Company during the Financial Year ended on 31st March, 2016 are as under:

Particulars	Financial Year ended	
	31st March 2016	31st March 2015
Total Income	747,306,171	846,167,725
Total Expenditure	737,235,578	840,253, 578
Profit Before Tax	10,070,593	5,914,147
Less:		
Current Tax	2,902,213	1,549,430
Deferred Tax	46,353	(590,030)
Profit after Tax for the Year	7,122,027	4,954,747
Add: Balance brought forward from previous Year	6,000,000	6,000,000
Surplus available for appropriation	36,724,503	29,614,037
Less: Other Reserves	-	11,561
Add: Share Warrants Forfeited	10,134,235	10,134,235
Balance Surplus carried to Balance Sheet	52,858,738	45,736,712

2. Results of Operations and the State of Company's Affairs/ Material Changes

During the year 2015-16, your Company recorded profit before tax of Rs. 100.70 Lacs (previous year Rs 59.14 Lacs). The Profit after tax for the year has come out to be Rs. 7,122,027/- as compared to Rs.4,954,747/- in 2015

3. DIVIDEND

The Board of Directors does not recommend any Dividend for the Financial Year 2015-16.



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4. RESERVES

During the year under review, your Company has not transferred any amount to General Reserves. While an amount of Rs. 52,858,738/- has been transferred to Reserve and Surplus.

5. SHARE CAPITAL

The Paid-up Equity Share Capital as on March 31, 2016 was Rs. 51, 030, 000/-. During the year under review, the Company has not issued any further Share Capital.

6. FINANCE

Cash and cash equivalent as at March 31, 2016 was Rs. 16,063,115/-. The Company continues to focus on judicious management of its working capital.

6.1 DEPOSITS

The Company has not accepted any Public Deposits during the Financial Year ended 31st March, 2016 and your Board of Directors have also passed the necessary Resolution for non-acceptance of any Public Deposits during the Financial Year 2015-16.

The Company has also complied with the applicable provisions of “Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007” and “Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank) Directions, 2015”.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review your Company has not given any Loans, Guarantees or made any Investments covered under the provisions of Section 186 of the Companies Act, 2013(the Act).

8. DIRECTORS & KEY MANAGERIAL PERSONNEL

CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors has appointed Mr. Nand Kishor Verma and Mr. Rahul Kumar Sharma as Additional Directors of the Company at the meetings held on March 21, 2016 and May 30, 2016 respectively subject to the approval of the shareholders of the Company at the ensuing 22nd Annual General Meeting.



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Further, Pursuant to Section 152 of the Companies Act, 2013 (the Act), Mr. Vinod Ralhan (DIN: 00146449), shall retire by rotation at the ensuing 22nd Annual General Meeting and being eligible offer himself for reappointment.

The Board of Directors of the Company recommends the regularization of Mr. Nand Kishor Verma and Mr. Rahul Kumar Sharma as Directors of the Company and re-appointment of Mr. Vinod Ralhan who is liable to retire by rotation and being eligible offers himself for reappointment.

8.1 BOARD EVALUATION

Pursuant to the provisions of Section 134 and 178 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has devised a mechanism for evaluating the performance of Independent Directors, Board, Committees and other individual Directors. The board has also laid down a Code of Conduct for all members of board of directors and senior management. On the basis of the said mechanism, the Board has evaluated the performance of Committees of Board, individual directors and Board as a whole.

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and Mechanism adopted by the Board as devised by the Nomination and Remuneration Committee during the last year. The Board approved the evaluation results as collated by the nomination and remuneration committee.

The Independent Directors in their separate meeting which was later noted by Board of Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole.

8.2 DECLARATION BY AN INDEPENDENT DIRECTOR(S)

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Section 149(6) of Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.



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8.3 NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the period under review, Ten Meetings of Board of Directors were held on April 15, 2015; May 30, 2015; August 13, 2015; September 2, 2015; November 14, 2015; November 19, 2015; January 9, 2016; February 12, 2016; March 21, 2016; March 31, 2016. The gap between any two Board Meetings did not exceed 120 days.

As per the provisions of Section 149 of the Companies Act, 2013 (the Act) read with Schedule IV (Code for Independent Directors), the Company is required to hold at least one meeting in year, without the attendance of Non-Independent Directors and Members of the Management.

During the year, one Meeting was held on March 31, 2016 under the Chairmanship of Mr. Anil Lakhani, Independent Director.

8.4 FAMILIARIZATION PROGRAMME FOR BOARD MEMBERS

The Board members are provided with necessary documents/articles, reports and internal policies to enable them to familiarize with the Company's procedures and practices to understand its business in depth and contribute to the Company.

The policy on familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at www.provestment.net.

9. BUSINESS RISK MANAGEMENT

The Company has process in place to identify and assess business risks and opportunities in the form of a Risk Assessment Policy. The main objective of this Policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.

10. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report (MDA) for the year under review, as stipulated under Regulation 34 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.



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11. COMMITTEES OF THE BOARD

A) Audit Committee: The Composition of the Committee is as per the following particulars:

S. No.	Name of the Member	Category
1.	Mr. Anil Lakhani	Non-Executive & Independent Director
2.	Mrs. Anjali Khurana	Non-Executive & Independent Director
3.	Mr. Vinod Ralhan	Non- Executive Director

All the recommendations made by the Audit Committee have been accepted by the Board.

B) Nomination & Remuneration Committee: The Composition of the Committee is as per the following particulars :

S. No.	Name	Category
1	Mr. Anil Lakhani	Non-Executive & Independent Director
2	Mrs. Anjali Khurana	Non-Executive & Independent Director
3	Mr. Vinod Ralhan	Non- Executive Director

Nomination and Remuneration Committee has been diligently following the policy formulated for appointment and remuneration of the directors, key managerial personnel and other employees. The said Policy is attached herewith as Annexure I.

C) Stakeholders Relationship Committee: The Composition of the Committee is as per the following particulars:

S. No.	Name	Category
1	Mr. Vinod Ralhan	Non-Executive Director
2	Mr. Anil Lakhani	Non-Executive & Independent Director
3	Mrs. Anjali Khurana	Non-Executive & Independent Director

12. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no Subsidiary / Joint Ventures/ Associate Companies as on 31st March, 2016. As such the company is not required to consolidate its account with any other company.

As per the Companies (Accounts) Rules, 2014, the Company is not required to consolidate its Financial Results with the Associate Companies for the Financial Year ended March 31, 2016.



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13. AUDITORS & AUDITORS REPORT

13.1 STATUTORY AUDITORS

M/s Ahuja Arun & Co. (FRN: 012985N), Chartered Accountants, the Statutory Auditors of the Company holds the office until the conclusion of 22nd Annual General Meeting (AGM) and, they being eligible are recommended for re-appointment as Statutory Auditors of the Company from the conclusion of 22nd AGM till the conclusion of 23rd AGM to be held in the year 2016.

The Company has received a Certificate from them to the effect that their appointment, if made, would be as per the requirements specified under Section 141 of the Act and the Rules framed there under for reappointment as Auditors of the Company. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Notes on Accounts read with the Auditors' Reports are self-explanatory and therefore, do not call for any further comments or explanations. The Statutory Auditor's Report does not contain any qualification, reservation or adverse remark.

13.2 SECRETARIAL AUDIT

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 M/s. M B & Co., Company Secretaries, a firm of Company Secretaries in Practice to conduct the Secretarial Audit of the Company for the Financial Year 2015-16. The Report of the Secretarial Audit Report is annexed herewith as "Annexure II".

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

Provisions relating to disclosure of particulars with respect to Conservation of Energy are not applicable on the Company and it has no information to be published regarding Technology Absorption. The Company has not carried on during the period under report any activity relating to exports and has not used or earned any foreign exchange.

15. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting Financial Statements.



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16. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of the Act, with regard to Corporate Social Responsibility (CSR) are at present not applicable on the Company.

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to provision of section 177 of the Act and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established Whistle Blower Policy/Vigil Mechanism for directors and employees to report their genuine concerns. The Whistle Blower Policy/Vigil Mechanism is available at the website of the Company www.provestment.net

18. CORPORATE GOVERNANCE

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report, attached at Annexure III.

19. RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into by the Company during the financial year were on an Arm's Length Basis and were in the ordinary course of business. There are no material significant related party transactions made by the Company with Promoters, Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. The policy on Related Party Transactions is available at the website of the Company i.e. www.provestment.net. The details of Related Party Transactions have been provided in Form AOC -2 marked as Annexure IV.

20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

21. PARTICULARS OF EMPLOYEES

The Company has no employee in respect of whom the statement under Section 197 of the Act is required to be furnished. Other details as per Section 197 of the Act are attached herewith as Annexure V.



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22. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Act, that:

- (a) in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2016, 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 the Financial Year 2015-16 and of the Profit and Loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure VI.

24. ACKNOWLEDGEMENT

The Directors acknowledge with appreciation, the co-operation and assistance received from the Government, Banks, Authorities and other Business Constituents and arcade during the year.

The Directors wish to place on record their appreciation of the contribution made by employees, customers and suppliers for their continuous support given by them to the Company at all levels during the period under report.



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Your Board of Directors also takes this opportunity to convey their gratitude and sincere thanks for the co-operation & assistance received from the shareholders. The Board acknowledges your confidence and continued support and looks forward for the same in future as well.

**On behalf of the Board of Directors
For PROVESTMENT SERVICES LIMITED**

**Sd/-
(Deepika Rajput)
Company Secretary
(PAN: AMUPD4639A)
(Add: H No. 200, 3rd Floor,
Bhai Parmanand Colony
East, Delhi-110009)**

**Sd/-
(Anil Lakhani)
Director
(DIN: 00450542)
(Add: A-16/1, Rishi Apartment,
282/1, Saket, Meerut,
U.P-250001)**

**Sd/-
(Praveen Bhatia)
Director
(DIN: 00147498)
(Add: W-12/30,
DLF-3, Gurgaon,
Haryana-122001)**

**Place: New Delhi
Date: 27.08.2016**



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ANNEXURE – I

NOMINATION AND REMUNERATION & BOARD DIVERSITY POLICY

I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 (the Act) and Clause 49 of the Listing Agreement, the Board of Directors of every Listed Company shall constitute the Nomination and Remuneration Committee. The Company has constituted the Nomination & Remuneration Committee comprising of 3 non-executive Directors out of which two are Independent Directors.

Section 178 of the Act provides that the Committee shall recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees, and the Committee shall also formulate the criteria for determining qualifications, positive attributes and independence of a director. Further pursuant to the Clause 49 of the Listing agreement, a policy on Board Diversity is also to be adopted.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

II. OBJECTIVE

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

III. DEFINITIONS

- “Board” means Board of Directors of the Company.
- “Company” means “Provestment Services Limited”
- “Independent Director” means a director referred to in Section 149 (6) of the Companies Act, 2013.



