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**Annual Report**  
**2015-16**

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GOLD ROCK INVESTMENTS LIMITED

**BOARD OF DIRECTORS**

Mr. B.K. Shriya	Executive Director – Non Independent
Mr. Sanjeev Shriya	Executive Director – Non Independent
Mr. S.C. Aythora	Non - Executive Independent Director
Mr. K.N. Kutty	Non - Executive Independent Director
Mr. Girish Chaurasia	Non - Executive Independent Director
Mrs. Smriti Mukherjee	Woman Director

**AUDITORS**

M/S. Khandelwal Jain & Co.  
Chartered Accountants, 12-B, Baldota Bhavan, 5th floor,  
117, M. Karve Road, Chuchgate' Mumbai - 400 020.

**BANKERS : HDFC BANK LTD.**

**REGISTRAR & TRANSFER AGENT**

GOLD ROCK INVESTMENTS LIMITED  
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**

714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021  
Tel.No: 022-22022621 Email: goldrockinvest@yahoo.co.in  
CIN NO.: L65990MH1978PLC020117

**BRANCH OFFICE**

<b>KANPUR</b>	<b>NEW DELHI</b>
113/181, Swaroop Nagar	D-947, New Friends Colony
Kanpur. Tel No 0512-2553303	New Delhi-110065

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**ANNUAL GENERAL MEETING**

Date : Friday, 30th September, 2016  
Time : 11.00 a.m.  
Venue : 714, Raheja Chamber,  
213, Nariman Point,  
Mumbai – 400021.



NOTICE :

Notice is hereby given that Annual General Meeting of the Members of Gold Rock Investments Limited will be held on Friday, September 30, 2016 at 11.00 a.m. at 714, Raheja Chambers, 213, Nariman Point, Mumbai – 400021, 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, 2016, 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, 2016, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Shriya (DIN:00014402), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, as 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. Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), 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 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board of Directors  
For GOLD ROCK INVESTMENTS LIMITED

Place : Mumbai  
Dated : 07th September, 2016

R. D. Mehta  
Company Secretary

## NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority as applicable.
- 2) Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 3) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 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 Annual General Meeting (AGM).
- 6) The Register of Contracts 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 AGM.
- 7) The Register of Members and Share Transfer Books will remain closed from Wednesday, September 21, 2016 to Friday, September 30, 2016 (both days inclusive) for the purpose of AGM.
- 8) Members whose shareholding is in the electronic mode are requested to direct change of correspondence address, e-mail id and updates of savings bank account details to their respective Depository Participant(s).
- 9) Members are requested to address all correspondence To the Registrar and Share Transfer Agents, Alankit Assignments Limited., 205-208 Anarkali Complex, Jhandewalan Extension, New Delhi Tel.No.022-40430200, Fax No. 022-28475207, Mail Id: info@alankit.com
- 10) Copies of the Annual Report, 2016 and instructions for e voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
- 11) To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Alankit Assignments Limited, / Depositories.
- 12) Members may also note that the Notice of the AGM and the Annual Report 2016 will be available on the Company's website, [www.goldrockinvest.com](http://www.goldrockinvest.com). The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form. In addition to e-communication, or have any other queries, may write to us at: [goldrockinvest@yahoo.co.in](mailto:goldrockinvest@yahoo.co.in)
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/RTA.
- 14) All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
- 15) The Company has appointed M/s. P.K. Thanawala & Co, a firm of Chartered Accountants in Practice, as a scrutinizer for conducting the e-voting and polling process at the ensuing AGM in a fair and transparent manner.
- 16) The scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- 17) In the event of a poll at the meeting, please note that the members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules.
- 18) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the AGM of the Company scheduled to be held on September 30, 2016. The results along with the scrutinizer's report shall be placed on the Company's website [www.goldrockinvest.com](http://www.goldrockinvest.com), within two days of the passing of the resolutions at the AGM of the Company and shall also be communicated to the stock exchanges.
- 19) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is providing to its members the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") as an alternate to all the members of the company to enable them to cast their votes electronically instead of voting at the AGM.

The procedure and instructions for remote e-voting are as under:-

- (i) The remote e-voting period begins on September 27, 2016 (10:00 a.m.) and ends on September 29, 2016 (06.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the date of AGM would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Now click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/mail) in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on "SUBMIT".

- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the "Gold Rock Investments Limited" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors  
For GOLD ROCK INVESTMENTS LIMITED

Place : Mumbai  
Dated : 07th September, 2016

R. D. Mehta  
Company Secretary

DIRECTORS' REPORT

To

The Members of

Gold Rock Investment Ltd.

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, 2016.

## FINANCIAL RESULTS

The performance of the Company for the financial year ended March 31, 2016 is summarized below:

Particulars	Standalone		Consolidated	
	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2016	Year Ended March 31, 2015
Total Income	1,26,10,233	2,41,94,673	1,32,71,693	2,50,64,824
Total Expenses	3,75,78,292	73,53,826	3,82,97,648	87,53,929
Profit before Tax	(2,49,68,069)	1,68,40,847	(2,50,25,955)	1,63,10,895
Less: Provision for Tax				
-Current Tax	NIL	4,31,200	50,000	4,61,200
- Deferred Tax	(5,41,501)	NIL	(5,41,501)	NIL
- MAT Credit	NIL	(17,16,300)	NIL	NIL
- Prior period taxes	(2,44,375)	(640)	(2,45,221)	13,396
Profit for the Year before Share in Associates' profit / Loss	(2,41,82,193)	1,64,10,287	(2,42,89,233)	1,58,36,299
Share in Associates /Minority Profit/(Loss)	NIL	NIL	(10,273)	(84,508)
Profit / (Loss) After Tax	(2,41,82,193)	1,64,10,287	(2,42,78,960)	1,59,20,807
Add : Surplus b/f	9,70,30,653	8,39,32,908	16,64,00,015	15,38,03,647
Fixed Assets not having remaining useful life as on 1st April, 2014	NIL	(30,485)	NIL	(41,361)
Disposable Profits	7,28,48,459	10,03,12,710	14,21,21,055	16,96,83,093
Appropriations towards :				
Special Reserve	NIL	NIL	NIL	NIL
NBFC Statutory Reserve	NIL	(32,82,057)	(9,86,617)	(32,83,078)
General Reserve	NIL	NIL	NIL	NIL
Balance carried forward	7,28,48,459	9,70,30,653	14,11,34,438	16,64,00,015
EPS				
-Basic	(30.78)	20.89	(30.90)	20.27
-Diluted	(30.78)	20.89	(30.90)	20.27

