

GOLD ROCK INVESTMENTS LIMITED

CIN NO.: L65990MH1978PLC020117

Regd. Off.: 507, 5th Floor, Plot No. 31, 1, Sharda Chamber, Narsi Natha Street, Bhat Bazar
Masjid, Chinchbunder Mumbai-400009

Tel.:022-49734998 E-mail id: goldrockinvest@yahoo.co.in Website: www.goldrockinvest.com

15th October, 2019

To,
Corporate Services Department,
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai-400 001

Dear Sir / Madam,

BSE CODE: 501111

Sub: Disclosure under Regulation 34(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 34 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of 40th Annual General Meeting for the Financial Year 2018-19.

The Annual Report containing the Notice is also uploaded on the Company's website.

www.goldrockinvest.com

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For: **GOLD ROCK INVESTMENTS LIMITED**


S C AYTHORA
DIRECTOR



Din: 00085407

**Annual Report
2018-19**

GOLD ROCK INVESTMENTS LIMITED

BOARD OF DIRECTORS

Mr. B.K. Shriya	Executive Director – Non Independent
Mr. S.C. Aythora	Non - Executive Independent Director
Mr. K.N. Kuttu	Managing Director
Mrs. Smriti Mukherjee	Non-Executive Independent Director
Mr. J K Srivastava	Chief Financial Officer
Ms. Prerna Gulati	Company Secretary and Compliance Officer

AUDITOR

M/S. S G N & Co.
Chartered Accountants,
306, 3rd Floor, 439 Hasham Premji CHS Ltd.
Nr. Madras Bhavan Hotel, Kalbadevi Road, Mumbai
Maharashtra - 400002.

BANKERS

HDFC Bank Limited

REGISTRAR & TRANSFER AGENT

Alankit Assignments Limited,
205-208 anarkali Complex,
Jhandewalan Extension, New Delhi
Tel.No. +91-11-4254 1234 / 2354 1234, Fax No. +91-11-2355 2001,
E-mail id: info@alankit.com

REGISTERED OFFICE 507,

5th Floor, Plot no.31, 1 Sharda
Chamber, Narsi Natha Street, Bhat Bazar,
Chinchbuder, Masjid- Tel.No: 022-49734998
Email: goldrockinvest@yahoo.co.in
CIN: L65990MH1978PLC020117

BRANCH OFFICE

KANPUR
113/181, Swaroop Nagar
Kanpur.
Tel No 0512-2553303

NEW DELHI
D-947, New Friends Colony
NewDelhi-110065

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the Members of Gold Rock Investments Limited will be held on Monday, September 29, 2019 at 11.00 a.m. at Rohit Chamber, Ground Floor, Janmabhoomi Marg, Kala Ghoda, Fort Mumbai, Maharashtra 400001 to transact the following businesses :-

ORDINARY BUSINESS: -

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Bal Krishna Shriya (DIN: 00239612), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s. S G N & Co., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

“**RESOLVED** that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby appoint M/s. S G N & Co., Chartered Accountants (Firm Registration No. 134565W), as 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 to be held in the year 2020 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board
For **Gold Rock Investments Limited**

Place: Mumbai
Date: August 14, 2019

Sd/-
K.N. Kutty
Managing Director
Din00240670

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY FILLED, SIGNED AND STAMPED PROXY FORM WILL BE CONSIDERED VALID.

2. A member entitled to attend and vote at the Annual General Meeting (AGM) of the company may appoint a proxy to attend and on a poll, vote instead of himself/herself. A Proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM i.e. by 11.00 a.m. on Monday 30th September, 2019. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company, However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all day except Saturdays, Sundays and other Public Holidays upto the date of the AGM.
4. Brief resume and other details of Director proposed to be appointed/reappointed as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) are given in the Exhibit to the Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company and at the AGM.
6. The Register of Contract or Arrangements, in which directors, are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company and at the AGM.
7. The Register of Members and Share transfer Books of the Company will remain closed from 24th Sept., 2019 to 30th Sept., 2019 (both days inclusive).
8. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance their specimen signature(s) registered with the Company for admission to the meeting hall where the AGM is proposed to be held.
9. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM, to the Company's Registered office by 11.00 a.m. on Monday, 30th September, 2019.
10. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 and further amended vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
11. Members, who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.

12. As a measure of austerity, copies of Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
13. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 and further amended vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization
14. The route map showing directions to reach the venue of the 40th Annual General Meeting is annexed herewith
15. GREEN INITIATIVE:

In support of the Green Initiative, the Annual Report for FY19, Notice and instructions for E-Voting along with the Attendance Slip and Proxy Form are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company /DP for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report FY19 are being sent by the permitted mode. Members may also note that Notice and the Annual Report are also available for download from the website of the Company: www.goldrockinvest.com

Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Alankit Assignments Limited

16. E-VOTING

In terms of Sections 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI LODR Regulations, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Monday, September 23, 2019, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice ("Remote e-voting"). The Remote e-voting commences on Friday, September 27, 2019 at 9:00 a.m. and ends on Sunday, September 29, 2019 at 5:00 p.m. E-voting module shall be disabled by NSDL for voting thereafter. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

In terms of the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the AGM shall note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through physical ballot for all the businesses specified in this Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not be eligible to vote at the AGM and their vote, if cast at the Meeting, shall be treated as invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. September 23, 2019.

The Company has engaged the services of NSDL as the Agency to provide e-voting facility

The Board of Directors has appointed M/s P.K. Thanawala & Co, Chartered Accountant in Practice, as the Scrutinizer to scrutinize the voting through Remote e-voting and voting process at the AGM in a fair and transparent manner.

Attendance Slip containing the e-voting USER ID & PASSWORD along with the detailed instructions for Remote e-voting are enclosed with this Notice.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.goldrockinvest.com) and on the Service Provider's website (www.evoting.nsdl.com) and communication of the same will be sent to BSE Limited and shall also be displayed on the Notice Board of the Registered and Corporate office of the Company within 48 hours from the conclusion of the AGM.

XVI Attendance Registration:

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

Alternatively, to facilitate smooth registration / entry, the Company has also provided web check-in facility, which would help the Shareholders to enter the AGM hall directly without going through the registration formalities at the registration counters.

The online registration facility will be available from Friday, September 27, 2019 at 9:00 a.m. and ends on Sunday, September 29, 2019 at 5:00 p.m.

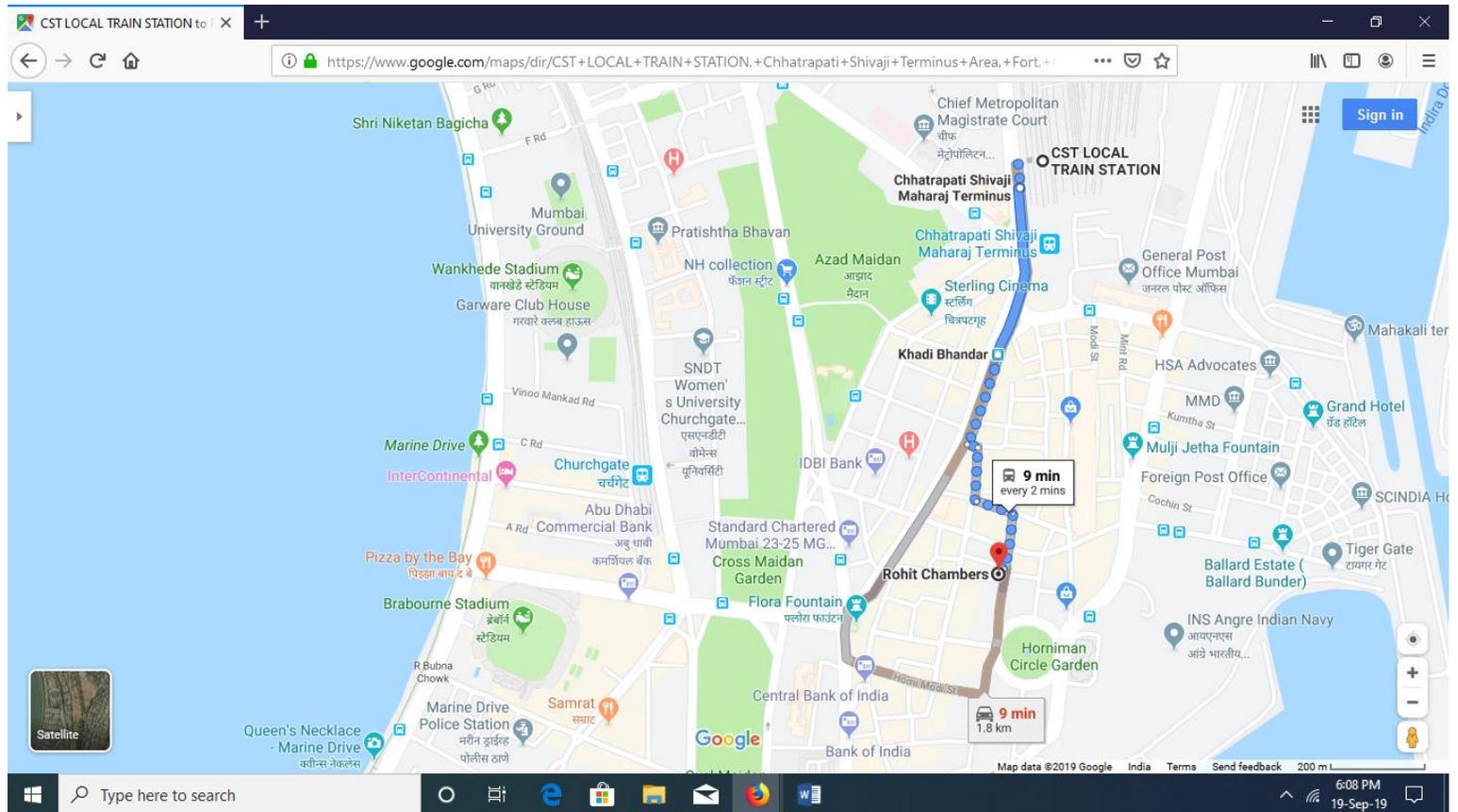
By Order of the Board of Directors
For **Gold Rock Investments Limited**

Place: Mumbai
Date: August 14, 2019

Sd/-
K.N. Kutty
Managing Director
Din 00240670

ROUTE MAP TO THE AGM VENUE

AGM Venue: Rohit Chamber, Ground Floor, Janmabhoomi Marg, Kala Ghoda, Fort, Mumbai, Maharashtra 400001.



DIRECTORS REPORT

To,
The Members of
Gold Rock Investments Limited

Your Directors have pleasure in presenting the Annual Report, together with the audited financial statement of the Company for the financial year ended March 31, 2019.

FINANCIAL RESULTS

The performance of the Company for the financial year ended March 31, 2019 is summarized below:
(Amount in Rs.)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
Total Income	71,366,816	1,33,84,332	77,154,960	1,38,27,298
Total Expenses	79,614,299	77,40,997	67,340,374	81,48,721
Profit before Tax & Exceptional Item	(8,247,483)	56,43,335	9,814,586	56,78,577
Less: Exceptional Item	69,439,391	29,904,223	(568,59,805)	5,57,57,010
Profit before tax	61,191,908	(24,260,888)	76488977	(5,00,78,433)
Less: Provision for Tax				
-Current Tax	14,450,000	28,738	14937753	1,16,598
- Deferred Tax	46,001	(64,347)	52003	(64,347)
- Prior period taxes	-	-	-	-
Profit for the Year before Share in Associates' profit / Loss	(46,787,909)	(24,225,279)	61499221	(5,01,30,684)
Less: Minority Interest	-	-	(162840)	(45,737)
Profit / (Loss) After Tax	(46,787,909)	(24,225,279)	61662061	(5,00,84,947)
Balance carried forward	92,373,510	5,49,43,183	147022551	77,711,351
EPS				
-Basic	59.56	(30.84)	78.49	(63.75)
-Diluted	59.56	(30.84)	78.49	(63.75)

PERFORMANCE REVIEW

On standalone basis, your Company earned the gross income of Rs. 71,366,816 as against Rs.1,33,84,332 in the previous year. The total expenditure during the year under review was Rs. 79,614,299 as against Rs. 77,40,997 in the previous year. The Net Profit/ (Loss) after tax Rs. 61,191,908 as against Rs. (24,260,888) in the previous year.

On consolidated basis, your Company earned the gross income of Rs. 7,71,54,960 as against Rs.1,38,27,298 in the previous year. The total expenditure during the year under review was Rs. 67,340,374 as against Rs. 81,48,721 in the previous year. The Net Profit/ (Loss) after tax was Rs.76488977 as against Rs. (5,00,84,947) in the previous year.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARIES AND ASSOCIATES

Subsidiaries

(i) Blue Point Leasing Limited: gross income is 21,000 in the Current Year and previous year is nil. The total expenditure during the year under review was Rs. 30,674/- as against 36,352/- in the previous year. The Net Loss after tax was Rs. 9,674/-as against loss of Rs. 6,127,851/- in the previous year.

(ii) Gold Rock Metals Limited: gross income is 18,500 in the Current Year and previous year is nil. The total expenditure during the year under review was Rs. 26,472/- as against 32,425/- in the previous year. The Net Loss after tax was Rs. 7,972/- as against loss of Rs. 52,24,924/-in the previous year.

(iii) Sugata Investments Limited: gross income is Rs. 49,09,455/- in the Current Year against Rs. 3,60,583/- in the previous year. The total expenditure during the year under review was Rs.157,161/- as against 20,317/- in the previous year. The Net Profit after tax was Rs. 42,83,649/- as against Profit of Rs. 3,40,266/- in the previous year.

(iv) Gold Rock World Trade Limited: gross income is Rs. 16,42,595/- in the Current Year against Rs. 21,053/- in the previous year. The total expenditure during the year under review was Rs. 15,97,180/- as against 18,282/- in the previous year. The Net Profit after tax was Rs. 45,415/- as against loss of Rs. 20,103,983/- in the previous year.

Associates

(i) Seattle Online Private Limited: It earned gross income of Rs. 12,39,635/- as against Rs. 12,61,330/- in the previous year. The total expenditure during the year under review was Rs.21,00,547/- as against Rs. 14,45,714/- in the previous year. The Loss after tax was Rs.8,60,912/- as against Rs. 1,84,384/- in the previous year.

TRANSFER TO RESERVES

In view of losses incurred during the year, no transfer is proposed to NBFC Statutory Reserve or General Reserve.

SHARE CAPITAL

During the reporting period, your Company has not allotted any Securities/Shares. There is no change in the issued, subscribed and paid up capital of the Company.

DIVIDEND

The Board does not recommend any dividend for the financial year ended 31st March, 2019.

RBI PRUDENTIAL NORMS

Since the Company does not accept and hold any public deposits, the Non- Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 are not applicable to the Company as regard to capital adequacy requirement.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

According to the Companies Act, 2013, at least two-thirds of the total number of Directors (excluding Independent Directors) shall be liable to retire by rotation. For this purpose, considering the composition of the Board of Directors, Mr. Bal Krishna Shriya, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Necessary resolution for this purpose is being proposed in the notice of the ensuing Annual General Meeting for the approval of the members.

Shri K.N. Kutty Managing Director, Shri S C Aythora, Smt. Smriti Mukherjee Directors and Shri J. K. Srivastava Chief Financial Officer of the Company.

The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013, stating that they meet the criteria of Independence as provided in sub-section (6).

NUMBER OF MEETINGS

a. Board Meeting

The Board of Directors met Six (6) times in the financial year. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this report.

b. Audit Committee

During the year, Four (4) Audit Committee Meetings were convened and held. The details pertaining to composition of Audit Committee and the attendance of the Audit Committee members are provided in the Corporate Governance Report, which forms part of this report.

c. Nomination and Remuneration Committee

During the year, there is Four Nomination and Remuneration Committee Meeting was convened and held.

d. Share Transfer and Stakeholders Relationship Committee

During the year, One (1) Share Transfer and Stakeholders Relationship Committee Meetings was convened and held. The details pertaining to composition of Share Transfer and Stakeholders

Relationship Committee and the attendance of the Share Transfer and Stakeholders Relationship Committee members are provided in the Corporate Governance Report, which forms part of this report.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non- Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive Directors.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance report, which forms part of the Directors' report.

ADEQUACY OF INTERNAL CONTROL

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

PUBLIC DEPOSITS

The Company being a Non-Deposit Accepting Non-Banking Finance Company has not accepted any deposits from the public during the year under review and shall not accept any deposits from the public without obtaining prior approval of the Reserve Bank of India (RBI). The company has neither accepted any public deposit in past or during the year. There are no unclaimed/unpaid deposit as of 31.03.2018. The company has complied with the relevant provisions relating to deposits under the Act and Rules framed there under.

STATE OF THE COMPANY'S AFFIARS

During the year company's has incurred losses but it has no significant impact on Company's financial.

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

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

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

During the year, company has not received any significant material order passed by the regulator or court or Tribunal impacting the going concern status of the company.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and on the date of this report. There has been no change in the nature of business of the Company.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up in pursuant to foresaid Act to redress complaints received during sexual harassment. During the year under review, no case of sexual harassment has been reported.

COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS

During the period under review, the Company has complied with the provisions of the revised SS - 1(Secretarial Standard on meeting of the Board of Directors) effective from October 1, 2017 & SS - 2 (Secretarial Standard on General Meeting) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 of the Act.