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- “Key Managerial Personnel” (KMP) means
 - a) Chief Executive Officer or the Managing Director or the Manager,
 - b) Company Secretary,
 - c) Whole-time Director,
 - d) Chief Financial Officer and
 - e) Such other officer as may be prescribed.
- “Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- “Policy or This Policy” means, “Nomination and Remuneration Policy”
- “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- “Senior Management” means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

IV. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

V. GUIDING PRINCIPLES

The Policy ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and



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- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

VI. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
2. To carry out evaluation of every director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. To formulate the criteria for evaluation of Independent Directors and the Board.
5. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
6. To devise a policy on Board diversity.
7. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
8. To perform such other functions as may be necessary or appropriate for the performance of its duties.

VII. MEMBERSHIP

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.



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- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

VIII. CHAIRMAN

- a) Committee shall be chaired by an Independent Director.
- b) Chairman of the Company, if any, may be appointed as a member of the Committee but shall not Chair the Committee.
- c) Members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

IX. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

X. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

XI. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

▪ Appointment criteria and qualifications:

- 1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.



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2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
 3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- **Term / Tenure:**
1. Managing Director/Whole-time Director/Manager (Managerial Person) - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
 2. Independent Director
 - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
 - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
 - At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.
- **Evaluation:** The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).
- **Removal:** Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.
- **Retirement:** The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain



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the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

▪ General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.
4. Where insurance, if any, is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

▪ Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

2. Maximum Remuneration in case of Inadequate or no Profits:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.



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3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

▪ **Remuneration to Non-Executive / Independent Director:**

1. Remuneration:

The Remuneration shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

2. Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The Director may however waive off at any time his entitlement & the sitting fees or any other benefit from time to time.

XIV. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded in the minutes book and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

XV. DIVERSITY ON THE BOARD OF THE COMPANY

Pursuant to Clause 49(IV) of the Listing Agreement, the Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's Board has appropriate balance of skills, experience and diversity relevant to its business operations, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

In order to ensure a balanced composition of directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:



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- a) Gender- The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.
- b) Ethnicity - The Company shall promote having a Board comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge and understanding for the benefit of Company's business;
- c) Physical disability - The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on the Company's Board, if he/she is able to efficiently discharge the assigned duties.
- d) Educational qualification- The Directors of the Company shall have a mix of finance, legal and management background, so that they collectively provide the Company with considerable experience relevant to the business of the Company.

XVI. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

**On behalf of the Board of Directors
For PROVESTMENT SERVICES LIMITED**

**Sd/-
(Deepika Rajput)
Company Secretary
(PAN: AMUPD4639A)
(Add: H No. 200, 3rd Floor,
Bhai Parmanand Colony
East, Delhi-110009)**

**Sd/-
(Anil Lakhani)
Director
(DIN: 00450542)
(Add: A-16/1, Rishi Apartment,
282/1, Saket, Meerut,
U.P-250001)**

**Sd/-
(Praveen Bhatia)
Director
(DIN: 00147498)
(Add: W-12/30,
DLF-3, Gurgaon,
Haryana-122001)**

**Place: New Delhi
Date: 27.08.2016**



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 Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2016

To,
**THE MEMBERS,
PROVESTMENT SERVICES LIMITED
(CIN: L74899DL1994PLC058964)
BUILDING NO 5, FIRST FLOOR, PUSA ROAD,
W.E.A. KAROL BAGH,
NEW DELHI-110005**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PROVESTMENT SERVICES LIMITED (CIN: L74899DL1994PLC058964)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by 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 there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;



- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (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;

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- **Not Applicable to the Company during the Audit Period;**
 - c. 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;**
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable to the Company during the Audit Period;**
 - e. 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;
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -**Not Applicable to the Company during the Audit Period; and**
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable to the Company during the Audit Period;**



(vi) Other Laws applicable to the Company;

- i. Competition Act, 2002
- ii. The Income Tax Act, 1961
- iii. The Finance Act, 1994

We 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, Delhi Stock Exchange, Ahmedabad Stock Exchange and Jaipur Stock Exchange and trading platform at Bombay Stock Exchange (Indonext Segment).

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

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive 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.
2. The Constitution of Board & Statutory Committees as observed by us is mentioned below:

BOARD OF DIRECTORS

S. No.	Name of the Director	Category
1.	Mr. Praveen Bhatia	Whole Time Director
2.	Mr. Vinod Ralhan	Non- Executive Director
3.	Mr. Anil Lakhani	Independent Director
4.	Mr. Nand Kishor Verma	Independent Director
5.	Mr. Gurcharan Dass Bhalla	Independent Director
6.	Ms. Anjali Khurana	Non- Executive Director



COMMITTEES OF BOARD OF DIRECTORS

A. AUDIT COMMITTEE

S. No.	Name of the Director	Category	Designation
1.	Mr. Anil Lakhani	Independent Director	Chairman
2.	Mr. Vinod Ralhan	Non-executive Director	Member
3.	Mrs. Anjali Khurana	Independent Director	Member

B. REMUNERATION & NOMINATION COMMITTEE

S. No.	Name of the Director	Category	Designation
1.	Mr. Anil Lakhani	Independent Director	Chairman
2.	Mr. Vinod Ralhan	Non-executive Director	Member
3.	Mrs. Anjali Khurana	Independent Director	Member

C. SHAREHOLDER'S GRIEVANCES COMMITTEE

S. No.	Name of the Director	Category	Designation
1.	Mr. Vinod Ralhan	Non-executive Director	Chairman
2.	Mr. Anil Lakhani	Independent Director	Member
3.	Mrs. Anjali Khurana	Independent Director	Member



3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that compliance of applicable financial laws including Direct and Indirect Tax Laws by the company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that during the audit period the company has no instances of:

- Public/Rights/Preferential issue of shares/debentures/sweat equity.
- Redemption/buy back of securities.
- Major Decision taken by the members in pursuance to section 180 of the Companies Act, 2013
- Merger/amalgamation/reconstruction etc.
- Foreign technical collaborations.

**For M. B. & Co.,
Company Secretaries**

Sd/-

**Mehak Bangia
CP No. : 12895
Membership No.: 31095**

**Place: New Delhi
Date: 27.08.2016**

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.



“ANNEXURE-A”

27th August, 2016

To,

**THE MEMBERS,
PROVESTMENT SERVICES LIMITED
(CIN: L74899DL1994PLC058964)
BUILDING NO. 5, FIRST FLOOR, PUSA ROAD,
W.E.A. KAROL BAGH,
NEW DELHI-110005**

Our Secretarial Audit Report of even date is to be read along with this letter.

Management’s Responsibility

- 1) It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor’s Responsibility

- 2) Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- 3) We 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 the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 4) We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- 5) Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.



- 6) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Disclaimer

- 7) 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.

**For M.B. & Co.,
Company Secretaries**

**Sd/-
Mehak Bangia
CP No. : 12895
Membership No. :31095**

**Place: New Delhi
Date: 27.08.2016**

It is stated that the compliance of all applicable provisions of the Companies Act, 2013 is the responsibility of the management of the Company. Our examination on the test check basis was limited to the procedure followed by the Company for ensuring compliance with the said provision, We state that such compliance is not an assurance as to the future validity of the Company. We further state that this is neither an audit nor an expression on the financial statements/ activities of the Company.



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ANNEXURE-III

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31ST MARCH, 2016

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

In **Provostment Services Limited**, it is imperative that our Company affairs are managed in a fair and transparent manner. The Company's philosophy on Corporate Governance is bounded upon a rich legacy of fair ethical governance practices. The Company is in compliance with the requirements of Corporate Governance under the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in this regard, submits a report on the matters mentioned in the said regulations.

1. BOARD OF DIRECTORS

(a) Board Composition and Category of Directors

The Board of Directors of the Company has an optimum combination of Non-Executive/ Independent Directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company. The Composition of the Board and category of Directors as on March 31, 2016 is as follows:

S. No.	Name of the Directors	Category
1.	Praveen Bhatia	Whole Time Director
2.	Vinod Ralhan	Non- Executive Retiring Director
3.	Anil Lakhani	Non- Executive Independent Director
4.	Anjali Khurana	Non- Executive Independent Director
5.	Nand Kishor Verma	Non- Executive Independent Director
6.	Gurcharan Dass Bhalla	Non- Executive Retiring Director

There is no relationship between the Directors *inter-se*. All the Directors are luminous professionals with wide range of expertise and experience in the fields of Business, Law, Finance and Management.

(b) Directors Re-appointed

Pursuant to Section 152 of the Companies Act, 2013, Mr. Vinod Ralhan (DIN: 00146449) shall retire by rotation at the ensuing 22nd Annual General Meeting, being eligible offers himself for re-appointment.



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(c) Details of Attendance of Directors at Board Meetings and last Annual General Meeting (AGM) of the Company and number of other directorships and chairmanships/ Memberships of Committees of the Board of each Director in various Companies

The details of attendance at the Board Meeting and Annual General Meeting (AGM) of the Company and number of other directorships and chairmanships/ Memberships of Committees of the Board of each Director as on March 31, 2016 are as follows:

S. No.	Director	Category (1)	Attendance		Other Directorships	Membership/Chairmanship of the Committees of other Boards (2)	
			Board Meetings	Last AGM		Member	Chairman
1.	Praveen Bhatia	WTD	09	Yes	8	NIL	NIL
2.	Vinod Ralhan	NED & NID	10	Yes	3	2	1
3.	Anil Lakhani	NED & ID	10	Yes	3	1	2
4.	Anjali Khurana	NED & NID	10	Yes	NIL	3	NIL
5.	Nand Kishor Verma	NED & ID	01	No	1	NIL	NIL
6.	Gurcharan Dass Bhalla	NED & NID	10	Yes	NIL	NIL	NIL

Notes:

(1) NED – Non-Executive Director NID – Non-Independent Director ID – Independent Director

(2) The disclosure includes membership/chairmanship of the Audit Committee, Nomination and Remuneration Committee and stakeholder's relationship committee in other Indian public companies (listed and unlisted).

All statutory and other important items/ information including those envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are regularly provided to the Board and the Committees thereof either as part of agenda papers well in advance of the Board Meetings, or are tabled in the course of the Board Meetings and/or its Committees to enable the Board/ Committees to discharge their responsibilities effectively and to take informed decision.

The Company issues formal letters of appointment to Independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the Company.



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The Company has formulated a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The Familiarization Programme for Independent Directors is also disclosed on the website of the Company.