## PERFORMANCE REVIEW

On standalone basis, your Company earned the gross income of Rs. 1,26,10,233 as against Rs. 2,41,94,673 in the previous year. The total expenditure during the year under review was ` Rs. 3,75,78,292 as against Rs. 73,53,826 in the previous year. The Net Profit/ (Loss) after tax Rs. (2,41,82,193) as against Rs. 1,64,10,287 in the previous year.

On consolidated basis, your Company earned the gross income of Rs. 1,32,71,693 as against Rs. 2,50,64,824 in the previous year. The total expenditure during the year under review was Rs. 3,82,97,648 as against Rs. 87,53,929 in the previous year. The Net Profit/ (Loss) after tax was Rs. (2,42,78,960) as against Rs. 1,59,20,807 in the previous year.

## TRANSFER TO RESERVES

The Company does not proposes to transfer to the any reserve and an amount of 14,11,34,438 is proposed to be retained in the profit and loss account.

## 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, 2016.

## 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. Sanjeev 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.

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 Five (5) 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, Five (5) 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, One (1) Nomination and Remuneration Committee Meeting were convened and held. The details pertaining to composition of Nomination and Remuneration Committee and the attendance of the Nomination and Remuneration Committee members are provided in the Corporate Governance Report, which forms part of this report.

### d. Share Transfer and Stakeholders Relationship Committee

During the year, One (1) Share Transfer and Stakeholders Relationship Committee Meetings were 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).

#### AUDITORS

In accordance with Section 139 of the Companies Act, 2013 and the rules made there under, M/s. Khandelwal Jain & 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.

As regards the qualification of the basis of qualified opinion in Auditor's report, the Note No. 1(viii) & 28 is self-explanatory and does not required any further clarification.

#### 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, 2016, your Company had Four wholly owned 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.

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 annexed and forms part of this report.

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](http://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](http://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, 2016, 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, 2016 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, 2016.

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 2016-17 has been paid to the BSE Limited (BSE).

## 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 2015-16;

Non-executive directors	Ratio to median remuneration
Mr. K.N. Kutty	0.00
Mr. S.C. Aythora	0.00
Mr. G.M. Chaurasia	0.00
Mrs.Smriti Mukherjee	0.00
Executive Directors	
Mr. B.K. Shriya	0.00
Mr. Sanjeev Shriya	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. 2015-16
Mr. K.N. Kutty	Non-Executive Director	-
Mr. S.C. Aythora	Non-Executive Director	-
Mr. G.M. Chaurasia	Non-Executive Director	-
Mrs.Smriti Mukherjee	Non-Executive Director	-
Mr. B.K. Shriya	Executive Director	-
Mr. Sanjeev Shriya	Executive Director	-
Ms. R.D. Mehta*	Company Secretary & CFO	-

- iii. The percentage increase in the median remuneration of employees in the financial year: NIL
- iv. The number of permanent employees on the rolls of Company as on March 31, 2016: 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 2015-16 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 fixed assets as well as current assets have been adequately 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. G.M. Chaurasia, Independent Director and Mr. R.D. Mehta, 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, 2016 was placed before the Board of Directors of the Company at its meeting held on May 27, 2016.

#### 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.

By Order of the Board of Directors  
For GOLD ROCK INVESTMENTS LIMITED

(S.C. Aythora)  
Director  
(DIN: 00085407)

(G.M. Chaurasia)  
Director  
(DIN: 07024849)

Place : Mumbai

Date : September 07, 2016

Form No. AOC-1

(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

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. 1st April to 31st March)	Same as holding company (i.e. 1st April to 31st March)	Same as holding company (i.e. 1st April to 31st March)	Same as holding company (i.e. 1st April to 31st March)
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	23,72,630	82,96,613	46,09,733	5,58,86,091
Total assets	95,75,086	1,57,33,655	1,38,15,867	6,01,47,141
Total Liabilities	28,85,756	4,90,192	83,66,084	20,450
Investments	94,83,705	1,55,96,324	1,27,61,308	3,14,02,633
Turnover	NIL	NIL	1,91,288	4,01,459
Profit before taxation	(23,071)	(16,808)	1,64,433	(1,54,244)
Provision for taxation	NIL	NIL	NIL	NIL
Profit after taxation	(23,071)	(16,808)	1,64,433	(1,54,244)
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.

Name of Associates	Seattle Online Private Limited
1. Latest audited Balance Sheet Date	31-03-2016
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. 69,60,039/-
6. Profit / Loss for the year	(61,149)
i. Considered in Consolidation	(50,878)
ii. Not Considered in Consolidation	(10,273)

As per our report of even date  
For Khandelwal Jain & Co.  
Chartered Accountants  
ICAI Firm Registration No. 136161W

For and on behalf of the Board of Directors

Chirag Doshi  
Partner  
(M.No 119079)

S.C. Aythora  
Chairman  
Din No: 00085407

G. M. Chaurasia  
Independent Director  
DIN: 07024849

Place : Mumbai  
Date : May 27, 2016

R.D. Mehta  
Company Secretary & CFO  
Date : May 27, 2016

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, Security Deposits if any
1	Shri. GauriShriya	Employment	--	Rs. 30,000/- p.m.	Old Contract	NIL
2	Shri. B.K. Shriya	Rent	--	Rs. 35,097/- p.m.	Old Contract	
3	Shri. Sanjeev Shriya	Rent	--	Rs. 25,000/- p.m.	Old Contract	Rs. 25,00,000/-
4	Seattle Online Private Limited	Rent	--	Rs. 1,00,000/- p.m.	Old Contract	