AUDITORS

In accordance with Section 139 of the Companies Act, 2013 and the rules made there under, M/s. S G N & Co., Mumbai, the Statutory Auditors of your Company has been appointed as the Statutory Auditors of the Company in the Annual General Meeting of the Company (subject to ratification of their appointment at every AGM).

They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for appointment as Auditors of the Company.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Taj & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks. The Secretarial Audit Report is annexed and forms part of this report.

SUBSIDIARY AND ASSOCIATE COMPANIES

As on March 31, 2019, your Company had four subsidiaries viz., (1) Blue Point Leasing Limited, (2) Gold Rock Metals Limited (3) Sugata Investments Limited, (4) Gold Rock World Trade Limited with M/s. Seattle Online Private Limited Associates Company within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no Material change in the nature of the business of the subsidiaries and associates.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.goldrockinvest.com Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, www.goldrockinvest.com Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office.

DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. they have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;
- c. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts for the financial year ended March 31, 2019 on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, compliance with the corporate governance provisions are applicable to your Company as the Company's paid up Equity Share Capital does not exceed of 10 Crores and net worth exceed of 25 Crores as on March 31, 2019.

A separate section on Corporate Governance, is annexed and forms part of this report.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return as provided under sub-section (3) of Section 92 in the Form MGT 9 for the financial year under review is annexed and forms part of this report.

RELATED PARTY TRANSACTIONS

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

All Related Party Transactions are placed on a quarterly basis before the Audit Committee and also before the Board for approval.

Information on transactions with related parties pursuant to Section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is annexed and forms part of this report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

A report on the Management Discussion and Analysis for the financial year under review is annexed and forms part of this report.

LISTING OF SHARES

Equity Shares of the Company are listed with BSE Limited. The Annual listing fee for the financial year 2018-19 has been paid to the BSE Limited (BSE). The BSE Ltd. Has suspended the trading in equity shares of company w.e.f. January 23, 2017. The Company has applied for revocation of suspension and expects that suspension will be revoke in due course.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i. **The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2018-19;**

Non-executive directors	Ratio to median remuneration
Mr. S.C. Aythora	0.00
Mrs. Smriti Mukherjee	0.00
Executive Directors and Managing Director	
Mr. B.K. Shriya	0.00
Mr. K.N. Kutty	0.00

- ii. **The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary, if any, in the financial year;**

Name	Designation	% increase in remuneration in the financial year i.e. 2018-19
Mr. K.N. Kutty	Managing Director	-
Mr. S.C. Aythora	Non-Executive Director	-
Mrs. Smriti Mukherjee	Non-Executive Director	-
Mr. B.K. Shriya	Executive Director	-

- iii. **The percentage increase in the median remuneration of employees in the financial year:**

- iv. **The number of permanent employees on the rolls of Company as on March 31, 2019: 6**

- v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average percentage increase in the salaries of employees in the financial year 2017-18 Was Nil However, there was no increase in the salaries of Director (Managerial Personnel) during the year. The increments given to employees are based on their potential, performance and contribution, which is also, benchmarked against applicable industry norms.

- vi. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration is as per the remuneration policy of the Company.

- vii. **There are no employees falling within the purview of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no such details, are required to be given.**

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The company being Investment Company, has nothing to report on energy conservation and technology absorption there is no foreign exchange outgoing

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company earned Nil in foreign currency in the current financial year and in the previous year.

INSURANCE

The Company's assets have been insured.

RISK MANAGEMENT

The details in respect of risks and concerns are included in the Management Discussion & Analysis, which forms part of this report.

DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

Certificate from Mr. J. K. Srivastava Chief Financial Officer, as specified in Part B of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for the financial year ended March 31, 2019 was placed before the Board of Directors of the Company.

ACKNOWLEDGMENT

The Board of Directors takes the opportunity to express its sincere appreciation for the support and co-operation from its members, Reserve Bank of India, banks and Statutory and Regulatory Authorities.

The Board also wishes to place on record their sincere appreciation of the contribution made by the executives and employees at all levels for their dedication and commitment to the Company throughout the year.

For and on behalf of the Board of Directors

S.C. Aythora
Director
DIN: 00085407

K.N. Kutty
Managing Director
DIN: 00240670

Place: Mumbai

Date: August 14, 2019

Form AOC-I

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

Statement containing salient features of the financial statement of subsidiaries & associate companies.

Part "A": SUBSIDIARIES

(Amount in Rs.)

Sr. No.	1	2	3	4
Name of the subsidiary	Blue Point Leasing Limited	Gold Rock Metals Limited	Sugata Investments Limited	Gold Rock World Trade Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as holding Company (i.e. 1 st April 2018 to 31 st March, 2019)	Same as holding Company (i.e. 1 st April 2018 to 31 st March 2019)	Same as holding Company (i.e. 1 st April 2018 to 31 st March 2019)	Same as holding Company (i.e. 1 st April 2018 to 31 st March 2019)
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR	INR	INR	INR
Share capital	43,16,700	69,46,850	8,40,050	42,40,600
Reserves & surplus	(71,78,354)	(33,83,391)	96,64,796	2,24,61,136
Total assets	25,902	40,55,451	1,97, 19,210	57,559,941
Total Liabilities	28,87,556	4,91,992	92,14,364	3,08,58,205
Investments	1	39,99,126	62,60,842	1,52,09,351
Turnover	21000	18500	49,09,455	16,42,595
Profit before taxation	(9,674)	(7,972)	47,52,294	45,415
Provision for taxation	NIL	Nil	4,68,645	8,738
Profit after taxation	(9,674)	(7,972)	42,83,649	36,677
Proposed Dividend	NIL	NIL	NIL	NIL
% of shareholding	100%	56.10%	100%	100%
Country	India	India	India	India

PART "B": ASSOCIATES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies.

(Amount in Rs.)

Name of Associates	Seattle Online Private Limited
1. Latest audited Balance Sheet Date	31-03-2019
2. Shares of Associate held by the company on the year end	
No. of Preference Shares held	18,690
Amount of Investment in Associates	99,99,150
Extend of Holding %	37.74%
3. Description of how there is significant influence	Holding more than 20% of share capital
4. Reason why the associate is not consolidated	N/A
5. Networth attributable to Shareholding as per latest audited Balance Sheet	Rs. 1,70,60,023/-
6. Profit/ Loss for the year	(969286)

As per our report of even date attached for and on behalf of Board of Directors

For S G N & Co.

Chartered Accountants.

ICAI Firm Registration No. 134565W

Nirmal Jain

Partner

Membership No. 154074

Place: Mumbai

Dated: May 30, 2019

S.C. Aythora

Director

Din: 00085407

K.N. Kutty

Managing Director

Din: 00240670

Form No. AOC-2

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

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

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

Sr. 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	Shri. Gauri Shriya	Employment	-	Rs. 30,000/- p.m.	Old Contract	NIL
2	Shri. B.K. Shriya	Rent paid during the year	-	Rs. 55,000/- p.m.	Old Contract	NIL
3	Shri. Sanjeev Shriya	Rent paid during the year	-	Rs. 25,000/- p.m.	Old Contract	Rs. 25,00,000/-
4	Seattle Online Private Limited	Rent paid during the year	-	Rs.1,00,000/- p.m.	Old Contract	NIL
5	Picanova Investments Limited	Loan Given during the year	Payable on Demand	Rs. Nil/-	Old Contract	NIL
6	Vihaan Infrasytem India Ltd.	Loan Given during the year	Payable on Demand	Rs. 4,078/-	Old Contract	NIL

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

For and on behalf of the Board of Directors

S.C. Aythora G.M. Chaurasia
Director Director
DIN: 00085407 Din: 07024849

Place: Mumbai
Date: 14th August, 2019

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L65990MH1978PLC020117
ii.	Registration Date	02.02.1978
iii.	Name of the Company	Gold Rock Investments Limited
iv.	Category /Sub-Category of the Company	Public Company Limited by shares
v.	Address of the Registered office and contact details	507, 5th Floor, Plot no.31, 1 Sharda Charmber, Narsi Natha Street, Bhat Bazar, Chinchbuder, Masjid-400009 Tel.No: 022-49734998
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited., 205-208 anarkali Complex, Jhandewalan Extension, New Delhi Tel.No.022-40430200, Fax No. 022-28475207 Mail Id: info@alankit.com

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr No.	Name and Description of main products /services	NIC Code of the Product /service	% to total turnover of the company
1	Money Lending & Investments	9971190	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr · N o	Name of the Company	CIN/GLN	Holding/ Subsidiary of the Company	% of share s	Applicab le Section
1	Blue Point Leasing Limited	U33130UP1984PLC006493	Subsidiary	100	2(87)
2	Gold Rock Metals Limited	U65990MH1998PLC114622	Subsidiary	100	2(87)
3	Sugata Investments Limited	U65990MH1989PLC054273	Subsidiary	100	2(87)
4	Gold Rock World Trade Limited	U67120MH1998PLC114612	Subsidiary	100	2(87)
5	Seattle Online Private Limited	U72200MH2001PTC131174	Associate	83.20	2(6)

f) FIIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

2. Non-Institutions									
a) Bodies Corp.	10200	-	10200	01.30	10200	-	10200	01.30	(0.00)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	132580	17620	150200	19.12	132580	17620	150200	19.12	(0.00)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	55000	-	55000	7.00	55000	-	55000	7.00	(0.00)
c) Others (specify)									
i) Non Resident Indians	-	-	-	-	-	-	-	-	-
ii) Clearing Members	-	-	-	-	-	-	-	-	-
iii) Directors & their Relatives & Friends	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	197780	17620	215400	27.42	197780	17620	215400	27.42	(0.00)
Total Public Shareholding (B)=(B)(1)+(B)(2)	197780	17620	215400	27.42	197780	17620	215400	27.42	(0.00)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	767980	17620	785600	100	767980	17620	785600	100	(0.00)

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2018			Shareholding at the end of the year 31.03.2019			% change In share Holding 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	Balkrishna Shriya Jt. Gauri Shriya	270000	34.37	0.00	270000	34.37	0.00	270000
2	Gauri Shriya	196000	24.95	0.00	196000	24.95	0.00	196000
3	Gauri Shriya Jt. Balkrishna Shriya	49000	6.24	0.00	49000	6.24	0.00	49000
4	Sanjeev Shriya Jt. Balkrishna Shriya	38000	4.84	0.00	38000	4.84	0.00	38000
5	Vani Shriya Jt. Gauri Shriya Jt. Sanjeev Shriya	8550	1.09	0.00	8550	1.09	0.00	8550
6	Vidushi Shriya Jt. Gauri Shriya Jt. Balkrishna Shriya	8650	1.1	0.00	8650	1.1	0.00	8650

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

Sr. No.	Shareholder's Name	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
1.	At the beginning of the year	There is no change in Promoters' Shareholding between 01.04.2018 to 31.03.2019			
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer /bonus/ sweat equity etc):				
3.	At the end of the year				

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

Sr_ No	Top Ten Shareholders	Shareholding at the beginning of the year i.e. 01.04.2018		No. of Shares held at the end of the year i.e. 31.03.2019	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	AMRIT CHOUDHARY	31000	3.95	31000	3.95
2	MANOJKUMAR BHAGCHAND CHOUDHARY	24000	3.05	24000	3.05
3	PRAMOD CHOUDHARY	15500	1.97	15500	1.97
5	ALOK MUKHERJEE	12000	1.53	12000	1.53
4	PRAMOD CHOUDHARY	12000	1.53	12000	1.53
6	RAMESH JHANWAR	12000	1.53	12000	1.53
7	SAGARMAL JHANWAR	12000	1.53	12000	1.53
8	VIVEK CHAUDHARY	6000	0.76	6000	0.76
9	GOKULSHYAM GHISOOLAL AGARWAL	6000	0.76	6000	0.76
10	P V SHANKARNARAYANAN	6000	0.76	6000	0.76

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholder's Name	Date	Shareholding at the beginning of the year i.e. 01.04.2018		Cumulative Shareholding during the year i.e.31.03.2019	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Mr. Bal Krishna Shriya	01.04.2018	270000	34.37	270000	34.37
		31.03.2019			270000	34.37
2	Mr. S.C. Aythora	01.04.2018	120	0.02	120	0.02
		31.03.2019			120	0.02
3	Mr. K. N. Kutty	01.04.2018	NIL	0.00	NIL	0.00
		31.03.2019			NIL	0.00
4	Mrs. Smriti Mukherjee	01.04.2018	NIL	0.00	NIL	0.00
		31.03.2019			NIL	0.00
5	Mr. J.K. Srivastava	01.04.2018	900	0.11	900	0.11
		31.03.2019			900	0.11

V. INDEBTEDNESS

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

(Amount in Rs.)

Indebtedness at the beginning of the financial year i.e. 01.04.2018	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
i)Principal Amount	12,68,921	5,56,328	5,56,328
ii)Interest due but not paid	-	-	-
Total(i+ii+iii)	12,68,921	5,56,328	5,56,328
Change in Indebtedness during the financial year			
•Addition	-	-	-
•Reduction	5,07,922	-	-
Net Change	5,07,922	-	-
Indebtedness at the end of the financial year 31.03.2019			
i)Principal Amount	7,60,999	5,56,328	5,56,328
ii)Interest due but not paid	-	-	-
iii)Interest accrued but not due	-	-	-
Total(i+ii+iii)	7,60,999	5,56,328	5,56,328

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to other Directors:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Other Non-Executive Independent Directors	Mr. S. C. Aythora	Mrs. Smriti Mukherjee	Mr B.K.Shriya	Nil	-
•	Fee for attending board /committee meetings	Nil	Nil	Nil	Nil	Nil
•	Commission	Nil	Nil	Nil	Nil	Nil
•	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2.	Executive Directors	Nil	Nil	Nil	Nil	-
•	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
•	Commission	Nil	Nil	Nil	Nil	Nil
•	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	-
	Overall Ceiling as per the Act		1 lakh per meeting of the Board or Committee thereof.			

B. Remuneration to key managerial personnel other than MD / MANAGER /WTD**(Amount in Rs.)**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		K N Kuty Managing Director	Ms. Prerna Gulati	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	50,000/-	Nil	50,000/-
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Com mission			
	— as % of profit	Nil		Nil
	— Others, specify...	Nil		Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	50,000/-	Nil	50,000/-

VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES (Under the Companies Act):

There were no penalties, punishment or compounding offences during the year ended March 31, 2019.

Secretarial Audit Report

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

To
The Members,
Gold Rock Investments Limited.
507, 5th Floor, Plot No. 31,
1, Sharda Chamber, Narsi Natha Street, Bhat Bazar,
Masjid, Chinchbunder Mumbai-400009

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Gold Rock Investments Limited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's' Books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company, during the audit period covering the Financial Year ended on 31st March, 2019 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. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure 'I'** for the Financial Year ended on 31st March, 2019 according to the provisions of:
 - i. The Companies Act, 2013 and the Rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye- laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under (not applicable as the company has not availed any External commercial borrowings, **(Not Applicable to the Company during the period under Audit.)**)
 - v. The following Regulations and Guidelines prescribed under the SEBI Act, 1992 are as follows:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable as the Company has not made any further issue of Shares)**
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999. Now known as the Securities and Exchange Board of India **(Share based employees Benefits) Regulations, 2014 (Not Applicable as the Company has not introduced any such scheme during the financial year under review);**
- e) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015.
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **The Company has not issued any Debt Securities during the financial year under review);**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable as the Company has not delisted / propose to delist its Equity Shares from any Stock Exchange during the financial year under review);**
- h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 **(Not applicable as the Company has not brought back/propose to Buy-back any of its securities during the Financial Year under review));** and
- i) 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;

vi. **Other law specifically applicable to the Company are:**

Reserve Bank of India Act, 1934

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure II**.

I have also examined Compliance with the applicable clauses/Regulations of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013;
- ii. The Listing Agreement entered into by the Company with BSE Limited. The Company has already entered into new Listing Agreement with BSE Limited under Regulation 109 of SEBI (Listing Obligations and Disclosures Requirements, Regulations, 2015) in previous year under the prescribed time limit by SEBI.

I have also examined the books, papers and returns filed and other records maintained by M/s. Gold Rock Investments Limited for the Financial Year ended on 31st March, 2019 according to the provisions of various other Laws applicable, including the Rules made thereunder, and amended from time to time, to the Company, as informed by the Company, details of which are mentioned in '**Annexure II**'

We have also examined compliance with applicable Laws, Act, Rules, Regulations, Guidelines, Standards etc. complied by Blue Point Leasing Limited, Gold Rock Metals Limited, Sugata Investments Limited, Gold Rock World Trade Limited the wholly owned subsidiaries of the Company.

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

I further report that having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis the Company has complied with the following norms applicable specifically to the Company:

- i. Regulatory Guidelines and Regulations issued by Reserve Bank of India (RBI) to Non-Banking Finance Companies (NBFCs-ND) and Rules made thereunder;
- ii. SEBI (Mutual Funds) Regulation 1996 as amended from time to time (applicable to Wholly Owned Subsidiary Companies); (The Company has not issued any Scheme of Mutual Fund till date, therefore there are no compliances are require to be complied by the Company.)

I further report that

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

Adequate Notice is given to all Directors to schedule the Board Meetings, Committee Meetings,

agenda and detailed Notes on Agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

I 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 compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act and Profession Tax Act, I have relied on the Reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards, etc.