(d) Number of Board Meeting held, dates on which held

Ten Board Meetings were held during the year, as against the Minimum requirement of four Meetings. The gap between any two Board Meetings did not exceed One Hundred and Twenty days.

The details of Board Meeting are given below:

S.No.	Date	Board Strength	No. of Directors Present
1.	April 15, 2015	6	6
2.	May 30, 2015	6	6
3.	August 13, 2015	6	6
4.	September 2, 2015	6	6
5.	November 14, 2015	6	6
6.	November 19, 2016	6	6
7.	January 9, 2016	6	5
8.	February 12, 2016	5	5
9.	March 21, 2016	5	5
10.	March 31, 2016	6	6

(e) Directors Remuneration

The Company does not pay any remuneration/ commission to its Directors except Mr. Praveen Bhatia, Whole Time Director of the Company. However the Company pays the sitting fee to its Directors. The Company also reimburses the out-of-pocket expenses incurred by the directors for attending the meetings.

Further, it has not implemented any Stock Option Scheme. The Company has no pecuniary relationship/ transactions with its Directors during the Financial-Year ended March 31, 2016 except as stated above.

However during this Financial Year the Company has not paid any Sitting Fees to the Directors for attending the Meetings of the Board and Committees.

*Mr. Nand Kishor Verma has been appointed as an Additional Director w.e.f. March 21, 2015 on the Board.



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(f) Code of Conduct

The Company has adopted a Code of Conduct for all its Board Members and Senior Management Personnel in compliance with the provisions of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Board Members and senior management personnel have affirmed the compliance with the Code of Conduct as on 31st March, 2016.

A Copy of the code has been put on the Company's Website (<http://www.provestment.net>).

A Declaration to this effect signed by the Director and the CFO, forms part of the Manager and CFO certification and is attached with the Report at **Annexure (IV)**.

2. COMMITTEES OF THE BOARD

The terms of reference of the Board Committees are determined by the Board from time to time. Presently the Company has three Committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committee(s), appointment of its Members and payment of Sitting Fees to the Committee Members for attending the Committee Meetings, are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

a) AUDIT COMMITTEE

(i) Terms of reference

The Company is having a duly constituted Audit Committee in terms of Section 177 of the Companies Act, 2013 and regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Terms of Reference adopted by the Committee and approved by the Board of Directors in brief are as under:

- To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- To examine financial statement and the auditor's report thereon before submission to the Board;
- To approve any subsequent modification of transactions of the Company with the related parties;
- To scrutinize inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- To evaluate internal financial controls and risk management systems;
- To monitor the end use of funds raised through public offers and related matters;
- Review of the Audit Reports of the internal Auditors;
- Overseeing the Company's financial reporting process and disclosure of financial information;



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- Holding discussions with the Auditors periodically about the Internal control Systems, the scope of Internal Audit, the observation of the Auditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of the appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Review of the Quarterly, Half-yearly and Annual Financial Statements before submission to the Board.”
- Review/ Approval of any other matter in relation to items specified in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(ii) Composition and Attendance

The Composition of Committee is as follows:

S.NO.	NAME OF THE MEMBER	CATEGORY
1.	Vinod Ralhan	Non- Executive Director
2.	Anil Lakhani	Non- Executive Independent Director
3.	Anjali Khurana	Non- Executive Independent Director

All Members of Audit Committee possess rich knowledge and expertise in Financial and Management fields.

All the Meetings of the Audit Committee, held during the year, were chaired by Mr. Anil Lakhani. Statutory Auditors and Internal Auditors are invited to attend and participate at the Committee Meetings, whenever any need arise.

During the period (i.e. from April 1, 2015 to March 31, 2016) under review, the Committee met four times (on May 30, 2015; August 13, 2015; November 14, 2015; February 12, 2016). The gap between the two Committee Meetings did not exceed four months. The attendance record of Members at the Committee Meetings is as below:

S. No.	Name of the Member	Status	No. of Meetings Attended
1.	Anil Lakhani	Chairman	4
2.	Vinod Ralhan	Member	4
3.	Anjali Khurana	Member	4



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b) NOMINATION AND REMUNERATION COMMITTEE

(i) Brief terms of reference

The Company is having a duly constituted Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Terms of Reference adopted by the Committee and approved by the Board of Directors in brief are as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- Devising a Policy on Board Diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Composition and Attendance

The Composition of Committee is as follows:

S.NO.	NAME OF THE MEMBER	CATEGORY
1.	Vinod Ralhan	Non- Executive Director
2.	Anil Lakhani	Non- Executive Independent Director
3.	Anjali Khurana	Non- Executive Independent Director

All Members of Nomination and Remuneration Committee possess rich knowledge and expertise in the field. All the Meetings of the Nomination and Remuneration Committee, held during the year, were chaired by Mr. Anil Lakhani.

During the period (i.e. from April 1, 2015 to March 31, 2016) under review, the Committee met once (on March 31, 2016). The attendance record of Members at the Committee Meetings is as below:



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S. No.	Name of the Member	Status	No. of Meetings Attended
1.	Anil Lakhani	Chairman	2
2.	Vinod Ralhan	Member	2
3.	Anjali Khurana	Member	2

The details relating to remuneration of Directors, as required under Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given under a separate section, viz. 'Directors Remuneration' in this report.

Nomination and remuneration Policy is attached as Annexure- I to the Director's Report.

(c) STAKEHOLDERS' RELATIONSHIP COMMITTEE

(i) Brief terms of reference

The Company is having a duly constituted Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Terms of Reference adopted by the Committee and approved by the Board of Directors in brief are as under:

- To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner;
- To Consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of declared dividends, non-receipt of balance sheet;
- To authorise printing of Share Certificates post authorization from the Board of Directors of the Company;
- To issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed by:
 - (i) any two Directors (including Managing or Whole-time Director, if any), and
 - (ii) Company Secretary / Authorised Signatory;
- To authorise issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized ;



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- To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
- To perform all functions relating to the interests of security holders of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made there under, Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other regulations issued by SEBI as amended from time to time.
- Any Other matter as may be delegated by the Board of Directors from time to time.

Composition and Attendance

The Composition of Committee is as follows:

S.NO.	Name of the member	Category
1.	Vinod Ralhan	Non- Executive Director
2.	Anil Lakhani	Non- Executive Independent Director
3.	Anjali Khurana	Non- Executive Independent Director

During the period (i.e. from April 1, 2015 to March 31, 2016) under review, there was no meeting of such Committee.

(ii) Compliance Officer

Mrs. Deepika Rajput, Company Secretary, is the Compliance officer for complying with the requirements of the Listing Agreement.

(iii) Investors' Grievances received and resolved during the year

During the year under review, the Company has received no Investor Grievances pertaining to investor related matters. There were no pending complaints as on March 31, 2016.

(iv) Prohibition of Insider Trading

The Board of Directors has been following the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (The Code) as per SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "Regulations") which became effective from May 15, 2015.

All the Directors and Designated Employees have given their Disclosure under the said Insider trading Regulations.



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3. GENERAL BODY MEETINGS

The details of the Annual General Meetings (AGM) of the Company held during the last three years are as under:

Year	Date	Time	Venue
2012-13 AGM	September 30, 2013	10.00 A.M.	B-4/148 C, Safdarjung Enclave, New Delhi-110029
2013-14 AGM	September 30, 2014	10.00 A.M.	B-4/148 C, Safdarjung Enclave, New Delhi-110029
2014-15 AGM	September 30, 2015	10.00 A.M.	B-4/148 C, Safdarjung Enclave, New Delhi-110029

No Resolution has been passed through Postal Ballot last year. At the ensuing AGM, there is no Resolution proposed to be passed by Postal Ballot.

4. DISCLOSURES

(a) Materially significant Related Party Transactions

No materially significant Related Party Transaction, that may have potential conflict with the interest of the Company at large, has been carried out with the Directors or the Management, or their Relatives etc. during the year under review. The Company has complied with the Accounting standards on Related Party Disclosures during the Financial year 2015-16, the 'Related Party Disclosures' have been given in the Notes to Financial Statements.

(b) Disclosure of Accounting Treatment

The Accounting Standards as notified in the Companies (Accounting Standards) Rules, 2006 and as referred to under Section 129 of the Companies Act, 2013 have been followed in the preparation of the Financial Statements for the year ended 31st March, 2016.

(c) Board Disclosures – Risk Management

The Company has in place built-in internal control systems for assessing and mitigating elements of risks in relation to its operations which are followed scrupulously in day to day functioning of the Company. The Board of Directors has formed and approved the Risk Management Policy of the Company.



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(d) Details of Non-Compliance relating to the Capital Market (if any).

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authorities on any Capital Market related matters, during the last three years.

(e) Proceeds from Public Issues, Rights Issue and Preferential Issue etc.

The Company has not raised any funds through public issue, right issue, preferential issue etc. during the year.

(f) Related Party Transactions Policy

The Company as per the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, has adopted the Policy on Related Party Transactions.

A Copy of the Policy has been put on the Company's Website (www.provestment.net)

(g) Whistle Blower Policy

The Company has established Whistle Blower Policy/Vigil Mechanism for directors and employees to report their genuine concerns. The reportable matters may be disclosed to the Whistle and Ethics Officer of the Company or to the Audit Committee. The Whistle-blower Policy is available on our website.

(h) Non-mandatory requirements

The Company is in full compliance with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance.

The Company has adopted following non-mandatory requirements of Clause 49 of the Listing Agreement:

- **Reporting of Internal Auditor: The Internal Auditor directly reports to the Audit Committee**



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5. MEANS OF COMMUNICATION

Quarterly Results

The Quarterly/ Half Yearly/ Annual Financial Results of the Company are regularly submitted to the Stock Exchanges immediately after the same are reviewed by the Audit Committee and approved by the Board of Directors. These Results effective Financial Year 2015-16 are published in **one English Daily 'MILLENNIUM POST' and one Hindi Daily 'HARI BHOOMI'** and are displayed on Website of the Company **www.provestment.net** .

6. SHAREHOLDERS' INFORMATION

(a) Annual General Meeting

Day and Date : Friday, 30th September, 2016
Time : 10.00 a.m.
Venue : B-4/148C, Safdarjung Enclave, New Delhi- 110029

The following Resolutions are proposed to be passed at the ensuing Annual General Meeting as a **Special Resolution**:

1. AUTHORIZATION TO MAKE INTER-CORPORATE LOANS, GUARANTEES AND SECURITIES

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and subject to shareholder's resolution by way of Special Resolution, the consent of the Company be and is hereby accorded to make inter corporate loans and investments of a sum exceeding the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the company."