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  
Director  
(DIN: 00085407)

Place : Mumbai  
Dated : 07, September, 2016

GOLD ROCK INVESTMENTS LIMITED

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2016

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

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	714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021
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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary of the Company	% of shares	Applicable 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	Associates	83.20	2(6)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% Change during the year
	Demat	Physical	Total	Total % of Shares	Demat	Physical	Total	Total % of Shares	
A. Promoters	-	-	-	-	-	-	-	-	-
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual /HUF	570200	-	570200	72.58	570200	-	570200	72.58	0.00
b) Central Govt	-	-	-	-	-	-	-	-	
c) State Govt (s)	-	-	-	-	-	-	-	-	
d) Bodies Corp.	-	-	-	-	-	-	-	-	
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any Other....	-	-	-	-	-	-	-	-	
Sub-total (A) (1):-	570200	-	570200	72.58	570200	-	570200	72.58	0.00
(2) Foreign	-	-	-	-	-	-	-	-	
a) NRIs -	-	-	-	-	-	-	-	-	
Individuals	-	-	-	-	-	-	-	-	
b) Other -	-	-	-	-	-	-	-	-	
Individuals	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	
d) Banks / FI	-	-	-	-	-	-	-	-	
e) Any Other... .									
Sub-total (A) (2):-									
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	570200	-	570200	72.58	570200	-	570200	72.58	0.00

GOLD ROCK INVESTMENTS LIMITED

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central / State Govt (s)	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	10200	-	10200	1.3	10200	-	10200	1.3	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to 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	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2015			Shareholding at the end of the year i.e. 31.03.2016			% 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	BalkrishnaShriya Jt. GauriShriya	270000	34.37	0.00	270000	34.37	0.00	270000
2	GauriShriya	196000	24.95	0.00	196000	24.95	0.00	196000
3	GauriShriya Jt. BalkrishnaShriya	49000	6.24	0.00	49000	6.24	0.00	49000
4	Sanjeev Shriya Jt. BalkrishnaShriya	38000	4.84	0.00	38000	4.84	0.00	38000
5	VaniShriya Jt. GauriShriya Jt. Sanjeev Shriya	8550	1.09	0.00	8550	1.09	0.00	8550
6	VidushiShriya Jt. GauriShriya Jt. BalkrishnaShriya	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 01.04.2015 to 31.03.2016			
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):				
2.	At the end of the year				

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

Sr. No.	Top Ten Shareholders	Shareholding at the beginning of the year i.e. 01.04.2015		No. of Shares held at the end of the year i.e. 31.03.2016	
		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
4	ALOK MUKHERJEE	12000	1.53	12000	1.53
5	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.	Top Ten Shareholders	Date	Shareholding at the beginning of the year i.e. 01.04.2015		Shareholding at the beginning of the year i.e. 01.04.2016	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Mr. Bal Krishna Shriya	01.04.2015	270000	34.37	270000	34.37
		31.03.2016			270000	34.37
2	Mr. Sanjeev Shriya	01.04.2015	38000	4.84	38000	4.84
		31.03.2016			38000	4.84
3	Mr. S.C. Aythora	01.04.2015	120	0.02	120	0.02
		31.03.2016			120	0.02
4	Mr. Girish M. Chaurasia	01.04.2015	60	0.008	60	0.008
		31.03.2016			60	0.008
5	Mr. K. N. Kutty	01.04.2015	NIL	0.00	NIL	0.00
		31.03.2016			NIL	0.00
6	Mrs. Smriti Mukherjee	01.04.2015	NIL	0.00	NIL	0.00
		31.03.2016			NIL	0.00

V. INDEBTEDNESS

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

Indebtedness at the beginning of the financial year 01.04.2015	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
i)Principal Amount	-	6,56,328	6,56,328
ii)Interest due but not paid	-	-	-
Total(i+ ii+ iii)	-	6,56,328	6,56,328
Change in Indebtedness during the financial year	-		
•Addition	-	-	-
•Reduction	-	(1,00,000)	(1,00,000)
Net Change	-	(1,00,000)	(1,00,000)
Indebtedness at the end of the financial year 31.03.2016	-		
i)Principal Amount	-	5,56,328	5,56,328
ii)Interest due but not paid	-		
iii)Interest accrued but not due	-	-	-
Total(i+ ii+ iii)	-	5,56,328	5,56,328

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to other Directors:

	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. S. C. Aythora	Mr. G.M. Chaurasia	Mr. K.N. Kutty	Mrs. Smriti Mukherjee	
1	Other Non-Executive Independent Directors					
	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	Mr. Sanjeev Shriya	Mr. B.K. Shriya	-	-	-
	Fee for attending board / committee meetings	Nil	Nil	-	-	Nil
	Commission	Nil	Nil	-	-	Nil
	Others, please specify	Nil	Nil	-	-	Nil
	Total (2)	Nil	Nil	-	-	Nil
	Total (B) = (1+2)	Nil	Nil	-	-	Nil
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act					

B. Remuneration to key managerial personnel other than MD / MANAGER /WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. R. D. Mehta	Total
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,20,000	1,20,000
	(b)Value of perquisites u/s 17(2) Income-tax Act,1961		NIL
	(c)Profits in lieu of salary under Section17(3) Income-tax Act,1961		NIL
2.	Stock Option	N/A	N/A
3.	Sweat Equity	N/A	N/A
4.	Commission	N/A	N/A
	as % of profit	N/A	N/A
	Others, specify...	N/A	N/A
5.	Others, Provident fund	N/A	N/A
	<b>Total</b>	<b>1,20,000</b>	<b>1,20,000</b>

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

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2016.