**FOR TAJ & ASSOCIATES
COMPANY SECRETARIES**

**Place: Mumbai
Date: 30/05/2019**

Sd/-
**Arpita Tanna
ACS No.:22534
C P No.: 8374**

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Financial Statement for the Year 31st March, 2019.
3. Minutes of the Meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Share Transfer & Stakeholder Relationship Committee and Credit & Investment Committee along with Attendance Register held during the Financial Year under report.
4. Minutes of General Body Meetings held during the Financial Year under report.
5. All Statutory Registers.
6. Agenda papers submitted to all the Directors /Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under Report.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
9. Intimations received from directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
11. Closure of Register of Members.

**FOR TAJ & ASSOCIATES
COMPANY SECRETARIES**

**Place: Mumbai
Date: 30/05/2019**

Sd/-
**Arpita Tanna
ACS No.:22534
C P No.: 8374**

ANNEXURE - II

List of applicable laws to the Company

1. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
2. Maternity Benefits Act, 1961 and the rules made thereunder;
3. Professional Tax Act, 1975;
4. Employees' Provident Fund Act, 1952 and Miscellaneous Provisions act 1952 and the rules made thereunder;
5. Bombay Stamp Act, 1958;
6. Negotiable Instruments Act, 1881.
7. The Bombay Shops and Establishments Act, 1948

**FOR TAJ & ASSOCIATES
COMPANY SECRETARIES**

**Place: Mumbai
Date: 30/05/2019**

Sd/-
**Arpita Tanna
ACS No.:22534
C P No.: 8374**

To

The Members,
Gold Rock Investments Limited.
507, 5th Floor, Plot No. 31,
1, Sharda Chamber, Narsi Natha Street, Bhat Bazar,
Masjid, Chinchbunder Mumbai-400009.

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

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

**FOR TAJ & ASSOCIATES
COMPANY SECRETARIES**

**Place: Mumbai
Date: 30/05/2019**

Sd/-
**Arpita Tanna
ACS No.:22534
C P No.: 8374**

MANAGEMENT DISCUSSION & ANALYSIS

OVERVIEW

The financial statements for the year have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI), the Accounting Standards prescribed by the Institute of Chartered Accountants of India and the Generally Accepted Accounting Principles in India.

Management accepts responsibility for the integrity and objectivity of these financial reported statements. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner and reasonably present our state of affairs, profits and cash flows for the year.

India's financial service sector has grown from strength to strength, built on prudential lending practices, robust regulatory environment and sound technology base, and has competently met the aspirations of the vast population and enabled economic activities. The competitive landscape of financial services sector has witnessed rapid growth in the last couple of decades. The financial services industry has come a long way in its reach and resilience. Niche market players and product innovations are making a mark in the financial services space.

The government has continued on the steady path of fiscal consolidation, without compromising on the public investment requirements of the company. There was considerable progress made in building consensus for the Goods & Services Tax (GST) and GST is rolled out from 1st July, 2017. Passing of the Insolvency & Bankruptcy Code (IBC), 2016 and the creation of infrastructure for its effective implementation was another major achievement which should further improve the ease of doing business and quicker resolution of financial restructuring and recovery of dues by the lenders.

All the above reforms measures supported by economic legislation as also deletion from the statute large number of archaic legislation should go a long way in improving the image of the Country for ease of doing business and attract higher level of Foreign Direct Investment and capital formation in the economy which should help in the growth of business opportunities for your Company

NBFC SECTOR

NBFCs have been playing a very important role both from the macro-economic perspective and the structure of the Indian financial system. NBFCs are the preferred alternatives to the conventional banks as a financial intermediary for meeting various financial requirements of a business enterprise, as they provide a hassle free credit. From the point of significance of presence and performance, Non-Banking Finance Companies (NBFCs) continue to make a major impact on the lending side both in consumer/retail lending and commercial/business lending.

BUSINESS AND INDUSTRY REVIEW

Your Company is a NBFC registered with the RBI to carry out NBFC activities under Section 45(IA) of the Reserve Bank of India Act, 1934 and it is engaged primarily in the business of investing / trading in securities.

BUSINESS OUTLOOK

The primary securities market seems to have come out of its lull during the financial year 2018-19. Both the total number of issues and the resources mobilized from the primary securities market have gone up. IPOs and public debt issues have contributed to this performance more than rights issues.

Volatility in the equity markets would continue to present the investors with good opportunities to further invest. Your Company continue to remain positive on the long-term outlook on the Indian equity markets on the back of strong macro parameters, improving growth outlook and benign inflation and believes to invest in equities in line with their risk profile.

Your Company will increase its product base as far as raising resources and deploying them in safe and profitable manner particularly in shares/securities of real estate companies and lending to MSME's where there is a vast development scope of profitable business.

RISKS AND CONCERNS

The Company is exposed to specific risks that are inherent to its business model and the environment within which it operates. The Company manages these risks by maintaining a conservative yet aggressive profile and by following prudent business and risk practices.

The company's business could potentially be affected by the following factors:-

- Impact of markets on our revenues and investments, sustainability of the business across cycles.
- Sharp movement in prevailing interest rates in the market.
- Risk that a client will fail to deliver as per the terms of a contract with us or another party at the time of settlement.
- Risk due to uncertainty of a counterparty's ability to meet its financial obligations to us.

OPPORTUNITIES AND THREATS

Opportunities:

With the macroeconomic improvement in the outlook of the Indian economy and growth prospects with an improved and normal monsoon forecast rural growth is expected to get a boost further investment in the infrastructure & road projects, aided by easing of crude oil prices the Auto industry is expected to grow, with larger income in the city due to the implementation of OROP and seventh pay Commission leaving a larger income in the hands of both the rural and urban consumers, consumer durable industry is expected to get a fillip and an opportunity for NBFC to meet the bridging finance thro ties up This should present your Company with more opportunities in the area of .

- leveraging Corporate Relationship
- Margin Funding to Consumers, traders and manufacturing units
- Investing in equity of growing concerns

Threats:

- Retention of human capital as also attraction of fresh talent will be a challenge.
- Regulatory changes
- Volatile Economic Environment in Europe & Slowing down in China

ADEQUACY OF INTERNAL CONTROLS

Your Company has in place, an adequate internal control and internal audit system managed by qualified and experienced people. Main objective of the system is to safeguard the Company's assets against loss through unauthorized use and pilferage, to ensure that all transactions are authorised, recorded and reported correctly and timely, to ensure various compliances under statutory regulations and corporate policies are made on time and to figure out the weaknesses persisting in the system and suggest remedial measure for the same. The Company has continued its efforts to align all its processes and controls with best practices in these areas.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2016-17.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

Your Company has senior qualified professionals in the areas of operations and is looking at fresh recruitment to support the growth and diversification of business i.e. planned, Getting fresh talent is a critical input to ensure and equip the organization to deliver a wide variety of products and services to growing customer base of your Company. It is our endeavor to create an environment where people can use all of their capabilities in support of the business. Therefore, your Company encourages its employees to balance their work and personal responsibilities.

CAUTIONARY STATEMENT

Management discussion and analysis report contains Statements which are forward looking based on assumptions. Actual results may differ from those expressed or implied due to risk and uncertainties which have been detailed in this report. Several factors as listed in this report could make significant difference to the Company's operations. Investors, therefore, are requested to make their own independent judgments and seek professional advice before taking any investment decisions.

REPORT ON CORPORATE GOVERNANCE

Pursuant to regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions are applicable to your Company as the Company's paid up equity share capital does not exceed Rs. 10 Crores and net worth exceed of Rs. 25 Crores as on March 31, 2019. Your Company ensures compliance with all the relevant and applicable laws and the report on Corporate Governance is given below to maintain highest standards of Corporate Governance.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is committed to upholding the highest standards of Corporate Governance in its operations. The policies and practices are not only in line with the statutory requirement, but also reflect your Company's commitment to operate in the best interest of its stake holders. The responsibility for maintaining high standards of Governance lies with your Company's Board of Directors and various Committees of the Board, which are empowered to monitor implementation of the best Corporate Governance practices including making necessary disclosures within the framework of legal and regulatory provisions and Company conventions besides its employees.

Your Company is committed to ensure that the Company's Board of Directors continued to be constituted as per the prescribed norms, meets regularly as per the prescribed frequency, provides effective leadership, exercises control over the management, monitors executive performance and makes appropriate disclosures. In addition, establishment of a framework of strategic control and continuous reviewing of its efficacy and establishment of clearly documented and transparent management processes for policy development, implementation and review, decision making, monitoring control and reporting are the other policy directives. Your Company provides free access to the Board of all relevant information, advices and resources to enable it to carry out its role effectively. The Company has laid emphasis on cardinal values of fairness, transparency, accountability and equity, in all its operations, and in its interactions with stakeholders including shareholders, employees, the Government and the lenders, thereby enhancing the shareholders' value and protecting the interest of shareholders. In addition the Company has appointed Compliance / Nodal officer for matters relating to RBI & Companies Act, etc.

2. BOARD OF DIRECTORS

(a) Composition & Meetings:

The composition of the Board complies with the provisions of the Companies Act, 2013. As on March 31, 2019 the Board consists of Four Directors comprising of, Three Independent Directors, one Executive Director and one Woman Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Chairman of the company is Executive Director.

The Board met Four (6) times during the year on May 30, 2018, June 19, 2017, July 12, 2018, 13 August, 2018, November 14, 2018 and January 31 2019 and the gap between two meetings did not exceed the statutory period laid down by the Companies Act, 2013 and the Secretarial

Standard-1 issued by the Institute of Company Secretaries of India i.e. one hundred twenty days. The necessary quorum was present for all the meetings.

The names and categories of the Directors on the Board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2018 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India.

Name of the Director	Category	Number of Board meetings during the year 2018-19		Whether attended last AGM held on September 29, 2018	Number of directorships in other Public Companies	Number of committee positions held in other public companies	
		Hel d	Attende d			Chairma n	Memb er
Mr. B.K. Shriya (Chairman) DIN:00239412	Promoter & Executive Director	6	1	No	3	-	-
Mr. K.N. Kutty DIN:00240470	Managing Director	6	2	Yes	8	-	3
Mr. S.C. Aythora DIN:00085407	Independe nt Director	6	6	Yes	10	5	3
Mrs. Smriti Mukherjee DIN : 07145434	Independe nt Director	6	1	No	-	-	-

Notes:

1. Private Limited Companies, Foreign Companies and Companies under Section 8 of Companies Act, 2013 have been excluded for the purposes of calculating Committee positions.
2. Membership/Chairmanship in only Audit Committee and Stakeholders Relationship Committee including Gold Rock Investments Limited have been considered for Committee positions as per the Listing Regulations.

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies.

(b) Board Procedures :

The Agenda is circulated well in advance to the Board of Directors. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. The Board is also kept informed of major events/items and approvals taken wherever necessary. At the Board meetings, the Board is apprised of the overall performance of the Company.

3. AUDIT COMMITTEE

The audit committee of the Company is constituted in accordance with the Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

(a) Terms of Reference:

The Audit Committee provides direction to the audit and risk management function in the Company and monitors the quality of internal audit and management audit. The terms of reference of the audit committee have been specified in writing by the Board of Directors of the Company in accordance with section 177 (4) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(b) Composition & Meetings:

The Committee met four (4) times during the year on May 30, 2018, August 13, 2018, November 14, 2018 and January 31, 2019 and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The composition of the audit committee and the details of meetings attended by its members are given below:

Name of Director	Category	No. of meetings during the financial year	
		Held	Attended
Mr. S. C. Aythora	Chairman - Independent Director	4	4
Mr. K.N. Kutty	Managing Director	4	2
Mr. Smriti Mukherjee	Independent Director	4	1

The audit committee invites executives, as it considers appropriate particularly the head of the finance function, representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.

The previous Annual General Meeting (AGM) of the Company was held on September 30, 2018 and was attended by Mr. S.C. Aythora, Chairman of the audit committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is constituted in accordance with the Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

(a) Terms of Reference:

The terms of the reference of the Committee are to review and recommend compensation payable to the Executive Directors and also to formulate and administer Employees Stock Option Scheme, including the review and grant of options to eligible employees under the scheme. The Committee also ensures the Compensation Policy of the Company and Performance Oriented Scheme for Senior Managers.

The role of the committee has been defined as per section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(b) Composition & Meetings:

The Committee met four (4) times during the year on May 30, 2018, August 13, 2018, November 14, 2018 and January 31, 2019 and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The composition of the Nomination & Remuneration Committee and the details of meetings attended by its members are given below:

Name of Director	Category	No. of meetings during the financial year	
		Held	Attended
Mr. S. C. Aythora	Chairman – Independent Director	4	4
Mr. Bal Krishna Shriya	Non-Executive Director	4	1
Mrs Smriti Mukharjee	Independent Director	4	1

(c) Remuneration Policy:

The Nomination and Remuneration Committee is fully empowered to determine/approve and revise, subject to necessary approvals, the remuneration of managerial personnel after taking into account the financial position of the Company, trends in the industry, qualifications, experience, past performance and past remuneration, etc.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

(d) Details of sitting fees paid to the Directors for the year ended March 31, 2019:

The remuneration by way of sitting fees for attending Board, Audit Committee, Independent Directors and Nomination & Remuneration Committee Meetings paid to Non-Executive Directors are as follows:

(Amount in Rs.)

Name of Director	Sitting Fees			
	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Independent Directors Meeting
Mr. B.K. Shriya	-	-	-	-
Mr. S.C. Aythora	-	-	-	-
Mr K N Kutty	-	-	-	-
Mrs. Smriti Mukherjee	-	-	-	-

(e) Details of remuneration paid to the Managing Directors for the year ended March 31, 2019:

(Amount in Rs.)

Name of Director	Salary Basic and allowances	Benefits perquisites	Contribution to provident fund	Total
Mr. K N Kutty	50,000	-	-	50,000

(f) Details of equity shares of the Company held by the Board Of Directors as on March 31, 2019 are given below:

Name	Number of equity shares
Mr. B.K. Shriya	270000
Mr. K.N. Kutty	NIL
Mr. S.C. Aythora	120
Mrs. Smriti Mukherjee	NIL
Mr J K Srivasta	900

5. SHARE TRANSFER AND STAKEHOLDERS RELATIONSHIP COMMITTEE

The Share Transfer and Stakeholders Relationship Committee of the Company is constituted in accordance with the Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The role and functions of the Share Transfer and Stakeholders Relationship Committee are the effective redressal of grievances of shareholders, debenture holders and other security holders

including complaints related to transfer of shares, non-receipt of balance sheet, and non-receipt of declared dividends. The Committee overviews the steps to be taken for further value addition in the quality of service to the investors.

During the year, no Complaint received from the Investor(s), no investor grievance has remained unattended/ pending for more than thirty days. The Board has delegated the powers to approve transfer of securities allotted by the Company to this Committee. As on March 31, 2019, no transfer was pending.

The Committee is headed by Mr. S.C. Aythora, Independent Director and consists of the members as stated below. During the year ended on March 31, 2019. The Committee met four (4) times during the year on May 30, 2018, August 13, 2018, November 14, 2018 and January 31, 2019 and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The composition of the Share Transfer and Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

Sr. No	Name of Director	Category	No. of meetings during the financial year 2018-19	
			Held	Attended
1.	Mr. S.C. Aythora	Chairman (Independent Director)	4	4
2.	Mr. Girish Chaurasia	Member (Independent Director)	1	1
3.	Mr. K.N. Kutty	Member	3	1
4.	Mrs Smriti Mukharjee	Member (Independent Director)	4	1

Name, designation and address of Compliance Officer:

Ms. Prerna Gulati

Company Secretary and Compliance Officer
507, 5th Floor, Plot no.31, 1 Sharda Charmber,
Narsi Natha Street, Bhat Bazar, Chinchbuder,
Masjid- Tel. No: 022-49734998

6. INDEPENDENT DIRECTORS MEETING

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in a year without the presence of Non Independent Directors and members of the management. All the independent directors shall strive to be present at such meeting

The independent directors in their meeting shall, inter alia-

- (a) Review the performance of non-independent directors and the board of directors as a whole;
- (b) Review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
- (c) Assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

Independent Directors met 1 (one) time during the year on January 19, 2019 and attended by all the Independent Directors i.e. Mr. S C Aythora, and Mrs. Smriti Mukherjee.

8. GENERAL BODY MEETINGS:

(a) Annual General Meeting:

The particulars of Annual General Meetings of the Company held in last three years are as under:

Year	AG M	Location	Date	Time
2017-18	AG M	Rohit Chamber, Ground Floor, Janamabhoomi Marg, Kala Ghoda Fort Mumbai 400 001	29/09/201 8	11:00 A.M.
2016-17	AG M	714, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021	25/09/201 7	11:00 A.M.
2015-16	AG M	714, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021	30/09/201 6	11:00 A.M.

(b) Extra Ordinary General Meeting:

No extraordinary general meeting of the members was held during the year 2018-19.

9. DISCLOSURES

- i. None of the transactions with any of the related party are in conflict with the interest of the Company at large. The board has approved a policy for related party transactions which has been uploaded on the Company's website.
- ii. The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other Statutory Authorities.
- iii. The Company has adopted Whistle Blower Policy/Vigil Mechanism for Directors and Employees to report concerns about unethical behavior. No person has been denied access to the audit committee. The said policy has been also put up on the website of the Company.
- iv. The Company has also adopted policy for Determination of Materiality of Events and Information and Policy on Preservation of Documents. The said policies have been also put up on the website of the Company.