2. AUTHORIZATION TO MAKE INVESTMENT, ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE SECURITIES

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or



PROVESTMENT SERVICES LIMITED

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otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rupees Seven Crores;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

Date of Book Closure : 24th September, 2016 to 30th September, 2016

Last date of receipt of Proxy Forms : 28th September, 2016

(b) Financial Calendar

Your Company observes 1st April to 31st March as its Financial Year.

Adoption of Quarterly Results for the Quarter ending :

	Date of Board Meeting
June 30, 2015	: August 13, 2015
September 30, 2015	: November 14, 2015
December 31, 2015	: February 12, 2015
Annual Results as on	: May 30, 2016
March 31,2016	

(c) Listing of Equity Shares

The Equity Shares of the Company are listed at the Delhi, Jaipur and Ahmedabad Stock Exchange and BSE at Indonext segment. The Scrip Code of the Company is **590120**. Annual custody/issuer fee for the year 2016-17 for CDSL and NSDL has been paid by the Company. However the Company has not received any invoice from the Regional Stock Exchanges for payment of Annual Listing Fee.



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(d) Application with Metropolitan Stock Exchange of India Limited (MSEI) for listing of Equity Shares

Our Company has been listed on Regional Stock Exchanges named Delhi Stock Exchange, Ahmadabad Stock Exchange, Jaipur Stock Exchange and is having trading platform at Indonext at BSE. As per the circular dated 17.04.2015 of SEBI, the Company has to list itself at any of the Nationwide Stock Exchange within 18 months from the date of this circular. With the coming up of the circular and the closure of Regional Stock Exchanges, our Company has approached the MSEI for listing of its Equity Shares to continue its listing status.

(e) Shares held in Physical and Electronic Mode

The Equity Shares of your Company are available for trading in the depository systems of both the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN No. allotted to the Company is **INE438C01010**.

As on March 31, 2016, **4000027 Equity Shares**, representing **78.37%** of the total Equity Share Capital, have been dematerialized.

(f) Share Transfer System

The Shares of the Company in electronic form are tradable only through the Depository Systems. The Transfer of Shares in physical form is processed by Registrar and Share Transfer Agents of the Company and thereafter the same are approved by the Company Secretary/ Directors of the Company. The Company obtains from a Company Secretary in Practice half-yearly Certificate of Compliance with the share transfer formalities and files a copy of the said certificate with stock exchange.

(g) Distribution of Shareholding and Category of Shareholding as on 31st March, 2016

Distribution of Shareholding:

Holdings (No. of Equity Shares)	Shareholders		Shares	
	Number	% to Total	Number	% to total
Upto 500	977	91.48	754280	14.78
501 to 1,000	37	3.46	295734	5.80
1,001 to 2,000	14	1.31	210013	4.12
2,001 to 3,000	13	1.22	326681	6.40
3,001 to 4,000	1	0.09	31600	0.62
4,001 to 5,000	0	0.00	0	0.0
5,001 to 10,000	15	1.40	1224198	23.99



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10,001 and above	11	1.03	2260494	44.30
Total	1068	100.00	5103000	100.00

Category- wise Shareholding Pattern:

Category	No. of Shares	Percentage
A. Promoters' Holding	1619988	31.75
(a) Institutional Investors		
1. Mutual Funds & UTI	-	-
2. Banks, Financial Institutions, Insurance Companies, State Govt., Central Govt.	-	-
3. Foreign Institutional Investors	-	-
(b) Others	-	-
B. Non-Promoters' Holding		
(a) Institutional Investors	-	-
(b) Others	-	-
4. Private Bodies Corporate	1321622	25.90
5. NRIs and OCBs	3000	0.06
6. Indian Public – Individuals	2132863	41.79
7. Hindu Undivided Family	25527	0.50
TOTAL	5103000	100.00

(h) Outstanding ADRs/ GDRs/warrants or any Convertible Instruments

The Company has not issued any ADRs/ GDRs/warrants or any convertible instruments during the year.

(i) CEO/CFO Certificate

In terms of the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Certificate signed by Mr. Praveen Bhatia, WTD of the Company and Mr. Vinod Ralhan, Director of the Company is attached with this report as **Annexure (I)**.

(j) Registrar and Transfer Agents

The Company has appointed Registrar and Share Transfer Agent, the Transfer of Shares in physical form is processed by Registrar and Share Transfer Agents of the Company and thereafter the same are approved by the Company Secretary/ Directors of the Company.



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

The Investors are requested to forward the correspondence to M/s Beetal Financial & Computer Services (P) Ltd. the Registrar and Share Transfer Agents of the Company at the following address:

M/s Beetal Financial and Computer Services Private Limited
99, Madangir, 3rd Floor, Behind Local Shopping Complex,
Near Dada Harsukhdas Mandir,
New Delhi-110 062
Ph: 011-29961281-87
E-mail: beetal@beetalfinancial.com

(k) Address for Correspondence

The Investors can also contact or send their grievances to the Company at the following given address:

Mrs. Deepika Rajput,
(Compliance Officer)
Provestment Services Limited
Building No.5, First Floor, Pusa Road, W.E.A. Karol Bagh,
New Delhi-110 005
Phone: 011-47177000(30 Lines) Fax-011-47177077
Email:deepika@provestment.net
Website: www.provestment.net



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

FINANCIAL REVIEW

Provostment Services Limited has bestowed its credit Full Fledged Money Changer License and ticketing business and has shown satisfactory financial and operating performance during the period under review i.e. 2015-16.

RESOURCES AND LIQUIDITY

The Company relied upon internal and retained resources. During the year, the liquidity position of the Company was satisfactory.

INDUSTRY SCENARIO

The Foreign Exchange business and Tour and Travel in the Private Sector in India is represented by a mix of few large Companies with nationwide presence and a large number of small and medium size Companies with regional focus. These Companies provide a variety of services.

Your Company has not been much affected by the external environment and hence it has been catering to core retail clients by carrying on very attractive and new methods of financing. The Company has its online website for the ease of its clients and applied for Trade Mark PROYATRA.COM to strengthen its brand in the market.

Now the Company has also decided to diversify its business to power trading as a new venture may be fruitful in future.

OPPORTUNITIES

India's size and massive natural, geographic, cultural and artistic diversity offers enormous opportunities for the travel and tourism industry. The promotion and aggressive marketing measures undertaken by the government is expected to aid influx of tourists. The industry would also benefit from introduction of new forms of tourism and development of niche segments. PSL is well placed to identify retail clients and to provide them with convenient servicing.

CHALLENGES

The entire Foreign Exchange Sector faces competitive pressure from the Banking Sector which has access to lower cost of financing.

Security has been a major issue for the growth of tourism for a number of years. However, the government needs to take a proactive approach in addressing these issues and in averting the potential impact on the industry.

REGULATORY ISSUES

For inbound international tourists, visa procedures are seen as a hindrance. A number of countries competing with India for tourists provide visa on arrival. India should provide visa on arrival for more countries or for certain categories of tourists for a specific duration.



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

RISKS AND CONCERNS

The Company is exposed to risks like volatility in the Indian Economy, falling interest rates, competition from the Banking Sector, volatile economic cycle, market risks, credit risk, and failure of many FFMC during the past few years. PSL manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

TAXATION

Travel and tourism in India is a high-taxed industry, which makes India expensive as a tourist destination. This is affecting the growth of the industry in India and India is losing out to other low-cost destinations. Inbound tourism is the most affected. Various taxes are levied across the entire industry right from tour operators, transporters, air line industry to hotels and these include service tax, luxury tax and various taxes on transportation etc. However, these tax rates tend to vary across different states in the country.

INTERNAL CONTROL SYSTEM

Your Company has proper and adequate internal controls to assure that all activities are monitored and controlled against any unauthorized use or disposition of assets and that all the transactions are authorized, recorded, reported and monitored correctly. The Company works in a fully computerized environment and all its operations including accounts and MIS are electronic.

The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines may relates to SEBI, RBI, IATA, MCA etc.

An Audit Committee has been formed to review and strengthen the adequacy of internal control.

On behalf of the Board of Directors
For PROVESTMENT SERVICES LIMITED

Sd/-
(Deepika Rajput)
Company Secretary
(PAN: AMUPD4639A)
(Add: H No. 200, 3rd Floor,
Bhai Parmanand Colony
East, Delhi-110009)

Sd/-
(Anil Lakhani)
Director
(DIN: 00450542)
(Add: A-16/1, Rishi Apartment,
282/1, Saket, Meerut,
U.P.-250001)

Sd/-
(Praveen Bhatia)
Director
(DIN: 00147498)
(Add: W-12/30,
DLF-3, Gurgaon,
Haryana-122001)

Place: New Delhi
Date: 27.08.2016



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

Annexure (I)

MANAGER AND CFO CERTIFICATION

SUB – ANNUAL CERTIFICATE OF COMPLIANCE FOR F.Y. 2015-16

We, Praveen Bhatia, Whole Time Director and Mr. Vinod Ralhan, Director of **M/S PROVESTMENT SERVICES LIMITED**, hereby certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement of the Company for the year ended 31st March, 2016 and that to the best of my knowledge and belief:
 - i) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) These Statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining Internal Controls for Financial Reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) Significant changes in such internal control during the year, if any;
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements, if any; and
 - iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system for financial reporting.



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

e) Pursuant to Clause 49 (II) (E) of the Listing Agreement as entered into with The Ahmedabad Stock Exchange Ltd., Delhi Stock Exchange Ltd. and Jaipur Stock Exchange Limited and trading platform with Bombay Stock Exchange- Indonext Segment, we hereby affirm and declare the due compliance in all respects with the Code of Conduct duly constituted for the Members of the Board and Senior Management Personnel of the Company.

For **Provestment Services Limited**

Sd/-

Praveen Bhatia
(Whole Time Director)

PAN: AAGPB2843J

Address: W-12/30,DLF Phase- III
Gurgaon, Haryana

Sd/-

Vinod Ralhan
(Finance Head)

PAN: AAEPR9217Q

Address: J-93, Kirti Nagar,
New Delhi- 110015



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

ANNEXURE-IV

FORM NO. AOC.2

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

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: **NOT APPLICABLE**

- (a) Name(s) of the related party and nature of relationship:
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts/arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Justification for entering into such contracts or arrangements or transactions:
- (f) Date(s) of approval by the Board:
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

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

S. No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts/ arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances , if any
1.	Mr. Praveen Bhatia	Director's remuneration	N.A	Remuneration amounting to Rs. 30,00,000/- has been paid to Mr. Praveen Bhatia	30/05/2015	N.A
2.	Mr. Praveen Bhatia	Sale of Foreign Currency	N.A.	Sale of Foreign Currency amounting to Rs. 1,42,579/-	30.05.2015	N.A.
3.	Mr. Praveen Bhatia	Purchased 1000 shares of M/s PVSP IT Skills Private	N.A.	Purchased 1000 shares of M/s PVSP IT Skills Private limited from	30.05.2015	N.A.