## 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, 2016

To  
The Members,  
GOLDROCK INVESTMENTS LIMITED  
714, Raheja Chambers, 213,  
Nariman Point,  
Mumbai – 400 021

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, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. 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, 2016 according to the provisions of:
  - i. The Companies Act, 2013 and the Rules made there under for specified Sections notified and came into effect from 12th September, 2013 and Sections and Rules notified and came into effect from 1st April, 2014 and Section, Rules notified thereafter;
  - 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, has not received any Foreign Direct Investment & has not made any Overseas Direct Investment.)
  - 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;
    - d) The Securities and Exchange Board of India (Share Based Employee 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 (Not Applicable since the Company has not issued any Debt Securities);
    - 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;

I have also examined Compliance with the applicable clauses 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 entered into new Listing Agreement with BSE Limited under Regulation 109 of SEBI (Listing Obligations and Disclosures Requirements, Regulations, 2015 on 16th December, 2015.

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, 2016 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. No changes in the composition of the Board of Directors that took place during the period under review.

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.

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  
Dated: 27/05/2016

ARPITA TANNA  
ACS NO. 22534  
C.P. 8374



ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the Financial Year ended 31st March, 2016.
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.

FOR TAJ & ASSOCIATES  
Company Secretaries

Place: Mumbai  
Date:27/05/2016

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. Labour Laws as applicable to the Company.
8. The Bombay Shops and Establishments Act, 1948

FOR TAJ & ASSOCIATES  
Company Secretaries

Place: Mumbai  
Date:27/05/2016

Arpita Tanna  
ACS No.:22534  
C P No.: 8374

To  
The Members,  
Gold Rock Investments Limited.  
714, Raheja Chambers, 213, Nariman Point,  
Mumbai – 400021.

My Secretarial Audit Report of Even date is to be read along with this letter.

**Management's Responsibility**

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

**Auditor's Responsibility**

My responsibility is to express an opinion on these secretarial records, system, standards and procedures based on our audit.

Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

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: 27/05/2016

Arpita Tanna  
ACS No.: 22534  
C P No.: 8374

## MANAGEMENT DISCUSSION &amp; 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.

## INDIAN ECONOMY

The growth of GDP accelerated to 7.6% in 2015-16. This was possible notwithstanding the contraction of global exports by 4.4% compared to 7.7% growth in world exports during the last three years. The International Monetary Fund has hailed India as a 'bright spot' amidst a slowing global economy. As per the World Economic Forum, India's growth is 'extraordinarily high' in 2015-16. This has been accomplished despite of very unfavorable conditions, inherited low growth of an economy, high inflation and zero investor confidence in Government's capability to govern. These difficulties and challenges were converted into opportunities.

## NBFC SECTOR

NBFCs have been playing a very important role both from the macroeconomic 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. A sales driven approach and quick & efficient service offered by NBFC without complex formalities make them a better alternative to traditional banks. To withstand the competition, NBFCs need to constantly innovate in terms of their product as well as improve their operational efficiencies.

## 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 and advancing loans. The Company is also involved in providing fund based financial services and funding solutions to the Indian Corporate, institutions, SME's etc.

## BUSINESS OUTLOOK

The primary securities market seems to have come out of its lull during the financial year 2015-16. 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.

- Inability to conduct business and service clients in the event of a contingency such as a natural calamity breakdown of infrastructure, etc.

#### OPPORTUNITIES AND THREATS

##### Opportunities:

With the macroeconomic improvement in the outlook of the Indian economy and growth prospects with a 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 unauthorised 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 2015-16.

#### 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, 2016. However 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, 2016 the Board consists of six Directors comprising of, Four Independent Directors and Two Executive 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 Five (5) times during the year on May 30, 2015, August 13, 2015, September 02, 2015, November 09, 2015 and February 12, 2016 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, 2016 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 2015-16		Whether attended last AGM held on 28th September, 2015	Number of directorships in other Public Companies	Number of committee positions held in other public companies	
		Held	Attended			Chairman	Member
Mr. B.K. Shriya (Chairman) DIN:00239612	Promoter & Executive Director	5	1	No	2	-	-
Mr. Sanjeev Shriya DIN:00014402	Promoter & Executive Director	5	1	No	4	-	-
Mr. S.C. Aythora DIN:00085407	Independent Director	5	5	Yes	9	4	3
Mr. K.N. Kutty DIN: 00240670	Independent Director	5	1	No	8	-	3
Mr. Girish M. Chaurasia DIN: 07024849	Independent Director	5	5	Yes	6	-	3
Mrs. Smriti Mukherjee DIN : 07145636	Independent Director	5	1	No	-	-	-

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.

1. 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 five (5) times during the year on May 30, 2015, August 13, 2015, September 02, 2015, November 09, 2015 and February 12, 2016 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	Executive/Non-Executive/independent	No. of Meetings attended during the year	
		Held	Attended
Mr. S. C. Aythora	Chairman –Independent Director	5	5
Mr. K.N. Kutty	Independent Director	5	1
Mr. GirishChaurasia	Independent Director	5	5

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 28, 2015 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 one (1) time during the year on August 01, 2015. The necessary quorum was present at the meetings.

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

Name of Director	Executive/Non-Executive/independent	No. of Meetings attended during the year	
		Held	Attended
Mr. S. C. Aythora	Chairman –Independent Director	1	1
Mr. K. N. Kutty	Independent Director	1	1
Mr. Girish Chaurasia	Independent Director	1	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, 2016:**

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:

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



e. Details of remuneration paid to the Executive Directors for the year ended March 31, 2016:

Name of Whole Time Director	Salary Basic	Benefits perquisites and allowances	Contribution to provident fund	Total	Service contract / Notice period
Shri. B.K. Shriya	-	-	-	-	Three years contract w.e.f. 11th August, 2014.

f. Details of equity shares of the Company held by the Directors as on March 31, 2016 are given below:

Name	Number of equity shares
Mr. B.K. Shriya	270000
Mr. Sanjeev Shriya	38000
Mr. K.N. Kutty	NIL
Mr. S.C. Aythora	120
Mr. GirishChaurasia	60
Mrs. Smriti Mukherjee	NIL

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, 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, one (1) complaint was received from shareholder and has been attended/resolved. As on March 31, 2016, 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, 2016, 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, 2016, One (1) meetings was on August 01, 2016.