10. MEANS OF COMMUNICATION

The Company has promptly reported all material information including quarterly results to BSE Limited, where the Company's securities are listed. The quarterly, half-yearly and annual results of the Company are published in national and regional newspapers in India which include any two of Free Press Journal and Nav Shakti & Business Standard and Mumbai Mitra. The Company also sends the financial results to the Stock Exchange immediately after its approval by the Board. These results are simultaneously posted on the website of the Company. No presentations were made to the Institutional Investor's or analysts during the year under review. The Management Discussions and Analysis (MD&A) Report is annexed and forms part of this Report.

11. GENERAL SHAREHOLDER'S INFORMATION

i. Annual General Meeting scheduled to be held:

Date : September 30, 2019
Time : 11.00 A.M.
Ven : Rohit Chamber, Ground Floor, Janmabhoomi Marg, Kala
ue Ghoda, Fort, Mumbai, Maharashtra-400001.

ii. Financial year:

The Company follows the period of April 01 to March 31, as the Financial Year. Tentative Financial calendar for the financial year 2018-19 is as under:

Financial Reporting for the Financial Year 2018-19	Tentative month of reporting
Un-audited Financial Results for the quarter ending June 30, 2019	On or before September 14, 2019
Un-audited Financial Results for the half year ending September 30, 2019	On or before November 14, 2019
Un-audited Financial Results for the quarter ending December 31, 2019	On or before February 14, 2020
Audited Financial Results for the year ending March 31, 2020	On or before May 30, 2020

iii. Book Closure:

The Register of Members and Share Transfer Books will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of AGM.

iv. Dividend Payment Date

No dividend recommended on the Equity Shares of the Company.

v. Listing of Equity Shares on Stock Exchanges:

Equity Shares of the Company are listed on BSE Limited, Mumbai (BSE). Annual listing fee for the year 2018-2019 has been paid to the BSE Limited, Mumbai.

vi. Stock Code:

- (i) BSE Limited, Mumbai (BSE): 501111
- (ii) ISIN - INE598F01014

vii. Registrar & Transfer Agent:

Alankit Assignments Limited, 205-208 Anarkali Complex, Jhandewalan Extention, New Delhi,-110055, (B) + 91-11-4254 1234 | (D) + 91-11-4254 1954 | (M) | (F) + 91-11-4254 1201, +91-11-2355 2001 | www.alankit.com

viii. Share Transfer System:

Shares sent for transfer in physical form to R&T Agents, are registered and returned within a period of 15 days from the date of receipt, if the documents are in order. The Share Transfer Committee meets generally as and when required basis to consider the transfer proposals. All requests for dematerialization / rematerialisation of shares are processed by R&T Agent within 15 days.

ix. Shareholding as on March 31, 2019:

a. Distribution of shareholding as on March 31, 2018.

Range in rupees		Number of Shareholders	% of Total Holders
Upto	5000	58	54.84
5001	to 10000	7	4.84
10001	to 20000	9	8.82
20001	to 30000	2	1.94
30001	to 40000	5	4.90
40001	to 50000	0	0
50001	to 100000	10	9.80
100001 and above		11	10.78
TOTAL		102	100

b. Shareholding pattern as on March 31, 2019

The shareholding of different categories of the shareholders as on March 31, 2018 is given below

Category	Number of shares	Percentage %
Promoter and Promoters Group	570200	72.58

Directors, their Relatives	27750	03.53
Central / State Govt (s)	0	00.00
Bodies Corporate	10200	01.30
Financial Institutions/Banks	0	00.00
Foreign Investors (FIIs/NRIs/ OCBs/ Foreign Bank/ Foreign Corporate Bodies)	0	00.00
Others	177450	22.59
TOTAL	785400	100.00

x. De-materialisation of Shares

Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from January 29, 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on March 31, 2019, out of total Equity Capital 785600 Equity Shares, 767980 Equity Shares representing 97.76 % of the total Equity Shares are held in de-materialized form with NSDL and CDSL.

xi. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs or any Warrants in the past and hence as on March 31, 2018, the Company does not have any outstanding GDRs / ADRs or any Warrants.

xii. Plant Locations:

In view of the nature of the Company's business viz. finance services, the Company operates from offices in Mumbai-India.

xiii. Address for correspondence:

507, 5th Floor, Plot no.31, 1 Sharda Charmber,
Narsi Natha Street, Bhat Bazar, Chinchbuder,
Masjid- Tel. No: 022-49734998

10. **OTHER INFORMATION**

i. Prevention of Insider Trading Code:

As per regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the “Code of practices and procedures for fair disclosure of unpublished price sensitive information” and “Code of conduct to regulate, monitor and report trading by insiders”.

All the Directors, employees at Senior Management and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code.

ii. CEO/CFO Certification

Managing Director has issued certificate as specified in Part B of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for the financial year ended March 31, 2019 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the financial year ended on March 31, 2019.

Place: Mumbai
Date: August 14, 2019

S C AYTHORA
Chairperson

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
GOLD ROCK INVESTMENTS LIMITED**

Report on the Standalone financial statements

We have audited the accompanying standalone financial statements of GOLD ROCK INVESTMENTS LIMITED ("The Company"), which comprise the Balance Sheet as at 31st March, 2019, Statement of the Profit & Loss and the cash flow statement for the year ended including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and Profit & Loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the standalone Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, Management Discussion and analysis, Board's Report, including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Share holder's Information, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and loss and cash flows of the Company in accordance with the accounting principles generally accepted in India specified under Section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected

to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our Report express an unmodified opinion on the adequacy and operating effectiveness of the company’s internal financial controls over financial reporting.
- g) With respect to the matter to be included in the Auditors’ Report in accordance with the requirements of section 197(16) of the act, as amended :

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- h) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S G N & CO
Chartered Accountant
FRN - 134565W

Nirmal Jain
Partner
Membership No.: 154074

Place: Mumbai
Date: 30 May 2019

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred under "Report on other Legal and Regulatory Requirement's" section of our Independent Auditors report to the members of the company on the standalone financial statements for the year ended 31st March 2019, we report that:

- i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a regular programme of physical verification of its fixed assets, by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified during the year and no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the Company as at balance sheet date. In respect of immovable properties been taken on lease and disclosed as property, plant and equipment in the standalone financial statements, the lease agreements are in the name of the Company.
- ii) According to the information and explanation given to us and on the basis of examination of the records of the company, company does not have any inventory, and therefore the provisions of the clause 3(ii) of the order are not applicable to the company.
- iii) According to the information and explanations given to us and on the basis of examination of the records of the company
 - a) The Company has granted loans to parties covered in the register maintained under Section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 4,49,95,538/- and the year end balance of loans taken from such parties was Rs. 4,49,95,538/-.
 - b) As per the information and explanation given to us, the loan taken are repayable on demand and no repayment schedule is stipulated.
 - c) In the view of c) above, there is no overdue amount in respect of the loan taken by the company.
 - d) The company has taken unsecured loan from parties covered in the register maintained under section 189 of the companies Act, 2013. The maximum amount involved during the year was Rs. 1,79,879/- and the year end balance of loans taken from such parties was Rs. 1,79,879/-.

- e) As per the information and explanation given to us, the loan taken are repayable on demand and no repayment schedule is stipulated.
- f) In the view of c) above, there is no overdue amount in respect of the loan taken by the company.
- iv) In our opinion and according to the information and explanations given to us and on the basis of examination of the records of the company,, the company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
- v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder and does not have any unclaimed deposits as at 31st March 2019 and therefore the provisions of the clause 3(v) of the order are not applicable to the company.
- vi) According to the information and explanation given to us and on the basis of examination of the records of the company, the maintenance of cost records has not been specified by the Central Government under the sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the company, therefore the provisions of the clause 3(vi) of the order are not applicable to the company.
- vii) According to the information and explanation given to us, and on the basis of our examination of the books of account, in respect of statutory dues:
 - a) The company has generally been regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, Goods and service tax, custom duty, cess and any other material statutory dues applicable to it with the appropriate authorities.
 - b) There were no disputed amounts payable in respect of provident fund, Employee State insurance, income tax,, duty of customs, Goods and service tax, cess and other material statutory dues were in arrears as at 31 March 2019 for the period of more than 6 months from date they became payable except for income tax demand of Rs. 3,12,980 /- (refer note no 25 of Standalone Financial Statements) for the A.Y. 2010-11.
- viii) The company has not taken any loans or borrowings from financial institution, government or bank or has not issued any debentures, therefore the provisions of the clause 3(viii) of the order are not applicable to the company.
- ix) In our opinion and according to the information and explanations given to us and on the basis of examination of the records of the company, the Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year, therefore the provisions of the clause 3(ix) of the order are not applicable to the company.

- x) In our opinion and according to the information and explanations given to us and on the basis of examination of the records of the company, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the courses of our audit, therefore the provisions of the clause 3(x) of the order are not applicable to the company.
- xi) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company; therefore the provisions of the clause 3(xii) of the order are not applicable to the company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Sections 177 & 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore the provisions of the clause 3(xiv) of the order are not applicable to the company.
- xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or person connected to its directors and hence provisions of section 192 of the companies Act 2013 are not applicable to the company. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company
- xvi) According to the information and explanations given to us and based on our examination of the records of the company, the company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Its continues to hold the certificate at the year end.

For **S G N & CO**
Chartered Accountant
FRN - 134565W

Nirmal Jain
Partner
Membership No.: 154074

Place: Mumbai

Date: May 30, 2019

ANNEXURE B TO AUDITOR'S REPORT

Referred to in paragraph 2 (f) under “Report on other Legal and Regulatory Requirement’s” section of our report to the members of GOLD ROCK INVESTMENTS LIMITED of even date

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of **GOLD ROCK INVESTMENTS LIMITED** as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for the Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI), these responsibilities include the design, implementation and maintenance and adequacy internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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’ Responsibilities

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 Guidance Note in 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 (ICAI). 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 were 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 Financial Controls based on the assessed risk. The procedures selected depend on the auditors’ 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 over financial reporting.

Meaning Of Internal Financial Controls over Financial Reporting

A company's Internal Financial Controls 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 Controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of the 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 expenditure of the Company are being made only in accordance with authorization of the 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 Limitation of Internal Financial Controls Over Financial Reporting

Because of the inherent limitation of Internal Financial Controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or frauds may occur and not be detected. Also projection of any evaluation of the Internal Financial Controls over financial reporting to future periods are subject to the risk that the Internal Financial Controls over financial reporting may become inadequacy because of changes in condition, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate Internal Financial Controls over financial reporting and such Internal Financial Controls over financial reporting were operating effectively as at 31st March, 2019, based on the Internal Controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S G N & CO**
Chartered Accountant
FRN - 134565W

Nirmal Jain
(Partner)
Membership No.: 154074

Place: Mumbai
Date: 30 May, 2019

Gold Rock Investments Limited
Balance Sheet as at March 31, 2019

(Amount in Rs)

Note No. As at March 31 2019 As at March 31 2018

EQUITY AND LIABILITIES

Shareholders' Funds

Share Capital	2	7,856,000	7,856,000
Reserves and Surplus	3	504,579,742	457,791,833

Non-Current Liabilities

Long-term Borrowings	4	-	199,834
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Current Liabilities

Short-term Borrowings	5	179,879	556,328
Trade Payables	6	-	53,562,783
Other Current Liabilities	7	879,732	1,246,329

Total 513,495,353 521,213,107

ASSETS

Non-current Assets

Fixed Assets	8		
Tangible Assets		28,402,686	29,736,530
Non-current Investments	9	405,126,823	319,198,397
Deferred Tax Assets		973,354	927,353
Long-term Loans and Advances	10	6,796,997	20,141,026
Other Non-current Assets	11	238,806	225,085

Current Assets

Cash and Bank Balances	12	27,203,375	26,324,217
Short-term Loans and Advances	13	44,753,312	124,660,499

Total 513,495,353 521,213,107

Significant Accounting Policies 1

Notes on Financial Statements 2-32

As per our report of even date

For SGN & Co.

Chartered Accountants

Firm Registration No. 134565W

For and on behalf of the Board of Directors

Nirmal Jain
Partner
(M.No 154074)

S.C.Aythora **K.N. Kutty**
Director **Managing Director**
(Din-00085407) **(Din-00240670)**

Gold Rock Investments Limited
Statement of Profit & Loss for the year ended March 31, 2019

(Amount in ₹)

	Note No.	For the year ended March 31 2019	For the year ended March 31 2018
INCOME			
Revenue from Operations	14	16,835,001	13,384,332
Other Income	15	54,531,815	-
Total Revenue		71,366,816	13,384,332
EXPENDITURE			
Depreciation and Amortization Expense	8	1,333,844	1,512,909
Employee Benefit Expenses	16	2,007,368	1,070,877
Finance Costs	17	50,895	104,137
Other Expenses	18	76,222,192	5,053,074
Total Expenses		79,614,299	7,740,997
Profit Before Exceptional Item		(8,247,483)	5,643,335
Provisions no Longer Required		69,439,391	
Exceptional Item- (Refer note no. 19)	19		(29,904,223)
Profit Before Tax		61,191,908	(24,260,888)
Tax Expenses:			
Current tax	20	(14,450,000)	(28,738)
Taxation of Earlier Years		-	-
Deffered Tax		46,001	64,347
Profit for the year		46,787,909	(24,225,279)
Earnings per Equity Share:	21		
(Nominal Value of Rs.10/- each)			
Basic		59.56	(30.84)
Diluted		59.56	(30.84)
Significant Accounting Policies	1		
Notes on Financials Statements	2-32		

As per our report of even date
For SGN & Co.
Chartered Accountants
Firm Registration No. 134565W

For and on behalf of the Board of Directors

Nirmal Jain
Partner
(M.No 154074)

S.C.Aythora
Director
(Din-00085407)

K.N. Kutty
Managing Director
(Din-00240670)

Place : Mumbai
Date : May 30, 2019

Prerna Gulati
Company Secretary
(M.No 32556)

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

2 Share Capital

Particulars	As at March 31 2019	As at March 31 2018
	i	i
Authorised		
850,000 (P.Y. 850,000) Equity Shares of Rs.10/- each	8,500,000	8,500,000
150,000 (P.Y. 150,000) 2% Non Cumulative Preference Shares of Rs. 10/- each	1,500,000	1,500,000
Total	10,000,000	10,000,000
Issued		
785,600 (P.Y. 785,600) Equity Shares of Rs.10/- each	7,856,000	7,856,000
Total	7,856,000	7,856,000
Subscribed & Paid up		
785,600 (P.Y.785,600)Equity Shares of Rs.10 each fully paid	7,856,000	7,856,000
Total	7,856,000	7,856,000

2.1 143600 shares have been issued as fully paid Bonus Shares in the financial year 2010-2011 by capitalisation of Reserves.

2.2 Reconciliation of Number of Shares:

Particulars	As at March 31 2019		As at March 31 2018	
	Number of Shares	i	Number of Shares	i
Equity Shares				
Opening balances	785,600	7,856,000	785,600	7,856,000
Closing balances	785,600	7,856,000	785,600	7,856,000

2.3 Terms/rights attached to shares

The Company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity share holders are eligible to receive remaining assets of the company after distribution of all preferential amount in proportion to their shareholding.