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

		limited from Company		Company amounting to Rs. 10,000/-		
4.	M/s Profile Packaging Private Limited	Sale of Tickets & Foreign Currency	N.A.	Sale of Tickets & Foreign Currency amounting to Rs. 4,97,394/-	30.05.2015	N.A.
5.	M/s Gold Star Realtors Limited	Advance given and received back	N.A.	Advance given and received back of amounting Rs. 99,00,000/-	30.05.2015	N.A.
6.	M/s Gold Star Realtors Limited	Rental Income	N.A.	Rental Income of amount Rs. 3,37,180/-	30.05.2015	N.A.
7.	M/s Saab Travel & Tours Limited	Advance refunded	N.A.	Advance refunded of amount Rs. 18,00,000/-	30.05.2015	N.A.
8.	M/s Saab Travel & Tours Limited	Sale of Tickets	N.A.	Sale of tickets of amount Rs. 4,74,13,800/-	30.05.2015	N.A.
9.	Mr. Ayush Bhatia	Sale of Foreign Currency	N.A.	Sale of Foreign Currency of amount Rs. 23686/-	30.05.2015	N.A.
10.	Mr. Ankit Bhatia	Sale of Foreign Currency	N.A.	Sale of Foreign Currency of amount Rs.31,930/-	30.05.2015	N.A.

**On behalf of the Board of Directors
For PROVESTMENT SERVICES LIMITED**

**Sd/-
(Deepika Rajput)
Company Secretary
(PAN: AMUPD4639A)
(Add: H No. 200, 3rd Floor,
Bhai Parmanand Colony (East),
Delhi-110009)**

**Sd/-
(Anil Lakhani)
Director
(DIN: 00450542)
(Add: A-16/1, Rishi Apartment,
282/1, Saket, Meerut,
U.P-250001)**

**Sd/-
(Praveen Bhatia)
Director
(DIN: 00147498)
(Add: W-12/30,
DLF-3, Gurgaon,
Haryana-122001)**

Place: New Delhi
Date: 27.08.2016



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

Annexure – V

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 and 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 F.Y. 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2014-15 (in Rs.)	% Increase in remuneration in the financial year 2014-15	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
1.	Mr. Praveen Bhatia	30.00 Lacs	N.A.	N.A.	Mr. Praveen Bhatia has major contribution in the performance of the Company.
2.	Mrs. Deepika Rajput	6.00 Lacs	N.A.	N.A.	Being the Compliance Officer of the Company, Mrs. Deepika Rajput has contribution in the form of fulfillment of legal compliances.



PROVESTMENT SERVICES LIMITED

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- (i) **Relationship between average increase in remuneration and company performance:-** Not Applicable since there is no change in the remuneration.
- (ii) Average percentage increase made in the salaries of employees other than the managerial remuneration in the last financial year i.e. 2014-15 was 5 per cent whereas there has been no change with respect to increase in the managerial remuneration for the same financial year.
- (iii) The key parameters for the variable component of remuneration availed by the directors
- (iv) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – **Not Applicable;** and
- (v) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**On behalf of the Board of Directors
For PROVESTMENT SERVICES LIMITED**

Sd/-
(Deepika Rajput)
Company Secretary
(PAN: AMUPD4639A)
(Add: H No. 200, 3rd Floor,
Bhai Parmanand Colony
East, Delhi-110009)

Sd/-
(Anil Lakhani)
Director
(DIN: 00450542)
(Add: A-16/1, Rishi Apartment,
282/1, Saket, Meerut,
U.P-250001)

Sd/-
(Praveen Bhatia)
Director
(DIN: 00147498)
(Add: W-12/30,
DLF-3, Gurgaon,
Haryana-122001)

Place: New Delhi
Date: 27.08.2016



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

Annexure – VI

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN
as on the financial year ended 31/03/2016
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L74899DL1994PLC058964
Registration Date	11/05/1994
Name of the Company	Provestment Services Limited
Category/ Sub-Category of the Company	Company Limited by Shares
Address of the Registered Office and contact details	Address: Building No. 5, First Floor, Pusa Road, W.E.A. Karol Bagh, New Delhi-110005 Telephone No. : 011-47177000 Website: www.provestment.net Email: deepika@provestment.net
Whether Listed Company (Yes/No)	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Beetal Financial & Computer Services (P) Ltd. Address: Beetal House, 3 rd Floor, 99, Madangiri, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 Phone No. : 011-29961281-87 Email: beetal@beetalfinancial.com



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

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	Tour & Travels	79	88.58
2	Foreign Exchange Business	94	10.18

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Not Applicable

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/A ssociate	% of Shares held	Applicable Sections
1					
2					
3					
4					
5					
6					
7.					
8.					



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

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	0	0	0	0	1237750	0	1237750	24.25%	24.25%
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	582238	0	582238	11.41%	382238	0	382238	7.49%	(3.92)%
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	1037750	0	1037750	20.34%	0	0	0	0	(20.34)
Sub Total (A) (1)	1619988	0	1619988	31.75%	1619988	0	1619988	31.75%	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other- individuals	0	0	0	0	0	0	0	0	0
c) Body corporates	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	1619988	0	1619988	31.75%	1619988	0	1619988	31.75%	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	1122061	304000	1426061	27.95%	1017622	304000	1321622	25.99%	(2.05)%
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	289603	610173	899776	17.63%	0	0	0	0	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	916336	188800	1105136	21.66%	0	0	0	0	-
iii) Individual shareholders holding nominal share capital upto Rs. 2 Lakh	0	0	0	0	391803	698973	1090776	21.37%	-
iv) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	0	0	0	0	942087	102000	1042087	20.42%	-
c) Others (specify)	52039	0	52039	1.02%	28527	0	28527	0.56%	0.46
Sub Total (B) (2)	2380039	1102973	3483012	68.25%	2380039	1102973	3483012	68.25%	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2380039	1102973	3483012	68.25%	2380039	1102973	3483012	68.25%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4000027	1102973	5103000	100%	4000027	1102973	5103000	100%	0



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

iii) 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	DOUBLE AEY CONSULTANTS PRIVATE LIMITED- AACCD9273B	96500	1.89 %	0	96500	1.89 %	0	NIL
2	PROVESTMENT LEASING AND FINANCE PRIVATE LIMITED- AAACP8115E	120000	2.35 %	0	120000	2.35 %	0	NIL
3	PROFILE PACKAGING PRIVATE LIMITED- AABCP9269Q	175886	3.45 %	0	75886	1.49%	0	(1.96)%
4	CHAITALI EXPORTS PRIVATE LIMITED- AABCC9348R	189852	3.72 %	0	89852	1.76%	0	(1.96)%
5	HARISH KUMAR BHATIA- AIHPB6709N	1500	0.03 %	0	1500	0.03 %	0	NIL
6	RAJ BHATIA- ACGPB3084P	2000	0.04 %	0	2000	0.04 %	0	NIL
7	VED PRAKASH BHATIA- AADPB8261H	2000	0.04 %	0	2000	0.04 %	0	NIL

Regd. Office: 5 Pusa Road, First Floor, New Delhi-110005, Tel.: 91-11-47177000 (30 Lines), Fax: 91-11-47177077

Website: www.provestment.net



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

8	VINOD RALHAN- AAEPR9217Q	90010	1.76 %	0	90010	1.76 %	0	NIL
9	ARVIND KUMAR NARANG- ABNPN1007E	156210	3.06 %	0	156210	3.06 %	0	NIL
10	PRAVEEN BHATIA (HUF)- AAFHP6518R	236950	4.64 %	0	236950	4.64 %	0	NIL
11	PRAVEEN BHATIA- AAGPB2843J	542080	10.62 %	0	742080	14.54%	0	3.92%
	TOTAL	1619988	31.75 %	0	1619988	31.75 %	0	NIL



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

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 of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1619988	31.75%		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year			1619988	31.75

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1288390	25.24		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	(7435)	(0.15)%		
	At the end of the year(or on the date of separation, if separated during the year)	1280955	25.12		



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

D) 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 of the company	No. of shares	% of total shares of the company
	At the beginning of the year	632590	12.40%		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	225000	4.41%		
	At the end of the year	857590	16.81%		

V. INDEBTEDNESS-

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i)Principal Amount	3,14,83,026	0	0	3,14,83,026
ii) Interest due but not paid				
iii) Interest accrued but not due	0	0	0	0
Total (i+ ii+ iii)	3,14,83,026	0	0	3,14,83,026



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

Indebtedness at the end of the financial year				
i) Principal Amount	4,10,31,616	65,18,579	0	4,75,50,195
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ ii+ iii)	4,10,31,616	65,18,579	0	4,75,50,195

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Whole Time Director- Mr. Praveen Bhatia			Rs. 30.00 Lacs per annum
	(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	----	----	----	-----



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total (A)				Rs. 30.00 Lacs per annum
	Ceiling as per the Act				

B. Remuneration to other directors: Not Applicable

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

Sl. no	Particulars of Remuneration	Key Managerial personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	a) Mrs. Deepika Rajput		Rs. 6.00 Lacs per annum
2.	Stock Option	---	---	---	----
3.	Sweat Equity	---	---	---	----
4.	Commission - as % of profit - others, specify...	---	---	---	----
5.	Others, please specify	---	---	---	----



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

	Total					Rs. 6.00 Lacs per annum
--	-------	--	--	--	--	-------------------------------

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable

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 : N.A					
	---	---	---	---	-- -
B. DIRECTORS : N.A					
	---	---	---	---	-- -
C. OTHER OFFICERS IN DEFAULT : N.A					
	---	---	---	---	-- -

INDEPENDENT AUDITOR'S REPORT

To the members of Provestment Services Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of **Provestment Services Limited** ("The Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

2. 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. 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 there under.

We conducted our audit in accordance with Standards on Auditing specified under section 143(10). These Standards require that we comply with ethical requirements and plan and



perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

4. 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.

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

5. Emphasis of Matters

- (a) **Without qualifying our opinion we would like to draw attention to note no.3.33 to the financial statements.** The company has invested Rs. 4.30 crores to Swiss Holidays Pvt Ltd to set up or acquire a Hotel in Switzerland with 50% sharing in the business. As M/s Swiss Holidays Pvt Ltd has failed to set up the venture hence Swiss Holidays Pvt Ltd is liable to pay interest @ 14% p.a. on the given amount in accordance with the signed agreement dt. 1st January 2014 between the company and M/s Swiss Holidays Pvt Ltd. Since the matter is in dispute and is in court of law, the company has not recognized interest as its revenue.
- (b) Without qualifying our opinion, we draw attention to note no. 3.29 to the financial statements regarding with the related parties. There were material transactions with the various related parties with whom the company entered into contract.