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

Name	Category	Number of meetings during the financial year 2015-16	
		Held	Attended
Mr. S.C. Aythora	Chairman (Independent Director)	1	1
Mr. GirishChaurasia	Member (Independent Director)	1	1
Mr. K.N. Kutty	Member (Independent Director)	1	1

Name, designation and address of Compliance Officer:

Mr. Rajendra D. Mehta

Company Secretary and Compliance Officer Gold Rock Investments Limited

714, Raheja Chambers, 213, Nariman Point, Mumbai 400 021

Telephone: 022-22022621 Fax: 91 22 22820538.

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 March 29, 2016 and attended by all the Independent Directors i.e. Mr. S C Aythora , Mr. GirishChaurasia, Mr. K.N. Kutty and Mrs. Smriti Mukherjee.

8. GENERAL BODY MEETINGS:

i. (a) Annual General Meeting:

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

Year	AGM	Location	Date	Time
2014-15	AGM	Borivali Medical Brother Hood, Doctor House 51st Tps Road, Mumbai-400092.	28/09/2015	10.30 A.M.
2013-14	AGM	Borivali Medical Brother Hood, Doctor House 51st Tps Road, Mumbai-400092.	29/09/2014	11.00 A.M.
2012-13	AGM	714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021	30/09/2013	11.00 A.M.

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 Free Press Journal and Nav Shakti. 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.

10. GENERAL SHAREHOLDER'S INFORMATION

i. Annual General Meeting scheduled to be held:

Date	September 30, 2016
Time	11.00 A.M.
Venue	714, Raheja Chambers, 213, Nariman Point, Mumbai-400021.

ii. Financial year Calendar (Tentative):

The Company follows the period of April 01 to March 31, as the Financial Year. Tentative Financial calendar for the financial year 2016-17 is as under:

Financial Reporting for the Financial Year 2015-16	Tentative month of reporting
Un-audited Financial Results for the quarter ending June 30, 2016	On or before August 13, 2016
Un-audited Financial Results for the half year ending September 30, 2016	On or before November 14, 2016
Un-audited Financial Results for the quarter ending December 31, 2016	On or before February 14, 2017
Audited Financial Results for the year ending March 31, 2017	On or before May 30, 2017

iii. Book Closure:

The Register of Members and Share Transfer Books will remain closed from Wednesday, September 21, 2016 to Friday, September 30, 2016 (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 2015-2016 has been paid to the BSE Limited, Mumbai.

vi. Stock Code:

(i) BSE Limited, Mumbai (BSE): B-501111

(ii) ISIN – INE598F01014

vii. Registrar & Transfer Agent:

Alankit Assignments Limited, 205-208 anarkali Complex, Jhandewalan Extension, New Delhi, -110055, (B) + 91-11-4254 1234 | (D) + 91-11-4254 1956 | (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.

xi. Shareholding as on March 31, 2016

a. Distribution of shareholding as on March 31, 2016.

Range in rupees	No. of Shareholders	% of Total Holders
Upto	58	56.86
5001	7	6.86
10001	9	8.82
20001	2	1.96
30001	5	4.90
40001	0	0
50001	10	9.80
100001 and above	11	10.78
TOTAL	3727	100

b. Shareholding pattern as on 31st March, 2016

The shareholding of different categories of the shareholders as on 31st March, 2016 is given below:

Category	Number of shares	Percentage %
Promoter and Promoters Group	570200	72.58
Directors, their Relatives	27750	3.53
Central / State Govt (s)	0	0.00
Bodies Corporate	10200	1.30
Financial Institutions/Banks	0	0.00
Foreign Investors (FIIs/NRIs/ OCBs/ Foreign Bank/ Foreign Corporate Bodies)	0	0.00
others	177450	22.59
<b>TOTAL</b>	<b>785600</b>	<b>100</b>

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, 2016, 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. 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, 2016, 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:

714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021 Tel.No: 022-22022621

11. 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

Director/Chief Financial Officer (CFO) have 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, 2016 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, 2016.

**Mumbai: Mumbai**  
**Date : September 07, 2016**

**R.D. Mehta**  
**(Company Secretary)**

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GOLD ROCK INVESTMENTS LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis of Qualified Opinion

*We draw attention to:*

1. *Note no. 1(viii) of financial statements regarding Gratuity and Leave Encashment being accounted for on cash basis. The same is not in line with Accounting standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India. The impact thereof on the profit and liabilities of the company is not ascertained.*
2. *Note no. 28 of financial statements, Company has not Provided diminution in the value of LML Shares since rehabilitation package has yet to be sanctioned by BIFR and as a consequence the diminution in the value of investment is not ascertainable as such no provision has been made.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of the section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by Section 143(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigations which would impact its financial position.
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. there are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

For KHANDELWAL JAIN & CO.  
Chartered Accountants  
Firm Registration No. 105049W

(CHIRAG DOSHI)  
PARTNER  
Membership No.119079

Place: Mumbai  
Date: May 27, 2016

## ANNEXURE TO THE AUDITORS' REPORT

Annexure A referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of Independent Auditors' Report to the members of GOLD ROCK INVESTMENTS LIMITED ("the Company") for the year ended March 31, 2016. We report that:

- 1 (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) There is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. 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 deed of immovable property is held in the name of the Company.
2. The activities of the Company and the nature of its business do not involve the use of inventory. Accordingly, paragraph 3 (ii) of the Order is not applicable.
3. a) The Company has granted loans to various parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 2,72,55,592/- and the year-end balance of loans granted to such parties was Rs. 2,72,55,592/-.
- b) As per the information and explanation given to us, the loans granted are repayable on demand and no repayment schedule is stipulated.
- c) In view of b) above, there is no overdue amount in respect of the loans given by the company.
- d) The Company has taken unsecured loans from parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 3,76,449/- and the year end balance of loans granted to such parties was Rs. 3,76,449.
- e) As per the information and explanation given to us, the loans granted are repayable on demand and no repayment schedule is stipulated.
4. In our opinion and according to the information and explanations given to us, the Company has, in respect of loans, investments, guarantees, and security provisions, complied with section 185 and 186 of the Companies Act, 2013.
5. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder.
6. We are informed that no cost records are required to be maintained by the Company under Section 148(1) of the Companies Act, 2013.
7. In respect of statutory dues:
  - (a) According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues wherever applicable, with the appropriate authorities.
  - (b) According to the information and explanation given to us, there are no cases of non-deposit of disputed Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax and Cess with the appropriate authority except for income tax demand of Rs.3,12,980/- for the A.Y. 2010-2011.
8. The Company has not borrowed any amounts from banks, financial institutions or by issue of debentures. Accordingly paragraph 3 (viii) of the Order is not applicable.
9. As per information given to us, no money was raised by way of initial public offer or further public offer (including debt instruments) nor have any fresh term loans been taken by the company during the year. Hence the provisions of clause (ix) are not applicable to the company.

10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on the Company or by the Company has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us and the books of accounts verified by us, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3 (xii) of the Order is not applicable.
13. All transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanation given to us and based on our examination of the records of the Company, the Company during the year has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, hence the provision of paragraph 3 (xiv) are not applicable to the company.
15. 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 non-cash transactions with directors or persons connected with him. Therefore, paragraph 3 (xv) of the Order is not applicable.
16. The company is an NBFC and is thereby required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. It continues to hold the certificate at the year end.

For KHANDELWAL JAIN & CO.

Chartered Accountants

Firm Registration No. 105049W

(CHIRAG DOSHI)

PARTNER

Membership No. 119079

Place : Mumbai

Dated : May 27, 2016



## Annexure B to the Independent Auditor's Report

Annexure B referred to in paragraph 2 (f) under the heading of "Report on Other Legal and Regulatory Requirements" of Independent Auditors' Report to the members of GOLD ROCK INVESTMENTS LIMITED ("the Company") for the year ended March 31, 2016.

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

## Management's Responsibility for Internal Financial Controls

The company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 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.

## Auditor's responsibility

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

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

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

## Meaning of Internal Financial Controls Over Financial Reporting

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

### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

### Opinion

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

For KHANDELWAL JAIN & CO.  
Chartered Accountants  
Firm Registration No. 105049W

(CHIRAG DOSHI)  
PARTNER  
Membership No.119079

Place: Mumbai  
Date: May 27, 2016

## Balance Sheet as at March 31, 2016

(Amount in ₹)

	Note No.	As at March 31 2016	As at March 31 2015
<b>EQUITY AND LIABILITIES</b>			
Shareholders' Funds			
Share Capital	2	7,856,000	7,856,000
Reserves and Surplus	3	474,117,108	498,299,302
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	1,268,921	2,038,791
<b>Current Liabilities</b>			
Short-term Borrowings	5	556,328	656,328
Trade Payables	6	82,863,932	53,371,587
Other Current Liabilities	7	1,421,721	2,000,082
Short-term Provisions	8	-	758,182
	<b>Total</b>	<b>568,084,011</b>	<b>564,980,272</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Fixed Assets	9		
Tangible Assets		32,340,448	34,248,807
Non-current Investments	10	272,848,775	312,368,073
Deferred Tax Assets	11	541,501	-
Long-term Loans and Advances	12	16,230,816	15,724,127
Other Non-current Assets	13	199,507	186,130
<b>Current Assets</b>			
Current Investments	14	73,779,631	15,100,000
Cash and Bank Balances	15	50,665,691	81,434,603
Short-term Loans and Advances	16	121,477,642	105,918,532
	<b>Total</b>	<b>568,084,011</b>	<b>564,980,272</b>
Significant Accounting Policies	1		
Notes on Financials Statements	1-33		

As per our report of even date  
For Khandelwal Jain & Co.  
Chartered Accountants  
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Chirag Doshi  
Partner  
(M.No 119079)

K.N. Kuty  
Director  
(Din-00240670)

G.M. Chaurasia  
Director  
(Din-07024849)

Place : Mumbai  
Date : May 27, 2016

R.D. Mehta  
C.F.O.

GOLD ROCK INVESTMENTS LIMITED

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

(Amount in ₹)

	Note No.	As at March 31 2016	As at March 31 2015
<b>INCOME</b>			
Revenue from Operations	17	12,610,223	24,194,673
<b>Total Revenue</b>		<b>12,610,223</b>	<b>24,194,673</b>
<b>EXPENDITURE</b>			
Depreciation and Amortization Expense	9	1,908,359	1,956,953
Employee Benefit Expenses	18	1,490,935	919,754
Finance Costs	19	288,466	339,385
Other Expenses	20	33,890,532	4,137,734
<b>Total Expenses</b>		<b>37,578,292</b>	<b>7,353,826</b>
Profit Before Tax		(24,968,069)	16,840,847
Tax Expenses:			
Current tax <sup>21</sup>	-	431,200	
Taxation of Earlier Years		(244,375)	(640)
Deffered Tax		(541,501)	-
<b>Profit for the year</b>		<b>(24,182,193)</b>	<b>16,410,287</b>
Earnings per Equity Share:	22		
(Nominal Value of Rs.10/- each)			
Basic	(30.78)	20.89	
Diluted	(30.78)	20.89	
Significant Accounting Policies	1		
Notes on Financials Statements	1-33		

As per our report of even date  
For Khandelwal Jain & Co.  
Chartered Accountants  
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Chirag Doshi  
Partner  
(M.No 119079)

K.N. Kuty  
Director  
(Din-00240670)

G.M. Chaurasia  
Director  
(Din-07024849)

Place : Mumbai  
Date : May 27, 2016

R.D. Mehta  
C.F.O.