2.4 Shareholders holding more than 5 % shares Company.

Name of Shareholders	As at March 31 2019		As at March 31 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Balkrishna Shriya Jointly with Gauri Shriya	270,000	34.37	270,000	34.37
Gauri Shriya	196,000	24.95	196,000	24.95
Pramod Chaudhary Jointly with Sanjay Choudhary	46,500	5.92	46,500	5.92
Gauri Shriya Jointly with Balkrishna Shriya	49,000	6.24	49,000	6.24
Total	561,500	71.47	561,500	71.47

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

3 Reserves & Surplus

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Capital Reserves		
Opening balance	369,321,732	369,321,732
Add:-		
Less: Utilised for issue of fully paid Bonus Shares	-	-
Closing Balance	369,321,732	369,321,732
Capital Redemption Reserves		
As per last Balance Sheet	1,100,000	1,100,000
NBFC Statutory Reserves		
Opening balance	32,426,918	32,426,918
Add: Transfer from Statement of Profit & Loss	9,357,582	-
Closing Balance	41,784,500	32,426,918
Surplus in Statement of Profit & Loss		
Opening balance	54,943,183	79,168,462
Add: Net Profit for the year	46,787,909	(24,225,279)
Less: Transfer to NBFC Statutory Reserves	(9,357,582)	-
Closing Balance	92,373,510	54,943,183
Total	504,579,742	457,791,833

4 Long-term Borrowings

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Secured		
Vehicle Loans from HDFC Bank-Audi	-	199,834
Total	-	199,834

4.1 Vehicle Loans are secured by way of hypothecation of vehicles acquired out of the said loans.

5 Short -term Borrowings

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Unsecured		
Loans from Related Parties (Refer Note)		
Gold Rock World Trade Limited (Subsidiary Company)	-	376,449
Loans from Others		
Suryodaya Investment & Trading Co. Ltd.	179,879	179,879
Total	179,879	556,328

6 Trade Payables

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Micro, Small and Medium Enterprises	-	-
Others- (Refer Note)	-	53,562,783
Total	-	53,562,783

There are no dues to Micro and Small Enterprises. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

7 Other Current Liabilities

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Current Maturities of Long Term Borrowings	199,834	561,165
Expenses Payable	671,848	685,164
Duties And Taxes Payable	8,050	-
Total	879,732	1,246,329

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

10 Long-term loans and advances

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Unsecured, Considered Good		
Security Deposit- Related Party (Refer Note)		
Sanjeev Shriya	2,500,000	2,500,000
Mat Credit Entitlement	2,000,940	14,511,531
Income Tax (Net)	2,296,057	3,129,495
Total	6,796,997	20,141,026

11 Other Non-current assets

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Other bank balance		
Bank deposit more than 12 months maturity	238,806	225,085
Total	238,806	225,085

12 Cash and Bank Balances

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Cash and Cash Equivalents		
Balances with banks in Current Account	2,358,958	1,479,801
Cash on hand	44,416	44,416
Other bank balance		
Bank deposit within 12 months maturity	24,800,000	24,800,000
Total	27,203,374	26,324,217

13 Short term Loans & Advances

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Unsecured, Considered Good		
Loans & Advances to Related Parties (Refer Note)		
Blue Point Leasing Limited - Wholly owned Subsidiary	-	2,765,000
Less: Impairment in the value of Loans	-	(2,765,000)
Gold Rock Metals Limited - Subsidiary	390,000	390,000
Sugata Investments Limited - Wholly owned Subsidiary	4,525,000	4,525,000
Gold Rock Agrotech Ltd.-Subsidiary of GRWTL	-	710,000
Less: Impairment in the value of Loans	-	(710,000)
Picanova Investments Private Limited	-	9,175,873
Less: Impairment in the value of Loans	-	(9,175,873)
Splendour Trade Place Private limited	620,000	620,000
Tridhar Finance & Trading Ltd.	-	1,475,000
Less: Impairment in the value of Loans	-	(1,475,000)
Vihaan Infrsystems India Ltd.	5,588,850	5,588,850
Gold Rock World Trade Limited (Subsidiary Company)	30,441,688	
Loans & Advances to Others	430,000	103,069,679
Security Deposits	20,314	20,314
Prepaid Insurance	41,343	43,299
Interest accrued but not due	1,290,776	1,200,930
Advances recoverable in cash or in kind or for the value to be received	1,405,341	9,202,427
Total	44,753,312	124,660,499

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

14 Revenue from Operations

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	ì	ì
Profit/(Loss) on Sale of Investment (Net)	11,155,179	8,155,275
Dividend Income	3,779,148	3,031,362
Interest Income:		
On Fixed Deposit (TDS Rs. 1,90,067/- P.Y. 2,19,770/-)	1,900,674	2,197,695
Interest Income:	-	-
Total	16,835,001	13,384,332

15 Other Income

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	ì	ì
Misc. Income	4,550	-
Trade Liability w/Back	53,618,224	-
Interest on Loan from Subsidiary	909,041	-
Total	54,531,815	-

16 Employee Benefit Expenses

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	ì	ì
Salaries & Wages	1,984,500	1,036,500
Staff Welfare Expenses	22,868	34,377
Total	2,007,368	1,070,877

17 Financial Cost

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	ì	ì
Interest Expense	50,895	104,137
Interest on late payment of TDS	-	-
Total	50,895	104,137

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

18 Other Expenses

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	ì	ì
Payment to Auditor		
Statutory Audit Fees	30,090	30,090
Statutory Audit Fees-Consolidation	17,700	17,700
Advertisement Expns	42,828	39,565
AGM Expns	1,180	-
Bank Charges	1,534	-13,245
Conveyance Expense	20,828	31,388
Demat Charges	4,802	6,210
Electricity & Water Expns	66,350	65,063
Fees, Rates & Taxes	368,379	378,711
Insurance Charges	127,251	130,501
Investment Written off	56,985,827	100,000
Loan Written off	14,125,873	-
Miscellaneous Expenses	54,645	12,351
Motor Car Expenses	558,036	230,060
Office Expenses	6,374	35,384
Penalty Expns	-	196,569
Postage, Courier & Telegram	31,202	27,076
Books and Periodics & Printing & Stationery	14,671	14,799
Legal & Professional Fees	991,420	1,070,134
Loss on Foreign Exchange	55,441	103
Rent	2,160,000	2,160,000
Repair & Maintanace - Office, Car	157,965	124,709
STT on Investment	13,463	7,781
Telephone, Fax and Paper Charges	102,125	62,879
Travelling Expenses	284,208	325,245
Total	76,222,192	5,053,074

19 Exception Item

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	ì	ì
Provisions no Longer Required		
Diminution in the value of Invesmtments	-	23,686,981
Diminution in the value of Loans	-	6,217,242
Total	-	29,904,223

20 Current Year Tax

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	ì	ì
Income Tax	14,450,000	514,542
Less: Mat Credit Entitlement/ Utilised		(485,804)
Total	14,450,000	28,738

Gold Rock Investments Limited

Notes on financial statements for the year ended March 31, 2019

8 Fixed Assets

(Amount in `)

Particulars	Gross Block			Depreciation				Net Block		
	As on April 1, 2018	During the year		As on March 31, 2019	Upto April 1, 2018	Depreciation for the year	Depreciation on deletions/sale	Upto March 31, 2019	As on March 31, 2019	As on March 31, 2018
		Additions	Deletions							
Tangible Assets										
Own Assets										
Air Conditioners	53,500	-	-	53,500	36,761	2,621	-	39,382	14,118	16,739
Computer	23,550	-	-	23,550	23,550	-	-	23,550	-	-
Furniture Fixture	1,540,855	-	-	1,540,855	1,085,379	130,842	-	1,216,221	324,634	455,476
Motor Car	9,716,466	-	-	9,716,466	8,173,904	721,822	-	8,895,726	820,740	1,542,562
Office Equipment	118,880	-	-	118,880	118,880	-	-	118,880	-	-
Submersible Pump	18,864	-	-	18,864	14,474	859	-	15,333	3,531	4,390
Assets under lease										
Leasehold Land	32,518,500	-	-	32,518,500	4,801,137	477,700	-	5,278,837	27,239,663	27,717,363
Total	43,990,615	-	-	43,990,615	14,254,085	1,333,844	-	15,587,929	28,402,686	29,736,530
Previous Year	43,990,615	-	-	43,990,615	12,741,176	1,512,909	-	14,254,085	29,736,530	31,249,439

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

9 Non-current Investments

Sr.No	Particulars	Face Value	No. of Shares		Amount	
			As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Non Trade					
[I]	Equity Shares (Quoted)					
1	Alon Scott Ind. Ltd.	10	4,200	4,200	200,000	200,000
2	Asian Paints Ltd.	1	1,000	1,000	299,405	299,405
3	Bajaj Auto Ltd.	10	1,000	1,000	1,296,869	1,296,869
4	Baroda Rayon Corpn. Ltd.	10	1,250	1,250	34,979	34,979
5	Can Bonus	10	150	150	1,000	1,000
6	Coal India Ltd.	10	2,600	2,500	652,396	628,681
7	Elantas Beck Ltd (Schenechandy Beck (I) Ltd.)	10	50	50	1,833	1,833
8	Federal Bank	2	20,000	20,000	513,808	513,808
9	Haryana Petrochem Inds.	10	43	43	609	609
10	Hindustan Unilever Ltd.	1	17,500	17,500	5,557,682	5,557,682
11	IDEA Cellular Ltd.	10	3,000	3,000	243,045	243,045
12	Infosys Ltd.	5	4,000	2,000	867,394	867,394
13	ITC Ltd.	1	138,000	138,000	14,267,092	14,267,092
14	John Meyer Granics Ltd.	10	2,000	2,000	20,000	20,000
15	Kera Syntex Ltd.	10	100	100	1,403	1,403
16	LML Ltd. (Refer Note- 26 & 27)	10	-	2,500,598	-	46,255,577
17	Larsen & Tubro Ltd.	2	7,875	6,750	4,751,224	3,202,144
18	Maruti Suzuki Ltd.	10	5,500	5,500	7,315,910	7,315,910
19	Prestige HM Polycontainers Ltd.	10	1,552	1,552	18,346	18,346
20	Reliance Industries Ltd.	10	9,000	9,000	4,152,667	4,152,667
21	Reliance Infra Ltd	10	256	-	32,796	-
22	Siemence Ltd	2	5,500	-	5,770,380	-
23	Shree Synthetics Ltd.	10	1	1	204	204
24	Tata Motors Ltd.	2	8,100	2,700	1,551,210	625,326
25	The Indian Hotels Co. Ltd.	1	8,733	8,733	467,438	467,438
26	Tisco	10	5,350	-	2,762,847	-
27	Tata Steel CCPS	2,504	560	-	33,180	-
28	Tech Mahindra Ltd.	5	3,576	3,576	539,362	539,362
29	Titan Industries	1	11,000	11,000	667,094	667,094
30	Trent Ltd.	1	64,840	64,840	3,695,784	3,695,784
31	Tristar Soya Products Ltd.	10	100	100	5,000	5,000
32	Ultratech Cement	10	200	200	573,624	573,624
33	Vedanta Limited	1	3,460	1,000	696,612	282,674
34	Weston Electronics	10	170	170	3,466	3,466
	Total (A)				56,994,659	91,738,416
[II]	Equity Shares Subsidiaries (Unquoted)					
1	Blue Point Leasing Ltd.	10	-	431,670	-	4,316,700
2	Gold Rock Metals Ltd.	10	-	389,685	-	3,896,850
3	Gold Rock World Trade Ltd.	10	424,060	424,060	4,240,600	4,240,600
4	Sugata Investments Ltd.	10	84,005	84,005	840,050	840,050
	Total (B)				5,080,650	13,294,200
[III]	Equity Shares (Unquoted)					
1	S. S. Synthetics	10	-	-	-	-
2	Gold Rock Agrotech Ltd.	10	-	1,670	-	16,700
3	Tridhar Finance & Trading Ltd.	10	-	10,000	-	2,500,000
	Total (C)				-	2,516,700

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

Sr.No	Particulars	Face Value	No. of Shares		Amount	
			As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
[IV] Preference Shares Others (Unquoted)						
1	Ceat Financial Services P. Ltd.	100	1,000	1,000	100,000	100,000
2	Seattle Online P. Ltd.-Associates	10	18,690	18,690	9,999,150	9,999,150
3	Vedanta Limited		-	4,000	-	40,000
	Total (E)				10,099,150	10,139,150
[V] Debentures and Bonds (Unquoted)						
1	East India Hotels Ltd.		300	300	3,400	3,400
2	Essar Shipping Ltd.		6	6	600	600
3	GSFC Ltd.		19	19	950	950
	Total (G)				4,950	4,950
[VI] Mutual Funds (Quoted)						
1	ABSL Balance Advantage Fund	10	464,321	464,321	10,270,775	10,270,775
2	ABSL Medium Term Plan	10	531,231	531,231	10,000,000	10,000,000
3	ABSL Sun Life Liquid Fund-G Reg	10	174,580	-	50,000,000	-
4	DSP BR Credit Risk Fund -Direct Plan-G	10	-	500,593	-	12,962,200
5	DSP BR Credit Risk Fund -Reg Plan-G	10	-	660,494	-	16,496,250
6	ICICI Balance Advantage Fund	10	690,131	690,131	10,000,000	10,000,000
7	ICICI Prudential Liquid Fund	100	38,635	938	10,227,757	227,757
8	IDFC Arbitrage Fund-Plan A	10	491,084	569,954	6,221,365	6,216,816
9	IDFC Super Saver Income Fund-Medium Term Plan-G	10	220,129	220,129	5,000,000	5,000,000
10	IVY Cap Ventures Trust Fund -1	100000	87	100	8,675,690	9,244,355
11	Kotak FMP S-183 Growth	10	500,000	500,000	5,000,000	5,000,000
12	Kotak Medium Term Plan	10	5,803,663	5,803,663	63,926,261	63,926,261
13	Kotak FMP Series-256	10	1,000,000	-	10,000,000	-
14	Kotak Liquid Regular Plan Growth		14,738	-	54,256,203	-
15	Reliance Capital Builder Fund IV-Series A- Growth	10	250,000	250,000	2,500,000	2,500,000
16	Reliance Strategic Debt Fund- Growth Plan	10	2,322,221	2,322,221	27,785,238	27,785,238
17	Reliance Fixed Horizon Fund X-S-8	10	1,650,000	1,650,000	16,500,000	16,500,000
18	Reliance Liquid Fund	1000	-	775	-	3,119,962
19	Reliance Regular Saving Fund -Debt Plan -G	10	-	2,302,778	-	47,099,649
20	Reliance Credit Risk Fund	10	1,495,779	-	32,114,889	-
	Total (H)				322,478,179	246,349,264
[VII] Others						
1	Diamond				9,234,733	9,234,733
2	Gold Ginnies		75	75	495,000	495,000
3	Silver Box				72,000	72,000
4	Investment in Painting				752,500	752,500
	Total (I)				10,554,233	10,554,233
	Grand Total (A+B+C+D+E+F+G+H+I)				405,211,821	374,596,913
	Less : Diminution in the value of Investments				84,998	55,398,516
	Grand Total				405,126,823	319,198,397

Aggregate Cost of Quoted Investments	379,472,838	338,087,680
Aggregate Cost of Unquoted Investments	25,738,983	36,509,233
Aggregate Market Value of Quoted Investments	566,213,206	443,578,513

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2019

[VII]	Mutual Funds (Quoted)				
1	ABSL Balance Advantage Fund	464,321	10,270,775	20.39	9,467,505
2	ABSL Medium Term Plan	531,231	10,000,000	22.7891	12,106,276
3	ABSL Sun Life Liquid Fund-G Reg	174,580	50,000,000	299.0054	52,200,363
4	ICICI Balance Advantage Fund	690,131	10,000,000	14.33	9,889,577
5	ICICI Prudential Liquid Fund	38,635	10,227,757	275.6414	10,649,476
6	IDFC Arbitrage Fund-Plan A	491,084	6,221,365	12.7335	6,253,224
7	IDFC Super Saver Income Fund-Medium Term Plan-G	220,129	5,000,000	32.5831	7,172,485
8	IVY Cap Ventures Trust Fund -I	87	8,675,690	87	8,675,690
9	Kotak FMP S-183 Growth	500,000	5,000,000	12.2877	6,143,850
8	Kotak Medium Term Plan	5,803,663	63,926,261	15.2768	88,661,399
	Kotak FMP Series-256	1,000,000	10,000,000	10.2482	10,248,200
10	Kotak Liquid Regular Plan Growth	14,738	54,256,203	3788.5563	55,834,163
11	Reliance Capital Builder Fund IV-Series A- Growth	250,000	2,500,000	9.9609	2,490,225
12	Reliance Credit Risk Fund	1,495,779	32,114,889	25.7782	38,558,483
13	RELIANCE STRATEGIC DEBT FUND - GROWTH PLAN	2,322,221	27,785,238	14.7102	34,160,330
14	Reliance Fixed Horizon Fund X-S-8	1,650,000	16,500,000	13.2374	21,841,710
15					
16					
			322,478,179		374,352,956

Total Market Value of Investments

566,213,206

Gold Rock Investments Limited**Statement of Grouping forming part of Balance Sheet & Profit & Loss A/s. for the half year ended 31.03.2019**

		(Amt. in Rs.)
	<u>2018-19</u>	<u>2017-18</u>
1	<u>Trade Payable</u>	
	Bharti Cellular	270,360
	Digital Equipment Limited	175,849
	Orga	52,338,698
	Urmet SPA	777,876
	-	53,562,783
2	<u>Loans & Advance from Related Parties</u>	
	Gold Rock World Trade Limited	376,449
	Vihaan Infra Systems India Limited	-
	376,449	376,449
3	<u>Loans & Advance from others</u>	
	Suryodaya Investments & Trading Company Limited	179,879
	179,879	179,879
4	<u>Expenses Payable</u>	
	Khandelwal Jain & Company (Auditor)	531,821
	Expenses Payable	94,547
	Girish Chaurasia	1,740
	S G N & Co.	43,740
	Alankit Assignment	-
	Tarun Advertising	9,274
	671,848	685,164
5	<u>Duties and Taxes Payable</u>	
	TDS on Professional Fees	8,050
	8,050	-
6	<u>Loans and Advances to Related Parties</u>	
	Blue Point Leasing Ltd.	2,765,000
	Gold Rock Metals Ltd	390,000
	Sugata Invetsments Ltd	4,525,000
	Picanova investments pvt ltd.	8,705,762
	Splendour Trade Place Pvt Ltd.	620,000
	5,535,000	17,005,762