6. 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, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and 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 adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in 'Annexure B'.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There is no requirement to transfer any amount to the Investor Education and Protection Fund by the Company.

For Anuja Arun & Co.
Chartered Accountants

(CA. Arun Ahuja)
Partner

M No.089709, FRN-012985N

Place: New Delhi

Date: 30.05.2016



PROVESTMENT SERVICES LIMITED

Annexure A to the Auditors' Report (Year 2015-2016)

The annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As informed to us, the fixed assets have been physically verified by the management during the year. As informed to us, the discrepancies noticed during such physical verification, which are pending reconciliation/adjustment, are not material in nature. In our opinion the physical verification of the assets should be properly documented.
- (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 property are held in the name of company except for the following immovable properties, where registration of sale deed is pending.

Address	Purchase Value	Book Value
1. D-40, Hosiery Complex, Phase-II, Ext., Noida UP	50,32,000	42,71,375
2. G-30, Sector-63, Noida, UP	50,00,000	44,44,849

- ii) The inventory of Foreign Currencies, Shares and Securities has been physically verified at reasonable intervals by the management and according to the information and explanations given to us there were no discrepancies noticed on physical verification.
- iii) The company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly sub clauses (a), (b) and (c) of the clause (iii) of paragraph 3 of the order are not applicable.
- iv) In our opinion and according to the information and explanation given to us, the company has complied with section 185 and 186 of the act.
- v) According to the information and explanation given to us, the company has not accepted any deposits from the public during the year covered by our audit report.
- vi) The maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.
- vii) (a) According to the books and records as produced and examined by us in accordance with Generally Accepted Auditing Practices in India and also based on management representations, undisputed statutory dues in respect of provident fund, income tax, service tax, sales tax, value added tax, excise duty, cess and other material statutory dues have generally been regularly deposited by the company with the appropriate authorities in India subject to that the company is not depositing dues amounting (as on 31 March 2016) Rs.16,419/- on account of Employees state Insurance.



- (b) According to the records of the company, there are no material dues of sales-tax, income-tax, service tax, customs tax, excise duty, cess which have not been deposited on account of any disputes.
- viii) Based on our Audit Procedures and on the information and explanation given to us by the management, in our opinion, the company has not defaulted in repayment of any loan or borrowing to a financial institution, bank and government. The company has not issued any debentures.
- ix) On the basis of the review of utilization of funds raised by way of term loans on an overall basis and related information made available to us, the term loan taken by the company have been applied for the purposes for which they are obtained. The company has not raised any fund by way of initial public offer or further public offer (including debt instruments).
- x) To the best of our knowledge and belief, and according to the information and explanation given to us, and records of the Company examined by us, no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanation given to us and based on our examination of records of the company, the company has paid/ provided for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.
- xii) The company is not a Nidhi company. Accordingly, paragraph 3(xii) is not applicable.
- xiii) Based on our Audit Procedures and on the information and explanation given to us by the management, in our opinion all the transactions undertaken by the company with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and details have been disclosed in the financial statements etc as required by the applicable accounting standards.
- xiv) According to the information and explanation given to us and based on our examination of our 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 covered by our audit report.
- xv) Based on our Audit Procedures and on the information and explanation given to us by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. According, paragraph 3(xv) of the Order is not applicable.
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

Place: New Delhi

Date: 30.05.2016



(CA. Arun Ahuja)

Partner

For Ahuja Arun & Co.
Chartered Accountants

M No.089709, FRN-012985N

PROVESTMENT SERVICES LIMITED

Annexure B to the Auditors' Report (Year 2015-2016)

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

We have audited the internal financial controls over financial reporting of **Provestment Services Ltd ("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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi

Date: 30.05.2016



A handwritten signature in black ink, appearing to read "Arun Ahuja".

(CA. Arun Ahuja)
Partner

For Ahuja Arun & Co.
Chartered Accountants
M No.089709, FRN-012985N



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

M/S PROVESTMENT SERVICES LIMITED

CIN No. L74899DL1994PLC058964

BALANCE SHEET

As at 31.03.2016

(Amount in Rupees)

S. No	Particulars	Note No	As at March 31, 2016	As at March 31, 2015
I	<u>EQUITY AND LIABILITIES</u>			
1	<u>Shareholders Funds</u>			
	(a) Share Capital	3.1	5,10,30,000	5,10,30,000
	(b) Reserves And Surplus	3.2	5,28,58,738	4,57,36,711
			10,38,88,738	9,67,66,711
2	<u>Non-Current Liabilities</u>			
	(a) Long Term Borrowings	3.3	22,73,000	3,32,001
	(b) Deferred Tax Liabilities (Net)	3.4	27,67,908	27,21,555
	(c) Long-Term Provisions	3.5	2,95,385	2,39,135
			53,36,292	32,92,691
3	<u>Current Liabilities</u>			
	(a) Short Term Borrowings	3.6	4,52,77,195	3,11,51,025
	(b) Trade Payables	3.7	1,80,22,265	1,85,11,259
	(c) Other Current Liabilities	3.8	2,59,81,133	2,96,19,457
	(d) Short Term Provisions	3.9	29,02,213	15,49,430
			9,21,82,806	8,08,31,172
	Total(1+2+3)		20,14,07,836	18,08,90,573
II	<u>ASSETS</u>			
1	<u>Non-Current Assets</u>			
	(a) Fixed Assets	3.10		
	- Tangible Assets		4,17,14,102	4,17,80,622
	- Intangible Assets		17,46,846	22,76,350
	- Capital Work In Progress		85,11,373	85,11,373
	(b) Non-Current Investments	3.11	20,88,322	41,97,022
	(c) Long-Term Loans And Advances	3.12	1,33,203	1,04,162
			5,41,93,846	5,68,69,529
2	<u>Current Assets</u>			
	(a) Inventories	3.13	7,83,068	79,59,381
	(b) Trade Receivables	3.14	6,36,75,776	2,88,56,743
	(c) Cash And Cash Equivalents	3.15	1,60,63,115	1,11,27,129
	(d) Short-Term Loans And Advances	3.16	5,62,97,690	6,38,35,713
	(e) Other Current Assets	3.17	1,03,94,341	1,22,42,079
			14,72,13,990	12,40,21,044
	Total(1+2)		20,14,07,836	18,08,90,573

Corporate Information, Significant Accounting Policies and Notes to Accounts 1,2 and 3

For and on behalf of the Board of Directors

Sd/-
Praveen Bhatia
Whole Time Director

Sd/-
Anil Lakhani
Director

Sd/-
Deepika Rajput
Company Secretary

Sd/-
(C.A Arun Ahuja)
Partner
(M.No-089709,FRN -012985N)

Place: New Delhi
Date:30.05.2016

for and on behalf of
AHUJA ARUN & CO
Chartered Accountant

Regd. Office: 5 Pusa Road, First Floor, New Delhi-110005, Tel.: 91-11-47177000 (30 Lines), Fax: 91-11-47177077

B-4/148C, Safdarjung Enclave, New Delhi- 110029, Tel.: 91-11-26160650, 26177621, Fax: 91-11-26162865

Website: www.provestment.net



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

PART II - STATEMENT OF PROFIT AND LOSS
M/S PROVESTMENT SERVICES LTD
CIN No. L74899DL1994PLC058964
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.2016

(Amount in Rupees)

S. No	Particulars	Note No.	Year ended March 31, 2016 In Rs.	Year ended March 31, 2015 In Rs.
	<u>REVENUE FROM OPERATIONS</u>			
I	Revenue from Operations	3.18	74,28,36,079	83,45,51,850
II	Other Income	3.19	44,70,092	1,16,15,875
III	Total Revenue(I+II)		74,73,06,171	84,61,67,725
IV	<u>EXPENSES:</u>			
	Purchase of Foreign Currency and Air Tickets	3.20	71,66,79,503	81,68,57,895
	Changes In Inventories of Currency	3.21	(4,85,577)	12,60,228
	Employee Benefits Expenses	3.22	72,33,677	59,98,310
	Finance Costs	3.23	58,80,520	73,55,557
	Depreciation and Amortization Expense	3.10	28,96,541	33,35,495
	Other Expenses	3.24	50,30,914	54,46,094
	Total Expenses		73,72,35,578	84,02,53,578
V	Profit Before Tax (III-IV)		1,00,70,593	59,14,147
VI	Tax Expense			
	Current Tax		29,02,213	15,49,430
	Deferred Tax		46,353	(5,90,030)
VII	Net Profit for the Year (V-VI)		71,22,027	49,54,746
VIII	Earning Per Equity Share			
	Basic		1.40	0.97
	Diluted		1.40	0.97
	Nominal Value of Equity Shares		10	10

Corporate Information, Significant Accounting Policies and Notes to Accounts 1,2 and 3

For and on behalf of the Board of Directors

Sd/-
Praveen Bhatia
Whole Time Director
Place: New Delhi
Date:30.05.2016

Sd/-
Anil Lakhani
Director

Sd/-
Deepika Rajput
Company Secretary

Sd/-
(C.A Arun Ahuja)
Partner
(M.No-089709,FRN -012985N)
for and on behalf of
AHUJA ARUN & CO
Chartered Accountant



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

Notes Forming Part of the Financial statements

1. Corporate information :

Provostment Services Limited is engaged in dealing of Air Ticketing, Tour Operator & Money Changer and providing professional Services to corporate entities across the globe. The company was incorporated in the year 1994.

2. Significant Accounting Policies.

Set out hereunder are the significant accounting policies adopted by the company in the preparation of the accounts for the year ended 31st March, 2016. There is no material change in accounting policies of the Company

a) Basis of Accounting:

The accounts of the Company are prepared under the historical cost convention and in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013 except where otherwise stated. There is no material change in the accounting policies of the company as compared to the previous year.

b) Fixed Assets and Depreciation:

Fixed Assets are stated at historical cost less depreciation. Depreciation is provided on fixed Assets on Straight Line Method at the rates prescribed in Schedule II of the Companies Act, 2013. Depreciation provided on web portal under intangible assets as per AS 26 i.e. on "Intangible Assets".

c) Employees benefits:

i) Post-employment benefits plans:

Contribution to defined contribution retirement benefits scheme is recognized as an expense when employees have rendered services entitling them to contributions.

ii) Other employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the service rendered by employees is recognized during the period when employees renders the service. Proper provision made for gratuity and provident fund by the company for post employment.