## Cash Flow Statement for the year ended March 31, 2016

(Amount in ₹)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>A. Cash flow from Operating Activities</b>		
Net Profit Before Tax	(24,968,069)	16,840,847
Adjustments for:		
Depreciation	1,908,359	1,956,953
Dividend Income	(5,219,985)	(7,855,058)
Interest Paid	288,466	339,385
Loss/(Profit) on Sale of Investments	(1,475,198)	(7,651,465)
Loss/(Profit) on Sale of Fixed Assets	-	148,017
Loss/(Profit) on Foreign Exchange Fluctuation	29,492,345	-
Operating Profit before Working Capital Changes	25,918	3,778,679
Adjusted for:		
Increase/(Decrease) in Other Current Liabilities	(69,677)	136,779
Cash Generated from Operations	(43,759)	3,915,458
Wealth Tax Paid	(423,100)	(416,700)
Income Tax Paid	(597,396)	(2,359,650)
Net Cash Generated from Operations	(1,064,255)	1,139,108
<b>B. Cash flow from Investing Activities</b>		
(Purchase) / Sale of Investments (Net)	(17,685,135)	(3,202,867)
Movement of Loans and Advances	(15,559,110)	(1,924,466)
Other Non-current Assets	(13,377)	39,686,810
(Purchase) / Sale of Fixed Assets	-	(3,577,650)
Dividend Received	5,219,985	7,855,058
Net Cash used in Investing Activities:	(28,037,637)	38,836,885
<b>C. Cash flow from Financing Activities</b>		
Long-term Borrowings	(1,278,554)	1,375,620
Short-term Borrowings	(100,000)	1,000
Interest Paid	(288,466)	(339,385)
Net Cash Flow from Financing Activities	(1,667,020)	1,037,235
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(30,768,912)	41,013,228
Cash and Cash Equivalents at the beginning of the year	81,434,603	40,421,375
Cash and Cash Equivalents at the end of the year	50,665,691	81,434,603
<b>Components of Cash and Cash Equivalents</b>		
Cash on Hand	45,694	45,694
Current Account	819,997	11,688,909
	865,691	11,734,603
Add: Bank deposit within 12 months maturity	49,800,000	69,700,000
Cash & Bank Balance as per Balance Sheet	50,665,691	81,434,603

Notes: Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date  
For Khandelwal Jain & Co.  
Chartered Accountants  
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Chirag Doshi  
Partner  
(M.No 119079)

K.N. Kutty  
Director  
(Din-00240670)

G.M. Chaurasia  
Director  
(Din-07024849)

Place : Mumbai  
Date : May 27, 2016

R.D. Mehta  
C.F.O.

## Notes on financial statements for the year ended March 31, 2016

## 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.

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.

Gratuity and Leave Encashment is accounted on cash basis.

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.

Notes on financial statements for the year ended March 31, 2016

2. Share Capital

Particulars	As at March 31 2016	As at March 31 2015
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 2016		As at March 31 2015	
	No. of Shares	`	No. of Shares	`
Equity Shares				
Opening balances	785,600	785,600	785,600	785,600
Closing balances	785,600	785,600	785,600	785,600

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 2016		As at March 31 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
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

3. Reserves & Surplus

Particulars	As at March 31 2016	As at March 31 2015
Capital Reserves		
Opening balance	369,321,732	369,321,732
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	30,846,917	27,564,860
Add: Transfer from Statement of Profit & Loss	(4,836,439)	3,282,057
Closing Balance	26,010,478	30,846,917
Surplus in Statement of Profit & Loss		
Opening balance	97,030,653	83,932,908
Add: Net Profit for the year	(24,182,193)	16,410,287
Less: Depreciation as per schedule II of Companies Act, 2013	-	(30,485)
Less: Transfer to NBFC Statutory Reserves	4,836,439	(3,282,057)
Closing Balance	77,684,898	97,030,653
Total	474,117,108	498,299,302

4. Long-term Borrowings

Particulars	As at March 31 2016	As at March 31 2015
Secured		
Vehicle Loans from HDFC Bank-Mercedes	-	310,139
Vehicle Loans from HDFC Bank-Audi (Payable Rs. 5,07,922/- in FY 2017-18, Rs. 5,61,165/- in FY 2018-19 & Rs. 1,99,834/- in FY 2019-20)	1,268,921	1,728,652
Total	1,268,921	2,038,791

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 2016	As at March 31 2015
Unsecured		
Loans from Related Parties (Refer Note 23)		
Gold Rock World Trade Limited (Subsidiary Company)	376,449	476,449
Loans from Others		
Suryodaya Investment & Trading Co. Ltd.	179,879	179,879
Total	556,328	656,328



6. Trade Payables

Particulars	As at March 31 2016	As at March 31 2015
Micro, Small and Medium Enterprises Others- (Refer Note 29)	-	-
Total	82,863,932	53,371,587

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 2016	As at March 31 2015
Current Maturities of Long Term Borrowings	769,870	1,278,554
Expenses Payable	643,342	721,528
TDS & Professional Tax Payable	8,509	-
Total	1,421,721	2,000,082

8. Short Term Provisions

Particulars	As at March 31 2016	As at March 31 2015
Provision for Wealth Tax (Net )	-	758,182
Total	-	758,182