	<u>2018-19</u>	<u>2017-18</u>	
7	<u>Loans and Advances to Other Parties</u>		
	Incite Infotech Pvt Ltd	430,000	430,000
	K.K. Project	-	102,639,679
	HGP Cars (P) Ltd	-	-
		430,000	103,069,679
8	<u>Security Deposit</u>		
	Bajaj Auto Centre (Petrol Deposit)	4,964	4,964
	Deposits	10,350	10,350
	M.K FUEL CENTRE (SEC. DEP)	5,000	5,000
		20,314	20,314
	Rent Security Deposit (Neel Tarang)	2,500,000	2,500,000
9	<u>Fixed Deposits</u>		
	Bank Of India-Deposit-Kanpur	238,806	225,085
		238,806	225,085
10	<u>Balance in Current Accounts.</u>		
	Canara Bank -Delhi-23217	192,559	192,559
	HDFC BANK-11834	1,634,102	653,410
	HDFC Bank-Delhi-0092	10,529	10,529
	Kotak Mahindra Bank-Kanpur-1342	494,350	594,586
	SBI Kanpur -3482	27,418	28,716
		2,358,958	1,479,801
11	<u>Balance with Banks in Fixed Deposits</u>		
	HDFC Ltd	24,800,000	24,800,000
		24,800,000	24,800,000
12	<u>MAT Credit</u>		
	Mat Credit Entitlement_11	24,629	845,540
	Mat Credit Entitlement_14	-	8,396,268
	Mat Credit Entitlement_15	-	1,716,300
	Mat Credit Entitlement_17	1,490,507	3,067,619
	Mat Credit Entitlement_18	485,804	485,804
		2,000,940	14,511,531
13	<u>Income Tax (Net of provision for taxation)</u>		
	Advance Tax A.Y. 10-11	271,000	271,000
	Self Asst Tax for A.Y. 2010-11	5,560,000	5,560,000
	TDS on Interest A.Y. 10-11	2,356,965	2,356,965
	TDS on Rent A.Y. 2010-11	27,192	27,192
	Provision for Income Tax_10	(7,700,000)	(7,700,000)
	Advance Tax_2011	935,000	935,000
	TDS on INTEREST A.Y. 11-12	409,003	409,003
	Provision for Income Tax_11	(855,000)	(855,000)
	Advance Tax_2012	-	1,710,000
	TDS on Interest - 12	-	175,291
	Self Asst Tax for A.Y. 2012-13	25,388	27,070
	Provision for Income Tax_12	(2,000,000)	(2,000,000)
	Advance Tax_2013	576,332	576,332
	Advance Tax_2014	42,810	42,810
	Advance Tax_2015	641,619	641,619
	Provision for Income Tax_15	-	-
	Advance Tax_2016	627,100	627,100
	Provision for Income Tax_17	(3,200,000)	(3,200,000)
	Advance Tax_2017	3,469,886	3,469,886
	Advance Tax_2018	569,770	569,770
	Provision for Income Tax_18	(514,542)	(514,542)
	Advance Tax_2019	15,503,536	-
	Provision for Income Tax_19	(14,450,000)	-
		2,296,057	3,129,495

Deferred Tax Working

Sr No.	Particulars	Wdv As per Companies	WDV as per IT	Difference
1	Air Conditioners	14,118	11,068	-3,050
2	Computer	-	373	373
3	Furniture Fixture	324,634	823,339	498,705
4	Motor Car	820,740	3,435,346	2,614,606
5	Office Equipment	-	42,908	42,908
6	Submersible Pump	3,531	-	-3,531
7	Leasehold Land		-	-
				-
	Total	1,163,023	4,313,034	3,150,011
	Tax Rate 30.9%			973,354
	Closing DTA			973,354
Less	Opening DTA			927,353
	Profit and Loss			46,001

1. Significant Accounting Policies

i) Basis of Preparation of Financial Statements

The accompanying financial statements are prepared and presented under the historical cost convention, unless otherwise stated, on the accrual basis of accounting, in accordance with accounting principles generally accepted in India, in compliance with the Accounting Standards ('AS') notified under the Act read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. Accounting policies applied have been consistent with previous year.

ii) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, and the useful lives of fixed assets and intangible assets. The difference between the actual result and estimate are recognised in the period in which results are known or materialised.

iii) Revenue Recognition

Interest is accounted on accrual basis.

Dividend is accounted as and when the right to receive the dividend is established.

iv) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and net of impairment loss, if any. All costs relating to the acquisition and installation of fixed assets are capitalized.

v) Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of Leasehold Land is amortized over the period of lease.

vi) Investments

Investments are classified into Current Investment and Long Term Investments. Current Investments are carried at lower of the cost or fair / quoted value.

The Long Term Investments are stated at cost, Cost is inclusive of brokerage, fees and duties. The decline in the market quotation of the investments other than temporary is provided wherever considered necessary.

Gold Rock Investments Limited
Notes on Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

vii) Impairment of Assets

The fixed assets are reviewed for impairment at each balance sheet date. In case of any such indication, the recoverable amount of these assets is determined, and if such recoverable amount of the asset or cash-generating unit to which the asset belongs is less than its carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

viii) Employee Benefits

Short-term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

Payment of Gratuity Act, Provident Fund Act and Employee State Insurance Act are not applicable since no. of employees are below threshold limit.

ix) Earning Per Share

Earning per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

x) Prior Period items

Prior period income/ expenses are accounted under the respective heads. Material items, if any, are disclosed under notes to accounts.

xii) Provisions & Contingent Liabilities:

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

xiii) Other Accounting Policies

These are consistent with the generally accepted accounting practices.

21. Earning Per Share:

Particulars		Year Ended 31.03.2019	Year Ended 31.03.2018
Net Profit after tax attributable to Shareholders	(Rs.)	46787909	(24225279)
Weighted Average No. of Equity Shares	(Nos.)	785600	785600
Basic / diluted earning per share	(Rs.)	59.56	(30.84)

Gold Rock Investments Limited
Notes on Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

22. Related Party Disclosure.

(a) **List of Related Parties and Relationships:**

Name of the Related Party	Relationship
Blue Point Leasing Limited)
Gold Rock World Trade Limited	) Subsidiary Companies
Gold Rock Metals Limited)
Sugata Investments Limited)
B.K. Shriya	) Shareholders of the Company
Gauri Shriya	) having significant influence
Sanjeev Shriya	) Relatives of Shareholders
Vani Shriya	) having significant influence
Gold Rock Agrotech Ltd.	) Subsidiary of GRWTL
Picanova Investments Ltd.	) Enterprises over which either
Vihaan Infrsystems India Ltd	) Major shareholders
Seattle Online (P) Limited	) or their relatives are able to
Splendour Trade Place (P) Limited	) exercise significant influence
Tridhar Finance & Trading Limited)
S.C.Aythora	) Director of the Company
K.N.Kutty)

a(i) Transaction with Related Parties:

Short-term Loans and Advances

Subsidiaries

(Amount in Rs.)

Sr. No.	Name of the Company	Opening Balance	Loan Given	Repayment/ Written off	Closing Balance
1.	Blue Point Leasing Limited	2765000 (2765000)	- (-)	27,65,000 (-)	- (2765000)
2.	Gold Rock Metals Limited	390000 (390000)	- (-)	- (-)	390000 (390000)
3.	Sugata Investments Limited	4525000 (4525000)	- (-)	- (-)	4525000 (4525000)
4.	Gold Rock World Trade Ltd.	(376449) (376449)	30818137 (-)	- (-)	30441688 (376449)

Enterprises over which either major shareholders or their relatives are able to exercise significant influence

(Amount in Rs.)

Sr. No.	Name of the Company	Opening Balance	Loan Given	Repayment/ Written off	Closing Balance
1.	Picanova Investments Ltd.	9175873 (9175873)	- (-)	(9175873) (-)	- (9175873)
2.	Splendour Trade Place Pvt Ltd.	620000 (620000)	- (-)	- (-)	620000 (620000)

Gold Rock Investments Limited
Notes on Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

3	Vihaan Infrasystems India Ltd.	5588850 (5584772)	1387125 (563689)	1387125 (559611)	5588850 (5588850)
4.	Tridhar Finance & Trading Limited	1475000 (1475000)	- (-)	1475000 (-)	- (1475000)

Parent of Subsidiaries

(Amount in Rs.)

Sr. No	Name of the Company	Opening Balance	Loan Given	Repayment	Closing Balance
1.	Gold Rock Agrotech Limited	710000 (710000)	- (-)	710000 (-)	- (710000)

Managerial Remuneration to K.N. Kutty- Rs. 400000/- (P.Y. Rs. Nil)
Salary Paid to Gauri Shriya– Rs. 360000/- (P.Y. Rs. 360000/-)
Rent paid to B.K. Shriya– Rs. 300000/- (P.Y. Rs. 300000/-)
Rent paid to Sanjeev Shriya- Rs. 300000/-(P.Y. Rs. 300000/-)
Rent paid to Seattle Online Pvt Ltd.- Rs. 1200000/-(P.Y.1200000/-)
Interest received from Gold Rock World Trade Ltd.- Rs.901941/- (P.Y. Rs. Nil)
Outstanding Security Deposit - Sanjeev Shriya Rs. 2500000/- (P. Y. Rs. 2500000/-)

The related party information is as identified by the management based on the information available and relied upon by the auditors.

23. The Company operates only in one segment i.e. Investment & Finance Activities and therefore no separate segment wise details required by Accounting Standard 17 “Segment Reporting” issued by Institute of Chartered Accountants of India is disclosed.
24. In the opinion of the Board, the realizable value of Current Assets, Loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liability is adequate and not in excess of the amount reasonably required.
25. **Contingent Liabilities & Commitments (to the extent not provided for):-**
 - (a) Disputed Income tax liability of Rs. 312,980/- for the A.Y. 2010-11.
26. The Company has given an undertaking to various Financial Institutions not to transfer, assign, pledges, hypothecate or otherwise dispose off in any manner its investments in equity shares of LML Ltd.,(In Liquidation) (2500598 Equity Shares of Rs.10/- each) without prior approval of the institutions so long as the loans, advances to LML Ltd., (In Liquidation) by the institutions remains outstanding.
27. In view of liquidation order passed by Hon’ble NCLT vide order no. CP NO.(IB)55/ALD/2017 WITH CA NO.73/2018 dated 23rd March, 2018 in case of LML Ltd., and after reviewing the status the company has decided to write off its Investments in LML Ltd and its subsidiaries & its associates which are holding investment in equity shares of LML Ltd of Rs. 7,11,11,700/- including the amount of Loans given to subsidiaries & associates. As a consequences the provision for impairment made in earlier years has been reversed (written back).

Gold Rock Investments Limited
Notes on Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

28. **Disclosure required by clause 32 of the Listing Agreement**
Amount of loans/advances in nature of loans outstanding from Subsidiaries and Associates during 2018-2019

(Amount in Rs.)

Sr. No.	Name of the Company	Outstanding March 31, 2019	Outstanding March 31, 2018	Maximum amount outstanding during the year
1.	Subsidiaries			
(a)	Blue Point Leasing Ltd.	Nil	2765000	2765000
(b)	Gold Rock Metals Ltd.	Nil	390,000	390,000
(c)	Sugata Investments Ltd.	Nil	4525000	4525000

The above-referred loans were interest free and there is no repayment schedule and has been written off during the year.

Investment by the loan holders in the shares of the Company

None of the loan holders have made investments in the shares of the Company.

29. **Schedule to the Balance Sheet of a non-deposit taking non-banking financial company (as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)**

Particulars		Amount in Rs.	
	Liabilities side :		
1	Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
	(a) Debentures : Secured	NIL	NIL
	Unsecured	NIL	NIL
	(other than falling within the meaning of public deposits		
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-Corporate Loans and Borrowing	179879	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans (specify nature)		
	Secured Loans against hypothecation of Motor Car	199834	NIL
	(b) Loans other than (a) above	-	-
	Asset Side :		Amount outstanding
2	Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :		
	a) Secured		NIL
	b) Unsecured (Excluding Advance Tax)		4,72,32,998
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease		NIL
	(b) Operating lease		NIL
	(ii) Stock on hire including hire charges under sundry debtors:		

Gold Rock Investments Limited
Notes on Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

	(a) Assets on hire	NIL
	(b) Repossessed Assets	NIL
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	NIL
	(b) Loans other than (a) above	NIL

4	Break-up of Investments :	(Amount in Rs.)
	Current Investments :	
1.	Quoted :	-
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	-
2.	Un Quoted :	
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	-

	Long Term Investments :	
1.	Quoted :	
	(i) Shares : (a) Equity	5,69,09,661
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	32,24,78,178
	(iv) Government Securities	-
	(v) Others (please specify)	-
2.	Un Quoted :	
	(i) Shares : (a) Equity	50,80,650
	(b) Preference	1,00,99,150
	(ii) Debentures and Bonds	4950
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	10554233

5	Borrower group-wise classification of assets financed as in (2) and (3) above :	Amount Net of Provision		
	Category	Secured	Unsecured	Total
1.	Related Parties			
	(a) Subsidiaries	-	3,53,56,688	3,53,56,688
	(b) Companies in the same group	-	66,38,850	66,38,850
	(c) Other related parties	-	25,00,000	25,00,000
2.	Other than related parties	-	27,37,460	27,37,460
	Total	-	4,72,32,998	4,72,32,998

Gold Rock Investments Limited
Notes on Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

6	Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted):	Market Value / Breakup or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	1,50,79,800	1,50,79,800
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2. Other than related parties	57,68,72,389	39,00,47,023
	Total	59,19,52,189	40,51,26,823
7	Other information		
	<i>Particulars</i>		<i>Amount</i>
	Gross Non-Performing Assets		
	(a) Related parties		-
	(b) Other than related parties		-
	Non-Performing Assets		
	(a) Related parties		-
	(b) Other than related parties		-
	Assets acquired in satisfaction of debt		NIL

30. There are no dues to Micro and Small Enterprises. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
31. Additional information pursuant to Part II of Schedule III of the Companies Act, 2013 are not applicable to the company.
32. Previous year figures have been regrouped and rearranged wherever considered necessary.

As per our report of even date

For SGN & Co.
Chartered Accountants
Firm Reg. no.: 134565W

For and on behalf of the Board of Directors

Nirmal Jain
Partner
(M.No. 154074)

S.C.Aythora
Director
(Din-00085407)

K.N.KUTTY
Managing Director
(Din-00240670)

Place : Mumbai
Dated : May 30, 2019

Prerna Gulati
Company Secretary
(M.No 32556)

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
GOLD ROCK INVESTMENTS LIMITED**

Report on the Consolidated financial statements

We have audited the accompanying consolidated financial statements of GOLD ROCK INVESTMENTS LIMITED ("The Company") and its subsidiaries (the company and its subsidiaries and sub subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2019, Consolidated Statement of the Profit & Loss and the Consolidated statement of cash flow statement for the year ended including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Company as at 31 March 2019, and Consolidated Profit & Loss and its Consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, Management Discussion and analysis, Board's Report, including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Share holder's Information, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the Consolidated state of affairs, Consolidated profit and loss and Consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India specified under Section 133 of the Act. The respective board of directors of the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective management and Board of Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Group is also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a) We did not audit the financial statements / financial information of 8 (Eight) subsidiaries, and jointly controlled entities, whose financial statements / financial information reflect total assets of Rs. 1276.04 lakhs as at 31st March, 2019, and net Profit after tax of Rs. 33.50 lakhs for the year ended on that date, as considered in the consolidated financial statements, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries which are incorporated in India, as on 31 March 2019 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Holding Company and its subsidiary companies. Our Report express an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

- g) With respect to the matter to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the act, as amended :

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- h) With respect to the other matters to be included in the Auditors' 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 Consolidated financial statements disclosed the impact of pending litigations as at 31 March 2019 on its Consolidated financial position of the Group.
 - ii. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For S G N & CO
Chartered Accountant
FRN - 134565W

Nirmal Jain
Partner
Membership No.: 154074

Place: Mumbai
Date: 30 May 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 (f) under “Report on Other Legal and Regulatory Requirements” section of our report to the members of GOLD ROCK INVESTMENTS LIMITED of even date Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 (‘the Act’)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **GOLD ROCK INVESTMENTS LIMITED** (hereinafter referred to as “the Holding Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for the Internal Financial Controls

The respective Board of Directors of the of the Holding company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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’ Responsibilities

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”) issued by the ICAI 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 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 judgments, 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 Controls 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 Controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of the 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 expenditure of the Company are being made only in accordance with authorization of the 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 Limitation of Internal Financial Controls Over Financial Reporting

Because of the inherent limitation of Internal Financial Controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or frauds may occur and not be detected. Also projection of any evaluation of the Internal Financial Controls over financial reporting to future periods are subject to the risk that the Internal Financial Controls over financial reporting may become inadequacy because of changes in condition, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S G N & CO**
Chartered Accountants
FRN - 134565W

Nirmal Jain
(Partner)
Membership No.: 154074

Place: Mumbai
Date: 30 May, 2019

Gold Rock Investments Limited
Consolidated Balance Sheet as at March 31, 2019

	Note No.	As at March 31 2019	As at March 31 2018
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	7,856,000	7,856,000
Reserves and Surplus	3	564,494,109	484,673,237
Non-Current Liabilities			
Long-term Borrowings	4	-	199,834
Minority Interest	5	(3,429,429)	(1,339,183)
Current Liabilities			
Short-term Borrowings	6	2,679,879	179,879
Trade Payables	7	-	53,562,783
Other Current Liabilities	8	2,191,089	1,792,219
Total		573,791,648	546,924,769
ASSETS			
Non-current Assets			
Fixed Assets	9		
Intangible Assets			
Tangible Assets		42,938,443	44,562,794
Goodwill on Consolidation		35,206,176	6,733,085
Non-current Investments	10	398,800,210	318,322,609
Deferred Tax Assets		657,475	927,353
Long-term Loans and Advances	11	14,571,956	22,489,858
Other Non-current Assets	12	238,806	225,085
Current Assets			
Trade Receivable		105,500	
Cash and Bank Balances	13	71,505,170	33,272,195
Short-term Loans and Advances	14	9,767,913	120,391,790
Total		573,791,648	546,924,769
		-	-
Significant Accounting Policies	1		
Notes on Financial Statements	2-32		

As per our report of even date
For SGN & Co.
Chartered Accountants
Firm Registration No. 134565W

For and on behalf of the Board of Directors

Nirmal Jain
Partner
(M.No 154074)

S.C.Aythora
Director
(Din-00085407)

K.N. Kutty
Managing Director
(Din-00240670)

Place : Mumbai
Date : May 30, 2019

Prerna Gulati
Company Secretary
(M.No 32556)

Gold Rock Investments Limited
Consolidated Statement of Profit & Loss for the year ended March 31, 2019

	Note No.	For the year ended March 31 2019	For the year ended March 31 2018
INCOME			
Revenue from Operations	15	21,776,381	13,806,245
Other Income	16	55,378,579	21,053
Total Revenue		77,154,960	13,827,298
EXPENDITURE			
Depreciation and Amortization Expense	9	1,624,351	1,803,533
Employee Benefit Expenses	17	2,745,768	1,202,877
Finance Costs	18	417,747	104,137
Other Expenses	19	62,552,508	5,038,174
Total Expenses		67,340,374	8,148,721
Profit Before Exceptional Item		9,814,586	5,678,577
Provisions no Longer Required		(66,674,391)	
Exceptional Item - (Refer note no. 29)	20	-	55,757,010
Profit Before Tax		76,488,977	(50,078,433)
Tax Expenses:			
Current tax	21	(14,937,753)	(116,598)
Taxation of Earlier Years		-	-
Deffered Tax		(52,003)	64,347
Profit After Tax		61,499,221	(50,130,684)
Less: Minority Interest		(162,840)	(45,737)
Profit for the year		61,662,061	(50,084,947)
Earnings per Equity Share:	22		
(Nominal Value of Rs.10/- each)			
Basic		78.49	(63.75)
Diluted		78.49	(63.75)

Significant Accounting Policies

1

Notes on Financials Statements

2-32

As per our report of even date

For SGN & Co.