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

d) Revenue Recognition:

Mercantile system of accountings is followed.

e) Contingent Liabilities:

Contingent Liabilities are determined on the basis of available information and if any disclosed by way of notes to the accounts.

f) Insurance/ Claims

The company covers all the normal risks on the basis of cost for the fixed assets and Inventories. The premium pertaining to the year is charged against the revenue of the year. Insurance claims lodged by the company will be adjusted as and when the final amount will be determined by the Insurance Companies

g) Stock in Trade:

Valuation of Stock in Trade done as follows:

a. For Stock-In-Trade (Equity Shares)

-Unquoted Share at cost.

-Quoted Share at cost or market price whichever is lower.

b. Stock-In-Trade (foreign currency) of money changing business.

-Valued at prevailing Bank Mean Rate at close of the year.

h) Deferred Tax

Deferred tax resulting from timing difference between book profit and tax profit is accounted for at the current tax rate without surcharge and in compliance with the Accounting Standard 22 "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India. Deferred Tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the profit and loss account in the year of change. Deferred tax assets and deferred tax liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of exiting assets and liabilities.



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

M/S PROVESTMENT SERVICES LIMITED

Particulars	As at March 31, 2016	As at March 31, 2015
3.1 A. SHARE CAPITAL:		
(1) Authorised: 6250000 Equity Shares of Rs.10/- Each (P.Y 6250000 Equity shares @Rs.10 each)	6,25,00,000	6,25,00,000
	6,25,00,000	6,25,00,000
(2) Issued, Subscribed & Paid Up 5103000 Equity Shares of Rs.10/- Each (P.Y 5103000 Equity Share of Rs 10 Each)	5,10,30,000	5,10,30,000
Total	5,10,30,000	5,10,30,000

B. SHARE CAPITAL:

a) **Details of reconciliation of the number of Equity Shares outstanding:**

Particulars	As at 31/03/2016		As at 31/03/2015	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	51,03,000	5,10,30,000	51,03,000	5,10,30,000
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	51,03,000	5,10,30,000	51,03,000	5,10,30,000

b) **Terms / Rights attached to Equity Shares**

The Company has only one class of Equity Shares having a par value of Rs.10 per share.

i) **Issued, Subscribed & Paid Up Share Capital**

Includes

Particulars	As at March 31, 2016	As at March 31, 2015
Allotted as fully paid up by way of Bonus Shares within the Last Five Years No. of Equity Shares of Rs. 10 Each	NIL	NIL

Details of shares in the Company held by each Shareholder holding more than 5 percent shares:

Name of the shareholder	As at 31/03/2016		As at 31/03/2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Praveen Bhatia	7,42,080	14.54	5,42,080	10.62
Rajesh Poddar	2,86,905	5.62	2,86,905	5.62

3.2 RESERVE & SURPLUS:

Particulars	As at March 31, 2016 (Rs.)	As at March 31, 2015 (Rs.)
i) General Reserve		
At the Beginning of the Accounting Period	60,00,000	60,00,000
Add: Amount transferred from the surplus balance in statement of Profit & Loss A/c	-	-
At the end of the Accounting Period	60,00,000	60,00,000
ii) Surplus		
At The Beginning of the Accounting Period	2,96,02,476	2,46,59,291
Add: Net Profit for the Current Year	71,22,027	49,54,747
Allocations and Appropriations	3,67,24,503	2,96,14,037
Less: Transfer to Reserves	-	-
Less: Change in Depreciation Rates Effect	-	11,561
At the end of the accounting period	3,67,24,503	2,96,02,476
iii) Forfeiture Accounts		
Share Warrant forfeited	1,01,34,235	1,01,34,235
	1,01,34,235	1,01,34,235
Grand Total	5,28,58,738	4,57,36,711

Regd. Office: 5 Pusa Road, First Floor, New Delhi-110005, Tel.: 91-11-47177000 (30 Lines), Fax: 91-11-47177077

B-4/148C, Safdarjung Enclave, New Delhi- 110029, Tel.: 91-11-26160650, 26177621, Fax: 91-11-26162865

Website: www.provestment.net



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

M/S PROVESTMENT SERVICES LIMITED

3.3 LONG TERM BORROWINGS

Particulars	As at March 31, 2016	As at March 31, 2015
<u>i) Secured Term Loans From Banks</u>		
Kotak Mahindra Bank	7,82,953	-
Diamler Financial Services Private Limited		2,27,839
PSB -Vehicle Loan-1	36,947	57,416
PSB -Vehicle Loan-2	30,204	46,747
(A)	8,50,104	3,32,001
<u>ii) Unsecured Long Term Borrowings:</u>		
Tata Capital financial Pvt LTd	14,22,896	
(B)	14,22,896	-
Grand Total (A+B)	22,73,000	3,32,001

3.4 DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred Tax Liabilities	27,67,908	27,21,555
	27,67,908	27,21,555

Deferred tax resulting from timing difference between book profit and tax profit is accounted for at the current tax rate without surcharge and in compliance with the Accounting Standard 22 "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India.

3.5 LONG-TERM PROVISIONS:

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for Gratuity	2,95,385	2,39,135
	2,95,385	2,39,135

CURRENT LIABILITIES

3.6 SHORT-TERM BORROWINGS:

Particulars	As at March 31, 2016	As at March 31, 2015
<u>i) Unsecured</u>		
Nikon Finlease Private Limited	30,18,579	-
Tata Capital financial Pvt LTd	20,77,104	-
<u>ii) Secured</u>		
Kotak Mahindra Bank	3,57,641	-
Punjab & Sind Bank (Secured Against Hyp of car.)	-	8,831
Punjab & Sind Bank (ODP Loan)	3,94,80,753	2,97,45,446
Diamler Financial Services Private Limited	3,43,118	13,96,749
	4,52,77,195	3,11,51,025

3.7 TRADE PAYABLES

Particulars	As at March 31, 2016	As at March 31, 2015
Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,80,22,265	1,85,11,259
	1,80,22,265	1,85,11,259

The Company is in the process of compiling relevant information from its suppliers about their coverage under the Micro, Small and Medium Enterprises Development Act, 2006. As the Company has not received any intimation from its suppliers as on date regarding their status under the above said Act, no disclosure has been made.

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PROVESTMENT SERVICES LIMITED

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3.8 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016	As at March 31, 2015
Expenses Payable	17,55,564	33,67,154
Advance from Parties	2,40,30,568	2,60,57,303
Security Deposit	1,95,000	1,95,000
	2,59,81,133	2,96,19,457

3.9 SHORT-TERM PROVISIONS

Particulars	As at March 31, 2016	As at March 31, 2015
Provisions for Income Tax	29,02,213	15,49,430
	29,02,213	15,49,430

3.11 NON CURRENT INVESTMENT:

Particulars	As at March 31, 2016	As at March 31, 2015
Advance against Property Investment (at cost)	15,00,000	15,00,000
Investment in Equity Instruments (837(P.Y. 3837)equity shares of Rs100 each fully paid up in Saab Travel & Tours Ltd)	5,88,322	26,97,022
	20,88,322	41,97,022

3.12 LONG TERM LOANS AND ADVANCES:

Particulars	As at March 31, 2016	As at March 31, 2015
(Unsecured Considered Good Unless Otherwise Stated) Security Deposits	1,33,203	1,04,162
	1,33,203	1,04,162

CURRENT ASSETS

3.13 INVENTORIES:

Particulars	As at March 31, 2016	As at March 31, 2015
(As taken, valued & certified by the Management)		
i) Shares, Securities & Others (see note 3.32)	11,340	76,73,230
ii) Foreign Currency Inventory (At Prevailing Inter Bank Reference Rate)	7,71,728	2,86,151
	7,83,068	79,59,381

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For the Period ended 31st March,2016

NOTE-3.10 : FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost As on 01.04.2015	Addition during the period	during the Year	Total as on 31.03.2016	Depreciation as on 01.04.2015	Depreciation during the Period	Depreciation Adjust. during the Period	Total As on 31.03.2016	As on 31.03.2016	As on 31.03.2015
TANGIBLE ASSETS										
Office Building	3,94,60,343	-	-	3,94,60,343	45,03,442	5,83,671	-	50,87,113	3,43,73,230	3,49,56,901
Plant & Machinery	15,65,345	-	-	15,65,345	10,77,907	78,284	-	11,56,191	4,09,154	4,87,438
Computer	17,93,647	-	-	17,93,647	16,16,285	62,323	-	16,78,607	1,15,040	1,77,362
Vehicles	71,51,080	22,00,000	9,05,500	84,45,580	19,12,984	8,50,297	4,01,017	23,62,265	60,83,315	52,38,096
Scooter	2,79,549	-	-	2,79,549	1,47,850	24,421	-	1,72,271	1,07,278	1,31,699
Office/Furniture & Fixture	15,22,549	-	-	15,22,549	8,98,367	1,41,323	-	10,39,689	4,82,860	6,24,182
Lift	1,29,349	-	-	1,29,349	35,601	9,022	-	44,624	84,725	93,748
Office Equipments	6,42,050	-	-	6,42,050	5,70,854	12,695	-	5,83,549	58,501	71,196
	5,25,43,912	22,00,000	9,05,500	5,38,38,412	1,07,63,290	17,62,036	4,01,017	1,21,24,310	4,17,14,102	4,17,80,622
INTANGIBLE ASSETS										
Portal (www.Proyatra.com)	50,40,762	6,05,000	-	56,45,762	27,64,412	11,34,504	-	38,98,916	17,46,846	22,76,350
	50,40,762	6,05,000.00	-	56,45,762	27,64,412	11,34,504	-	38,98,916	17,46,846	22,76,350
Capital W.I.P (Office Building)	85,11,373	-	-	85,11,373	-	-	-	-	85,11,373	85,11,373
TOTAL	6,60,96,047	28,05,000.00	9,05,500	6,79,95,547	1,35,27,702	28,96,541	4,01,017	1,60,23,226	5,19,72,321	5,25,68,345
PREVIOUS	5,49,80,427	48,45,906	5,09,057	5,93,17,276	72,21,271	24,61,791	79,880	96,03,182	4,97,14,094	4,77,59,156



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3.14 TRADE RECEIVABLES:

Particulars	As at March 31, 2016	As at March 31, 2015
Debts outstanding for a period exceeding 6 months		
Unsecured		
Considered good	1,10,14,663	1,25,58,467
Considered Doubtful	-	-
Less : Provision for doubtful debts	-	-
	1,10,14,663	1,25,58,467
Other Debts		
Secured		
Considered good	5,26,61,113	1,62,98,276
Considered Doubtful	-	-
Less : Provision for doubtful debts	-	-
	5,26,61,113	1,62,98,276
	6,36,75,776	2,88,56,743