Chartered Accountants

Firm Registration No. 134565W

For and on behalf of the Board of Directors

Nirmal Jain
Partner
(M.No 154074)

S.C.Aythora
Director
(Din-00085407)

K.N. Kutty
Managing Director
(Din-00240670)

Prerna Gulati
Company Secretary
(M.No 32556)

Place : Mumbai
Date : May 30, 2019

Gold Rock Investments Limited

Notes on consolidated financial statements for the year ended March 31, 2019

2 Share Capital

Particulars	As at March 31 2019	As at March 31 2018
	ì	ì
Authorised		
850,000 (P.Y. 850,000) Equity Shares of Rs.10/- each	8,500,000	8,500,000
150,000 (P.Y. 150,000) 2% Non Cumulative Preference Shares of Rs. 10/- each	1,500,000	1,500,000
Total	10,000,000	10,000,000
Issued		
785,600 (P.Y. 785,600) Equity Shares of Rs.10/- each	7,856,000	7,856,000
Total	7,856,000	7,856,000
Subscribed & Paid up		
785,600 (P.Y.785,600)Equity Shares of Rs.10 each fully paid	7,856,000	7,856,000
Less:- 3000 (P.Y. Nil) Equity Share of Rs.10 each fully Paid own by Sub-subsidiary company - at cost	-	-
Total	7,856,000	7,856,000

2.1 143600 shares have been issued as fully paid Bonus Shares in the financial year 2010-2011 by capitalisation of Reserves.

2.2 Reconciliation of Number of Shares:

Particulars	As at March 31 2019		As at March 31 2018	
	Number of Shares	ì	Number of Shares	ì
Equity Shares				
Opening balances	785,600	7,856,000	785,600	7,856,000
Closing balances	785,600	7,856,000	785,600	7,856,000

2.3 Terms/rights attached to shares

The Company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity share holders are eligible to receive remaining assets of the company after distribution of all preferential amount in proportion to their shareholding.

2.4 Shareholders holding more than 5 % shares Company.

Name of Shareholders	As at March 31 2019		As at March 31 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Balkrishna Shriya Jointly with Gauri Shriya	270,000	34.37	270,000	34.37
Gauri Shriya	196,000	24.95	196,000	24.95
Pramod Chaudhary Jointly with Sanjay Choudhary	46,500	5.92	46,500	5.92
Gauri Shriya Jointly with Balkrishna Shriya	49,000	6.24	49,000	6.24
Total	561,500	71.47	561,500	71.47

Gold Rock Investments Limited

Notes on consolidated financial statements for the year ended March 31, 2019

3 Reserves & Surplus

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Capital Reserves		
Opening balance	369,321,732	369,321,732
Add:- on Acquisition of Equity share of Su-Subsidiary	1,131,590	
Add: shares purchased by own sub sidiary company (30000-9500)	20,500	
Closing Balance	370,473,822	369,321,732
Capital Redemption Reserves		
As per last Balance Sheet	2,139,800	2,139,800
General Reserves		
As per last Balance Sheet	1,400,000	1,400,000
NBFC Statutory Reserves		
Opening balance	34,100,354	34,100,354
Add: Transfer from Statement of Profit & Loss	9,357,582	-
Closing Balance	43,457,936	34,100,354
Surplus in Statement of Profit & Loss		
Opening balance	77,711,351	126,938,052
Add: Net Profit for the year	61,662,061	(49,136,190)
Less: Provision for Earlier Year Tax	-	(90,511)
Less: Net Profit/(Net Loss) Minority Share	-	
Add: Eariler year provision written back	17,006,721	
Less: Transfer to NBFC Statutory Reserves	(9,357,582)	-
Closing Balance	147,022,551	77,711,351
Total	564,494,109	484,673,237

4 Long-term Borrowings

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Secured		
Vehicle Loans from HDFC Bank-Audi (Payable Rs. 1,99,834/- in FY 2019-20)	-	199,834
Total	-	199,834

4.1 Vehicle Loans are secured by way of hypothecation of vehicles acquired out of the said loans.

5 Minority Interest

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Minority Interest of Own Subsidiary	(1,502,023)	(1,339,183)
Minority Interest of Subsidiary of Subsidiary	(1,927,406)	
Total	(3,429,429)	(1,339,183)

6 Short -term Borrowings

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Unsecured		
Loans from Others	2,500,000	
Suryodaya Investment & Trading Co. Ltd.	179,879	179,879
Total	2,679,879	179,879

Gold Rock Investments Limited**Notes on consolidated financial statements for the year ended March 31, 2019****7 Trade Payables**

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Micro, Small and Medium Enterprises	-	-
Others- (Refer Note 28)	-	53,562,783
Total	-	53,562,783

There are no dues to Micro and Small Enterprises. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

8 Other Current Liabilities

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Current Maturities of Long Term Borrowings	199,834	561,165
Expenses Payable	1,090,366	1,225,054
TDS & Professional Tax Payable	900,889	6,000
Provision for Tax (Net)	-	-
Total	2,191,089	1,792,219

Gold Rock Investments Limited

Notes on consolidated financial statements for the year ended March 31, 2019

11 Long-term loans and advances

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Unsecured, Considered Good		
Loans & Advances to Related Parties		
Security Deposit (Sanjeev Shriya)-Related Party (Refer note 23)	2,500,000	2,500,000
Mat Credit Entitlement	2,441,135	14,511,531
Income Tax (Net)	3,033,690	5,421,925
Others	6,597,131	56,402
Total	14,571,956	22,489,858

12 Other Non-current assets

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Other bank balance		
Bank deposit more than 12 months maturity	238,806	225,085
Total	238,806	225,085

13 Cash and Bank Balances

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Cash and Cash Equivalents		
Balances with banks in Current Account	15,392,629	7,983,864
Cash on hand	178,506	178,706
Other bank balance		
Bank deposit within 12 months maturity	55,934,035	25,109,625
Total	71,505,170	33,272,195

14 Short term Loans & Advances

Particulars	As at March 31,2019	As at March 31,2018
	ì	ì
Unsecured, Considered Good		
Loans & Advances to Related Parties-(Refer note-23)		
Picanova Investments Private Limited	-	14,225,873
Less: Impairment in the value of Loans	-	(14,225,872)
Splendour Trade Place Private limited	620,000	620,000
Tridhar Finance & Trading Ltd.	-	3,431,723
Less: Impairment in the value of Loans	-	(-3,431,722)
Vihaan Infrsystems India Ltd.	5,588,850	5,588,850
Loans & Advances to Others	430,000	103,069,679
Security Deposits	20,314	20,314
Prepaid Insurance	42,632	44,588
Interest accrued but not due	1,290,776	1,200,930
Advances recoverable in cash or in kind or for the value to be received	1,775,341	9,847,427
Total	9,767,913	120,391,790

Gold Rock Investments Limited

Notes on consolidated financial statements for the year ended March 31, 2019

15 Revenue from Operations

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	i	i
Profit/(Loss) on Sale of Investment (Net)	15,691,141	8,163,614
Dividend Income	4,184,566	3,444,936
Interest Income:		
On Fixed Deposit	1,900,674	2,197,695
Interest Income from Others	-	-
Total	21,776,381	13,806,245

16 Other Income

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	i	i
Foreign Exchange Fluctuation	-	-
Interest Income	1,650,305	18,053
Trade Liability w/Back	53,618,224	
Sundry Balance Written back	4,550	3,000
Other Income	105,500	-
Total	55,378,579	21,053

17 Employee Benefit Expenses

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	i	i
Salaries & Wages	2,722,900	1,168,500
Staff Welfare Expenses	22,868	34,377
Total	2,745,768	1,202,877

18 Financial Cost

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	i	i
Interest Expense	417,747	104,137
Total	417,747	104,137

Gold Rock Investments Limited

Notes on consolidated financial statements for the year ended March 31, 2019

19 Other Expenses

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	i	i
Payment to Auditor		
Statutory Audit Fees	130,390	96,170
Consolidation Audit Fees	17,700	17,700
Advertisement Expns	42,828	39,565
AGM Expns	1,180	-
Bad Debts	-	297,000
Bank Charges	5,464	-10,515
Conveyance	20,828	31,388
Demat Charges	8,029	13,354
Electricity & Water Expns	681,686	540,675
Fees, Rates & Taxes	435,759	424,695
Insurance Charges	133,391	136,641
Investments Written off	56,985,827	100,000
Loan Written off	-	-
Miscellaneous Expenses	57,952	12,351
Motor Car Expenses	856,575	230,060
Office Expenses	6,374	35,384
Penalty	-	196,569
Postage, Courier & Telegram	31,202	27,076
Printing & Stationery	14,671	14,799
Property Tax	53,556	48,774
Legal & Professional Fees	1,095,525	1,126,944
Loss on Foreign Exchange	55,441	103
Maintenance Charges	5,400	6,000
Rent	960,000	960,000
Repair & Maintanace - Office, Car	157,965	124,709
STT on Investment	24,993	7,782
Telephone, Fax and Paper Charges	102,125	62,879
Travelling Expenses	351,711	385,013
Water Expns	93,341	113,058
Prior Period Expenses	222,595	-
Total	62,552,508	5,038,174

20 Exceptional Item

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	i	i
Diminution in the value of Invesmtments	-	40,596,678
Diminution in the value of Loans		15,160,332
Total	-	55,757,010

21 Current Year Tax

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	i	i
Income Tax	3,238,000	3,238,000
Less: Mat Credit Entitlement	(3,067,619)	(3,067,619)
Total	170,381	170,381

Gold Rock Investments Limited
Notes on consolidated financial statements for the year ended March 31, 2019

9

(Amount in `)

Particulars	Gross Block				Depreciation				Net Block	
	As on April 1, 2018	During the year		As on March 31, 2019	Upto April 1, 2018	Depreciation for the year	Depreciation on deletions/sale	Upto March 31, 2019	As on March 31, 2019	As on March 31, 2018
		Additions	Deletions							
Tangible Assets										
Own Assets										
Air Conditioners	53,500	-	-	53,500	36,761	2,621	-	39,382	14,118	16,739
Computer	23,550	-	-	23,550	23,550	-	-	23,550	-	-
Furniture Fixture	1,818,696	-	-	1,818,696	1,363,219	130,842	-	1,494,061	324,635	455,477
Motor Car	9,716,466	-	-	9,716,466	8,173,904	721,822	-	8,895,726	820,740	1,542,562
Office Equipment	179,868	-	-	179,868	179,868	-	-	179,868	-	-
Painting	220,000	-	-	220,000	-	-	-	-	220,000	220,000
Residential Premises	23,220,000	-	-	23,220,000	9,747,637	290,507	-	10,038,144	13,181,856	13,472,363
Submersible Pump	18,864	-	-	18,864	14,474	859	-	15,333	3,531	4,390
Freehold Land	1,133,900	-	-	1,133,900	-	-	-	-	1,133,900	1,133,900
Assets under lease										
Leasehold Land	32,518,500	-	-	32,518,500	4,801,137	477,700	-	5,278,837	27,239,663	27,717,363
Total	68,903,344	-	-	68,903,344	24,340,550	1,624,351	-	25,964,901	42,938,443	44,562,794
P.Y.	68,903,344	-	-	68,903,344	22,537,017	1,803,533	-	24,340,550	44,562,794	46,366,327

Gold Rock Investments Limited
Notes on consolidated financial statements for the year ended March 31, 2019

10 Non-current Investments

Sr.No	Particulars	Face Value	No. of Shares		Amount	
			As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Non Trade					
[I]	Equity Shares (Quoted)					
1	ABB Ltd.	2	3,300	3,300	1,916,124	1,916,124
2	ALLIANCE CAPITAL & FINANCE LTD.	10	500	500	9,490	9,490
3	Alon Scott Ind. Ltd.	10	4,200	20,000	200,000	200,000
4	Asian Paints Ltd.	1	1,000	1,000	299,405	299,405
5	Bajaj Auto Ltd.	10	1,000	1,000	1,296,869	1,296,869
6	Baroda Rayon Corpn. Ltd.	10	2,750	2,750	73,979	73,979
7	Can Bonus	10	150	150	1,000	1,000
8	Coal India Ltd.	10	2,700	2,700	677,442	678,772
9	Elantas Beck Ltd (Schenechandy Beck (I) Ltd.)		50	50	1,833	1,833
10	Federal Bank	2	20,000	20,000	513,808	513,808
11	Haryana Petrochem Inds.	10	43	43	609	609
12	Hindustan Unilever Ltd.	1	17,500	17,500	5,557,682	5,557,682
13	IDEA Cellular Ltd.	10	3,000	3,000	243,045	243,045
14	Infosys Ltd.	5	4,040	2,040	886,505	886,505
15	ITC Ltd.	1	148,000	102,000	15,400,328	15,400,328
16	John Meyer Granics Ltd.	10	2,000	2,000	20,000	20,000
17	Kera Syntex Ltd.	10	100	100	1,403	1,403
18	LML Ltd. (Refer Note- 27 & 29)	10	-	5,181,910	51,965,074	83,386,585
19	Larsen & Tubro Ltd.	2	7,875	5,250	4,751,224	3,931,275
20	Maruti Suzuki Ltd.	10	5,500	5,500	7,315,910	7,315,910
21	Prestige HM Polycontainers Ltd.	10	1,552	1,552	18,346	18,346
22	Reliance Industries Ltd.	10	12,040	7,520	6,691,177	6,691,177
23	Reliance Infra Ltd.	10	256	500	32,796	258,476
24	Siemens Ltd.	2	5,500	5,500	5,770,380	2,727,433
25	Shree Synthetics Ltd.	10	1	1	204	204
26	Tata Motors Ltd.	2	8,100	8,100	1,551,210	1,875,333
27	The Indian Hotels Co. Ltd.	1	8,733	8,733	467,438	467,438
28	Tisco Ltd.	10	5,350	4,339	2,762,847	1,573,293
29	Tata Steel CCPS		560		33,180	
30	Tech Mahindra Ltd.	5	3,576	3,576	539,362	539,362
31	Titan Industries	1	11,000	11,000	667,094	667,094
32	Trent Ltd.	10	64,840	6,484	3,695,784	3,695,784
33	Tristar Soya Products Ltd.	10	200	200	10,000	10,000
34	Ultratech Cement	10	200	200	573,624	573,624
35	Vedanta Ltd.	10	4,960	1,000	1,015,418	1,052,689
36	Weston Electronics	10	5,800	5,800	116,523	116,524
37	Galore Prints Industries Ltd.	10	2,795	2,795	13,146	13,146
38	Harig Crank Shaft Ltd.	1	10,000	10,000	6,270	6,270
39	HDFC Bank Ltd.	2	1,500	1,500	463,765	463,765
40	Hindalco Ltd.	1	2,000	2,000	98,498	98,498
41	Petromet LNG Ltd	10	3,000	3,000	128,725	128,725
	Total (A)				115,787,518	142,711,803
[II]	Equity Shares (Unquoted)					
1	Acme Investments Ltd.		100,000	100,000	350,000	350,000
2	Picanova Investments Pvt Ltd.	10	-	20	-	200
3	Tridhar Finance & Trading Ltd.	10	-	10,000	-	7,600,000
	Total (C)				350,000	7,950,200

Gold Rock Investments Limited
Notes on financial statements for the year ended March 31, 2015

[III] Preference Shares Others (Unquoted)						
1	Ceat Financial Services P. Ltd.	100	3,000	3,000	300,000	300,000
7	Vedanta Ltd.		-	4,000	-	40,000
		Total (E)			300,000	340,000
[IV] Debentures and Bonds (Unquoted)						
1	East India Hotels Ltd.		300	300	3,400	3,400
2	Essar Shipping Ltd.		6	6	600	600
3	GSFC Ltd.		19	19	950	950
4	Alliance Capital & Finance Limited (13.5% Non Convertible)	70	10	10	700	700
5	Alliance Capital & Finance Limited (15% Non Convertible)	100	6	6	600	600
6	Tristar Soya Products Ltd.(15% Non Convertible)		10	10	250	250
		Total (G)			6,500	6,500
[V] Mutual Funds (Quoted)						
1	ABSL Balance Advantage Fund	10	464,321	464,321	10,270,775	10,270,775
2	ABSL Medium Term Plan	10	531,231	531,231	10,000,000	10,000,000
3	ABSL Sun Life Liquid Fund-G Reg	10	174,580	-	50,000,000	-
4	DSP BR Income Opp Fund -Direct Plan-G	10	-	500,593	-	12,962,200
5	DSP BR Income Opp Fund -Reg Plan-G	10	-	660,494	-	16,496,250
6	ICICI Balance Advantage Fund	10	690,131	690,131	10,000,000	10,000,000
7	ICICI Prudential Liquid Fund	100	38,635	938	10,227,757	227,757
8	IDFC Arbitrage Fund-Plan A	10	491,084	569,954	6,221,365	6,216,816
9	IDFC Super Saver Income Fund-Medium Term Plan-G	10	220,129	220,129	5,000,000	5,000,000
10	IVY Cap Ventures Trust Fund -I	100000	87	924	8,675,690	9,244,355
11	Kotak FMP S-183 Growth	10	600,000	600,000	6,000,000	6,000,000
12	Kotak Medium Term Plan	10	5,803,663	3,982,102	63,926,261	63,926,261
13	Kotak FMP Series-256		1,000,000	-	10,000,000	-
14	Kotak Liquid Scheme Plan A-Growth	10	14,738	-	54,801,520	853,656
15	Reliance Capital Builder Fund IV-Series A- Growth	10	250,000	250,000	2,500,000	2,500,000
16	Reliance Strategic Debt Fund- Growth Plan	10	2,322,221	910,763	27,785,238	27,785,238
17	Reliance Fixed Horizon Fund X-S-8	10	1,650,000	1,650,000	16,500,000	16,500,000
18	Reliance Liquid Fund	1000	-	775	-	3,119,962
19	Reliance Regular Saving Fund -Debt Plan -G	10	-	807,758	-	47,099,649
20	Reliance Credit Risk Fund	10	1,495,779	-	32,114,889	-
		Total (H)			324,023,495	248,202,919
[VII] Others						
1	Diamond				9,234,733	9,234,733
2	Gold Ginnies		75	75	495,000	495,000
3	Silver Box				72,000	72,000
4	Investment in Painting				752,500	752,500
		Total (I)			10,554,233	10,554,233
Grand Total (A+B+C+D+E+F+G+H+I)					451,021,746	409,765,655
Less : Diminution in the value of Investments					(52,221,536)	(91,443,046)
Grand Total					398,800,210	318,322,609

Aggregate Cost of Quoted Investments	439,811,013	390,914,722
Aggregate Cost of Unquoted Investments	11,210,733	18,850,933
Aggregate Market Value of Quoted Investments	584,573,097	477,154,165

Gold Rock Investments Limited
Notes on Consolidated Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

A) BACKGROUND

1. OVERVIEW

The Consolidated financial statements relate to Gold Rock Investments Limited (“the Company” or “the parent Company”) and its subsidiary companies. The Consolidated Financial Statements has been prepared to meet the requirement of Companies Act, 2013.

The Consolidated Financial Statements has been prepared in accordance with Accounting Standard (AS) 21 – ‘Consolidated Financial Statements’ issued by the Institute of Chartered Accountant of India.

The Subsidiaries (which along with Gold Rock Investments Limited, the parent, Constitute the group) considered in preparation of these Consolidated Financial Statements are:

Name of the subsidiary	Financial Year Ending	Country of Incorporation	Percentage Holding
Blue Point Leasings Ltd	31st March 2019	India	100%
Gold Rock Metal Ltd	31st March 2019	India	100%
Gold Rock World Trade Ltd.	31st March 2019	India	100%
Sugata Investments Ltd.	31st March 2019	India	100%
Piconva Investments Ltd (Subsidiaries of Gold Rock World Trade Ltd)	31st March 2019	India	100%
Tridhar Finance and Trading Ltd (Subsidiaries of Gold Rock World Trade Ltd)	31st March 2019	India	100%
Gold Rock Agrotech Ltd (Subsidiaries of Gold Rock World Trade Ltd)	31st March 2019	India	100%
Seattle Online Pvt Ltd.	31st March 2019	India	83.20%

2. BASIS / PRINCIPLES OF CONSOLIDATION

- a. The financial statement of the Holding Company and its Subsidiaries have been Combined on a “line-by-line basis by adding the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances transactions resulting in unrealised profit and losses.
- b. The financial statements of the subsidiaries used in consolidations are drawn up to the same reporting date as that of the parent Company i.e. 31st March, 2019.
- c. Capital Reserve and Goodwill arising in respect of each Subsidiary have been grossed up and is shown under the head Reserves & Surplus as “Capital Reserve (Net) on Consolidation” and under the head Non-current Assets as “Goodwill on Consolidation” respectively.
- d. As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company’s separate financial statements except for depreciation and retirement benefits. However, the

Gold Rock Investments Limited
Notes on Consolidated Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

difference in the policies being followed does not have any significant effect on the consolidated profit and loss account, assets and reserves of the Group.

1. Other Significant Accounting Policies:

i) Basis of Preparation of Financial Statements

The accompanying financial statements are prepared and presented under the historical cost convention, unless otherwise stated, on the accrual basis of accounting, in accordance with accounting principles generally accepted in India, in compliance with the Accounting Standards ('AS') notified under the Act read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. Accounting policies applied have been consistent with previous year.

ii) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, and the useful lives of fixed assets and intangible assets. The difference between the actual result and estimate are recognised in the period in which results are known or materialised.

iii) Revenue Recognition

Rent and Interest are accounted for on accrual basis
Dividend is accounted as and when the right to receive the dividend is established.

iv) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and net of impairment loss, if any. All costs relating to the acquisition and installation of fixed assets are capitalized.

v) Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of Leasehold Land is amortized over the period of lease.

vi) Investments

Investments are classified into Current Investment and Long Term Investments. Current Investments are carried at lower of the cost or fair / quoted value.

The Long Term Investments are stated at cost, Cost is inclusive of brokerage, fees and duties. The decline in the market quotation of the investments other than temporary is provided wherever considered necessary.

Gold Rock Investments Limited
Notes on Consolidated Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

vii) Impairment of Assets

The fixed assets are reviewed for impairment at each balance sheet date. In case of any such indication, the recoverable amount of these assets is determined, and if such recoverable amount of the asset or cash-generating unit to which the asset belongs is less than its carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

viii) Employee Benefits

Short-term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

ix) Earning Per Share

Earning per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

x) Prior Period items

Prior period income/ expenses are accounted under the respective heads. Material items, if any, are disclosed under notes to accounts.

xi) Provisions & Contingent Liabilities:

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

xii) Other Accounting Policies

These are consistent with the generally accepted accounting practices.

xiii) Taxation:

- a) Income tax expense comprises current tax and deferred tax.
- b) Deferred tax asset and liabilities are recognised for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rate enacted or substantively enacted by the balance sheet at the carrying of deferred tax asset / liability are reviewed at each balance sheet date.

Gold Rock Investments Limited
Notes on Consolidated Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

- c) Deferred tax assets arising mainly on account of brought forward losses under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation.

xiv) Foreign Currency Transaction

- a) Foreign currency transactions are to be recorded at the exchange rate prevailing at the time of transaction.
- b) Foreign currency current assets and liabilities are to be translated at the year end rates, as applicable.

22. Earning Per Share:

Particulars		Year Ended	Year Ended
		31.03.2019	31.03.2018
Net Profit after tax attributable to Shareholders	(Rs.)	6,16,62,061	(5,00,84,947)
Weighted Average No. of Equity Shares Basic / diluted earning per share	(Nos.) (Rs.)	7,85,600 78.49	7,85,600 (63.75)

23. Related Party Disclosure.

(i) **List of Related Parties and Relationships:**

Name of the Related Party	Relationship
B.K. Shriya Gauri Shriya	) Shareholders of the Company) having significant influence
Sanjeev Shriya Vani Shriya	) Relatives of Shareholders) having significant influence
Vihaan Infrsystems India Ltd Splendour Trade Place (P) Limited	) Major shareholders) or their relatives are able to

(i) **Transaction with Related Parties:**

Enterprises over which either major shareholders or their relatives are able to exercise significant influence

Loans & Advances					(Amount in Rs.)
Sr. No.	Name of the Company	Opening Balance	Loan Given	Repayment	Closing Balance
1.	Splendour Trade Place Pvt Ltd.	620000 (620000)	- (-)	- (-)	620000 (620000)
2.	Vihaan Infrsystems India Ltd.	5588850 (5584772)	138725 (4078)	138725 -	5588850 (5588850)

Gold Rock Investments Limited
Notes on Consolidated Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

Managerial Remuneration to K.N. Kutty- Rs. 400000/- (P.Y. Rs. Nil)
Salary Paid to Gauri Shriya– Rs. 360000/- (P.Y. Rs. 360000/-)
Rent paid to B.K. Shriya– Rs. 300000/- (P.Y. Rs. 300000/-)
Rent paid to Sanjeev Shriya- Rs. 300000/-(P.Y. Rs. 300000/-)
Rent paid to Seattle Online Pvt Ltd.- Rs. 1200000/-(P.Y.1200000/-)
Outstanding Security Deposit - Sanjeev Shriya Rs. 2500000/- (P. Y. Rs. 2500000/-)
Interest received from Gold Rock World Trade Ltd.- Rs.901941/- (P.Y. Rs. Nil)

The related party information is as identified by the management based on the information available and relied upon by the auditors.

24. The Group operates only in one segment i.e. Investment & Finance Activities and therefore no separate segment wise details required by Accounting Standard 17 “Segment Reporting” issued by Institute of Chartered Accountants of India is disclosed.
25. In the opinion of the Board, the realizable value of Current Assets, Loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liability is adequate and not in excess of the amount reasonably required.
26. **Contingent Liabilities & Commitments (to the extent not provided for):-**
- (a) Disputed Income tax liability of Rs. 312,980/- for the A.Y. 2010-11.
27. The Group has given an undertaking to various Financial Institutions not to transfer, assign, pledges, hypothecate or otherwise dispose off in any manner its investments in equity shares of LML Ltd., (in Liquidation) (5181910 Equity Shares of Rs.10/- each) without prior approval of the institutions so long as the loans, advances to LML Ltd.,(in Liquidation) by the institutions remains outstanding.
28. There are no dues to Micro and Small Enterprises. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
29. In view of liquidation order passed by Hon’ble NCLT vides order no. CP NO.(IB)55/ALD/2017 WITH CA NO.73/2018 dated 23rd March, 2018 in case of LML Ltd., After reviewing the status of the company holding co. has written off its Investment in equity shares of LML Ltd, its subsidiary & associates who have invested in equity shares of LML Ltd and Loan granted to such subsidiaries & associates amounting to Rs.7,11,11,700/- has written off. However the subsidiary & sub subsidiary co. has neither written off the investment amount nor written back the loan amounts but continues to carry provision for diminution in value of Investments and loans in books.

Gold Rock Investments Limited

Notes on Consolidated Financial Statements for the year ended March 31, 2019

CIN No:-L65990MH1978PLC020117

30. **Schedule to the Balance Sheet of a non-deposit taking non-banking financial company (as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)**

Particulars		Amount in Rs.	
		Amount outstanding	Amount overdue
Liabilities side :			
1	Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	NIL	NIL
	Unsecured	NIL	NIL
	(other than falling within the meaning of public deposits		
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-Corporate Loans and Borrowing	11,79,879	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans (specify nature)		
	Secured Loans against hypothecation of Motor Car	1,99,834	NIL
	(b) Loans other than (a) above	15,00,000	-
Asset Side :		Amount outstanding	
2	Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :		
	a) Secured	NIL	
	b) Unsecured (Excluding Advance Tax)	1,88,65,044	
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	NIL	
	(b) Operating lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	NIL	
	(b) Repossessed Assets	NIL	
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	

4	Break-up of Investments :	(Amount in Rs.)
	Current Investments :	
1.	Quoted :	-
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-

Gold Rock Investments Limited
Notes on Consolidated Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
2. Un Quoted :	
(i) Shares : (a) Equity (b) Preference	
(ii) Debentures and Bonds	
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-

Long Term Investments :	
1. Quoted :	
(i) Shares : (a) Equity	11,05,65,982
(b) Preference	3,00,000
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	32,40,23,495
(iv) Government Securities	-
(v) Others (please specify)	-
2. Un Quoted :	
(i) Shares : (a) Equity (b) Preference	3,50,000
(ii) Debentures and Bonds	6,500
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	1,05,54,233

5	Borrower group-wise classification of assets financed as in (2) and (3) above :	Amount Net of Provision		
		Secured	Unsecured	Total
	Category			
	1. Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	62,08,850	62,08,850
	(c) Other related parties	-	25,00,000	25,00,000
	2. Other than related parties	-	1,01,56,194	1,01,56,194
	Total	-	1,88,65,044	1,88,65,044

6	Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted):	Market Value /	Book Value
		Breakup or fair value or NAV	(Net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	-	-

Gold Rock Investments Limited
Notes on Consolidated Financial Statements for the year ended March 31, 2019
CIN No:-L65990MH1978PLC020117

(b) Companies in the same group	-	-
(c) Other related parties	-	-
2. Other than related parties	59,57,83,830	39,88,00,210
Total	59,57,83,830	39,88,00,210
7 Other information		
<i>Particulars</i>		<i>Amount</i>
Gross Non-Performing Assets		
(a) Related parties		-
(b) Other than related parties		-
Non-Performing Assets		
(a) Related parties		-
(b) Other than related parties		-
Assets acquired in satisfaction of debt		NIL

31. Additional information pursuant to Part II of Schedule III of the Companies Act, 2013 are not applicable to the company.

32. Previous year figures have been regrouped and rearranged wherever considered necessary.

As per our report of even date

For SGN & Co.
Chartered Accountants
Firm Reg. no.: 134565W

For and on behalf of the Board of Directors

Nirmal Jain
Partner
(M.No. 154074)

S.C.Aythora
Director
(Din-00085407)

K.N.KUTTY
Managing Director
(Din-00240670)

Place : Mumbai
Dated : May 30, 2019

Perna Gulati
Company Secretary
(M.No 32556)

GOLD ROCK INVESTMENTS LIMITED

Registered Office: 507, 5th Floor, Plot no.31, 1 Sharda Charmber, Narsi Natha Street, Bhat Bazar, Chinchbuder, Masjid, Mumbai 400009 Tel no. -022-49734998 Email: goldrockinvest@yahoo.co.in Website: www.goldrockinvest.com

PROXY

Form No. MGT-11

[Pursuant section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65990MH1978PLC020117
 Name of the Company: GOLD ROCK INVESTMENTS LIMITED
 Registered office: 507, 5th Floor, Plot no.31, 1 Sharda Charmber, Narsi Natha Street, Bhat Bazar, Chinchbuder, Masjid Mumbai 400 009.
 Name of the member (s): _____
 Registered address: _____
 Email ID: _____
 Folio No/Client ID/DP ID: _____

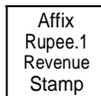
I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name _____ Address _____
 (2) Email Id _____ Signature _____ Or failing him
 (3) Name _____ Address _____
 Email Id _____ Signature _____ Or failing him
 (4) Name _____ Address _____
 Email Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Monday, 30 September, 2019 at 11.00 A.M. at Mumbai- Rohit Chambers, Ground Floor, Janmabhoomi Marg, Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
	Ordinary Business		
1.	Adoptions of Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2019 and the Directors' and Auditors' Reports thereon.		
2.	Re-appointment of Mr. Bal Krishna Shriya (Din: 00239612), who liable to retire by rotation.		
3.	Ratify the appointment of M/s S G N & Co., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.		

Signed this _____ day of _____ 2019



Signature of shareholder

Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

GOLD ROCK INVESTMENTS LIMITED

Registered Office: 507, 5th Floor, Plot no.31, 1 Sharda Charmber, Narsi Natha Street, Bhat Bazar, Chinchbuder, Masjid, Mumbai 400009.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Annual General Meeting – 30 September, 2019

I hereby record my presence at the ANNUAL GENERAL MEETING of the company held on Monday, September 30, 2019 at 11.00 A.M. at Mumbai-Rohit Chambers, Ground Floor, Janmabhoomi Marg, Fort, Mumbai – 400 001

Full name of Member (IN BLOCK LETTERS)

Reg.Folio No. /Demat ID

No. of shares held

Full name of Proxy (IN BLOCK LETTERS)

.....
Member's / Proxy Signature

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before September 23,2019, so that the answers/details can be kept ready at the Annual General Meeting.