3.15 CASH & CASH EQUIVALENTS :

Particulars	As at March 31, 2016	As at March 31, 2015
(A) Balance With Banks		
<u>In Fixed Deposits</u>	46,73,653	47,96,781
<u>In Current Accounts:</u>		
Axis Bank Ltd	44,970	1,37,337
Ratanakar Bank Limited	-	92,651
State Bank of India -Vasant Kunj	2,98,583	1,95,281
Punjab & Sind Bank	7,05,047	-
HDFC Bank	70,452	11,36,659
ICICI Bank	63,897	7,78,692
YES Bank	16,47,662	-
(B)Cash In Hand	85,58,850	39,89,729
	1,60,63,115	1,11,27,129

3.16 SHORT TERM LOANS & ADVANCES:

Particulars	As at March 31, 2016	As at March 31, 2015
(Unsecured Considered Good Unless Otherwise Stated)		
Advances Recoverable In Cash Or In Kind For The Value To Be Received		
(1)Advance to Parties	5,14,74,807	5,87,50,983
(2)Advance to Staff	2,79,000	3,06,828
(3)Income Tax (TDS)	45,43,883	47,77,902
	5,62,97,690	6,38,35,713

3.17 OTHER CURRENT ASSETS:

Particulars	As at March 31, 2016	As at March 31, 2015
Deposit with BCCL for advertisement (as per Note no.3.31(b))	1,01,34,235	1,01,34,235
Commission Receivable	10,627	1,82,959
Rent Receivable	-	18,75,914
Prepaid Expenses	2,49,480	48,971
	1,03,94,341	1,22,42,079

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M/S PROVESTMENT SERVICES LIMITED
NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
AS ON 31ST MARCH,2016

3.18 REVENUE FROM OPERATIONS

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-15 (Rs.)
Sales	73,36,14,795	83,10,13,484
Other Operating Revenue	25,67,654	38,44,664
Profit/(Loss) on Share Transactions (see note 3.32)	66,53,630	(3,06,298)
Net Revenue from Operations	74,28,36,079	83,45,51,850

3.19 OTHER INCOME:

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-15 (Rs.)
Interest Income & Other Misc Income	13,90,079	72,60,776
Rental Income	28,93,650	40,55,000
Profit on Sale of Fixed Assets	45,063	3,00,099
Profit on Sale of Investment	1,41,300	-
Total	44,70,092	1,16,15,875

3.20 PURCHASE OF CURRENCY AND TICKET

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-2015 (Rs.)
Purchases of Currency	7,49,18,824	7,52,54,179
Purchases of Ticket	64,17,60,679	74,16,03,716
Total Purchases	71,66,79,503	81,68,57,895

3.21 CHANGES IN INVENTORIES OF CURRENCY

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-2015 (Rs.)
Opening Stock	2,86,151	15,46,379
Closing Stock	7,71,728	2,86,151
(Accretion)Decretion In Currency	(4,85,577)	12,60,228

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3.22 EMPLOYEE BENEFITS EXPENSE

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-2015 (Rs.)
<u>Salary And Wages</u>		
Office Staff Salary	38,04,259	40,14,301
Directors Remuneration	30,00,000	15,00,000
<u>Contribution to Provident and other Funds</u>		
Contribution to Provident Fund	48,678	54,991
Contribution to ESI	4,799	7,219
<u>Other Expenses</u>		
Staff Welfare	3,75,941	4,21,799
	72,33,677	59,98,310

3.23 FINANCIAL COSTS:

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-2015 (Rs.)
<u>i) Interest Expense</u>		
Interest to Bank & other	47,08,497	64,70,949
Interest to Bank on Vehicle Loan	1,28,279	2,45,976
<u>ii) Processing Charges & Bank Charges</u>		
	10,43,744	6,38,632
	58,80,520	73,55,557

3.10 DEPRECIATION & AMORTISATION EXPENSE

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-2015 (Rs.)
Depreciation	28,96,541	33,35,495
	28,96,541	33,35,495

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3.24 OTHER EXPENSES:

ADMINISTRATIVE EXPENSES

Particulars	Current Year 2015-16 (Rs.)	Previous Year 2014-2015 (Rs.)
Auditor's Remuneration	40,000	40,000
Tax audit fees	16,180	16,180
AGM Expenses	25,156	22,108
Bad Debts Written off	4,22,183	-
Conveyance & Vehicle Running Expenses	9,40,902	8,39,773
Electricity Expenses	3,45,793	3,88,780
Filing Fees	15,444	18,710
Insurance	1,31,368	2,31,553
Legal & Professional & Secretarial Expenses	10,02,123	5,84,282
Miscellaneous Expenses	3,01,706	2,46,305
Postage & Courier Expenses	12,644	48,384
Printing & Stationery	52,066	1,01,044
Provision for Gratuity	56,250	20,669
Rent, Rate & Taxes-Office	2,87,608	1,72,187
Repair & Maintenance- Vehicle & others	1,25,299	2,00,121
Subscription/Membership Fees	1,68,231	81,495
Telephone Expenses	9,02,420	12,38,649
	48,45,373	42,50,239
<u>SELLING & DISTRIBUTION EXPENSE</u>		
Advertisement Expenses	66,984	9,54,095
Rebate & Discount	-	11,753
Business Promotion	1,18,557	2,30,007
	1,85,541	11,95,855
Grand Total	50,30,914	54,46,094

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PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

M/S PROVESTMENT SERVICES LIMITED
CIN No. L74899DL1994PLC058964
CASH FLOW STATEMENT AS ON 31.03.2016

PARTICULARS	AMOUNT	AMOUNT
	2015-16	2014-15
Cash Flow from Operating Activities		
Net Profit before tax and extra ordinary item	1,00,70,593	59,14,147
Adjustment for :-		
Depreciation	28,96,541	33,35,495
Provision for Gratuity	56,250	20,669
Interest Paid	58,80,520	67,16,925
Interest Received	(4,09,863)	(60,43,295)
Loss on sale of investment/ (Profit)	(1,41,300)	-
Loss on sale of Fixed Assets/ (Profit)	(45,063)	(3,00,099)
Operative loss before working capital changes	1,83,07,678	96,43,841
Adjustment for : Trade & Other Receivable	(3,48,19,033)	3,38,71,158
Inventory	71,76,313	43,97,925
Short Term Loans and Advances	75,38,023	(1,03,98,897)
Other Current Assets	18,47,737	66,93,339
Trade Payable	(4,88,993)	(87,13,838)
Short Term Borrowings	1,41,26,169	(4,06,58,027)
Other Current Liabilities	(36,38,325)	9,08,262
Cash Generated from Operation	1,00,49,570	(42,56,238)
Interest Paid-Operations	57,52,241	64,70,949
Cash Flow Before Extraordinary Item	42,97,328	(1,07,27,187)
Extraordinary Item / Misc.Exp.	-	-
Taxes Paid	(15,49,430)	(13,79,630)
Net Cash Flow / (used) from Operating Activities	27,47,898	(1,21,06,817)
Cash Flow from investing Activities		
Add: Sale of Investment	22,50,000	97,28,077
Less: Purchase of fixed Assets	(28,05,000)	(1,54,564)
Add: Sales of Fixed Assets	5,49,546	-
Add: Other Non Current Assets	-	4,10,040
Add: Inflow from Loans and Advances	(29,040)	2,30,00,000
Add: Interest received	4,09,863	60,43,295
Net Cash Flow / (used) from investing Activities	3,75,369	3,90,26,848
Cash Flow from Financing Activities		
Fresh Capital	-	-
Proceeds from Long Term Borrowing	19,40,998	(2,35,78,272)
Interest Paid	(1,28,279)	(2,45,976)
Net Cash Flow / (used) from Financing Activities	18,12,719	(2,38,24,248)
Net increase in Cash and Cash Equivalents	49,35,986	30,95,783
Opening Cash & Cash Equivalents	1,11,27,129	80,31,345
Closing Cash & Cash Equivalents	1,60,63,115	1,11,27,129

For and on behalf of the Board of Directors

As per Our Report of even date attached

Sd/-
Praveen Bhatia
Whole Time Director
Place: New Delhi
Date:30.05.2016

Sd/-
(C.A Arun Ahuja)
Partner
(M.No-089709,FRN -012985N)
for and on behalf of
AHUJA ARUN & CO
Chartered Accountant



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

Ordinary Business		For	Against
1.	Adoption of audited Accounts for the Financial Year ended on 31 st March, 2016, Directors' and Auditors Report		
2.	Appointment of Director in place of Mr. Vinod Ralhan holding DIN: 00146449 who retires by rotation and being eligible offers himself for re-appointment		
3.	Re-appointment of Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
4.	Regularization of Mr. Nand Kishor Verma (holding DIN: 03010153) as director on the board of the company		
5.	Regularization of Mr. Rahul Kumar Sharma (holding DIN: 05216549) as director on the board of the company		
6.	Authorization for undertaking Related Party Transactions		
7.	Authorization to make inter-corporate loans, investments in Securities		
8.	Authorization To Make Investment, Acquire By Way Of Subscription, Purchase Or Otherwise Securities		
9.	Authorization To Purchase/ Sell Off Investments In The Shares/ securities		
10.	Ratification/approval of Related Party Transactions entered into by the company during the financial year 2015-16		

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Twenty Second (22nd) Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 10.00 A.M. at B- 4/148 C, Safdarjung Enclave, New Delhi- 110 029 in respect of such resolutions as are indicated below:-

Signed this _____ day of _____, 2016

Signature of Shareholder: _____

Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Affix Revenue
Stamp



PROVESTMENT SERVICES LIMITED

CIN: L74899DL1994PLC058964

ATTENDANCE SLIP

**TWENTY SECOND (22ND) ANNUAL GENERAL MEETING
FRIDAY, SEPTEMBER 30TH, 2016**

**Registered Folio/
DP ID and Client ID**

**Name and Address of the
Sole/ First Shareholder**

Joint Holder 1

Joint Holder 2

I/ We hereby record my/ our presence at the Twenty Second (22nd) Annual General Meeting at B- 4/148 C, Safdarjung Enclave, New Delhi- 110 029 on Friday, the 30th day of September, 2016 at 10.00 a.m.

Member's Folio/ DP ID- Client
ID No.

Member's/ Proxy's Name in
Block Letters

Member's / Proxy's
Signature

Notes:

1. Please complete the Folio/ DP-ID- Client ID No. and name of the member/ proxy, sign this attendance slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Shareholder/ Proxy Holder desiring to attend the meeting should bring his/ her annual report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
	Please refer 12 (iii) in the Notice	