9. Fixed Assets

Particulars	Rate of Depreciation	Gross Block					Depreciation					Net Block	
		As on April 1, 2015	During the year			As on March 31, 2016	Upto April 1, 2015	Depreciation for the year	Depreciation on deletions/sale	Depreciation Adjustment	Upto March 31, 2016	As on March 31, 2016	As on March 31, 2015
			Additions	Deletions	Adjustment								
Tangible Assets													
Own Assets													
Air Conditioners	13.91	53,500	-	-	53,500	28,899	2,620	-	-	31,519	21,981	24,601	
Computer	40.00	23,550	-	-	23,550	8,762	9,340	-	-	18,102	5,448	14,788	
Furniture Fixture	18.10	1,540,855	-	-	1,540,855	447,177	266,282	-	-	713,459	827,396	1,093,678	
Motor Car	25.89	9,124,275	-	-	9,124,275	5,195,268	1,126,167	-	-	6,321,435	2,802,840	3,929,007	
Office Equipment	13.91	118,880	-	-	118,880	89,577	25,391	-	-	114,968	3,912	29,303	
Submersible Pump	13.91	18,864	-	-	18,864	11,897	859	-	-	12,756	6,108	6,967	
Assets under lease													
Leasehold Land		32,518,500	-	-	32,518,500	3,368,037	477,700	-	-	3,845,737	28,672,763	29,150,463	
Total		43,398,424	-	-	43,398,424	9,149,617	1,908,359	-	-	11,057,976	32,340,448	34,248,807	
Previous Year		41,285,683	3,777,650	1,441,189	43,398,424	8,479,071	1,956,953	1,093,172	193,235	9,149,617	34,248,807	32,806,612	

10. Non-current Investments

Sr. No	Particulars	Extent of Holding		Face Value	No. of Shares		Amount	
		As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
	Non Trade							
[I]	Equity Shares (Quoted)							
1	Alon Scott Ind. Ltd.			10	20,000	20,000	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	Bajaj Finserv Ltd.			10	1,500	1,500	570,120	570,120
5	Baroda Rayon Corpn. Ltd.			10	1,250	1,250	34,979	34,979
6	Cairn India Ltd.			10	1,000	1,000	322,674	322,674
7	Can Bonus			10	150	150	1,000	1,000
8	Coal India Ltd.			10	2,500	2,500	628,681	628,681
9	Federal Bank			2	20,000	10,000	513,808	513,808
10	GlaxoSmithkLine Pharmaceuticals Ltd.			10	-	2,500	-	6,009,677
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	IDFC Ltd.			10	-	20,000	-	3,410,685
15	Infosys Ltd.			5	2,000	1,000	867,394	867,394
16	ITC Ltd.			1	92,000	92,000	14,267,092	14,267,092
17	John Meyer Granics Ltd.			10	2,000	2,000	20,000	20,000
18	Kera Syntex Ltd.			10	100	100	1,403	1,403
19	LML Ltd. (Refer Note- 27 & 28)			10	2,500,598	2,500,598	46,255,577	46,255,577
20	Larsen & Tubro Ltd.			2	4,500	4,500	3,202,144	3,202,144
21	Maruti Suzuki Ltd.			10	5,500	5,500	7,315,910	7,315,910
22	Prestige HM Polycontainers Ltd.			10	1,552	1,552	18,346	18,346
23	Reliance Industries Ltd.			10	4,500	2,000	4,152,667	1,725,606
24	Schenechandy Beck (I) Ltd.			10	50	50	1,833	1,833
25	Shree Synthetics Ltd.			10	1	1	204	204
26	Tata Motors Ltd.			2	2,700	2,500	625,326	535,326
27	The Indian Hotels Co. Ltd.			1	6,935	5,000	332,588	226,163
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.			10	6,484	6,484	3,695,784	3,695,784
31	Tristar Soya Products Ltd.			10	100	100	5,000	5,000
32	Ultratech Cement			10	200	-	573,624	-
33	Weston Electronics			10	170	170	3,466	3,466
	Total (A)						92,213,686	98,436,938
[II]	Equity Shares Subsidiaries (Unquoted)							
1	Blue Point Leasing Ltd.	100.00	100.00	10	51,670	51,670	516,700	516,700
2	Gold Rock Metals Ltd.	56.10	100.00	10	389,685	389,685	3,896,850	3,896,850
3	Gold Rock World Trade Ltd.	100.00	100.00	10	424,060	424,060	4,240,600	4,240,600
4	Sugata Investments Ltd.	100.00	100.00	10	84,005	84,005	840,050	840,050
	Total (B)						9,494,200	9,494,200
[III]	Equity Shares (Unquoted)							
1	S. S. Synthetics			10	10,000	10,000	100,000	100,000
2	Gold Rock Agrotech Ltd.			10	1,670	1,670	16,700	16,700
3	Tridhar Finance & Trading Ltd.			10	10,000	10,000	100,000	100,000
	Total (C)						216,700	216,700

GOLD ROCK INVESTMENTS LIMITED

Sr. No	Particulars	Extent of Holding		Face Value	No. of Shares		Amount	
		As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
<b>[IV] Preference Shares of Subsidiaries (Unquoted)</b>								
1	Blue Point Leasing Ltd.	100.00	100.00	100.00	38,000	38,000	3,800,000	3,800,000
	Total (D)						3,800,000	3,800,000
<b>[V] Preference Shares Others (Unquoted)</b>								
1	Ceat Financial Services P. Ltd.	37.74	-	100.00	1,000	1,000	100,000	100,000
2	Seattle Online P. Ltd.-Associates	13.60	-	10.00	18,690	18,690	9,999,150	9,999,150
	Tridhar Finance & Trading Ltd.			10	240,000	-	2,400,000	-
	Total (E)						12,499,150	10,099,150
<b>[VI] Debentures and Bonds (Quoted)</b>								
1	The Indian Hotels Co. Ltd. -CCD				1,935	-	106,425	-
	Total (F)						106,425	-
<b>[VII] Debentures and Bonds (Unquoted)</b>								
1	East India Hotels Ltd.				300	300	3,400	3,400
	Essar Shipping Ltd.				6	6	600	600
	GSFC Ltd.				19	19	950	950
	Total (G)						4,950	4,950
<b>[VIII] Mutual Funds (Quoted)</b>								
1	BSL FTP S-HJ-1106 Days			10	-	750,000	-	7,500,000
2	DSP BR FMP S-104-12M			10	-	1,000,000	-	10,000,000
3	DSP BR FMP S-105-12M			10	-	500,000	-	5,000,000
4	ICICI FMP Series 72- 823D Plan H Cumulative			10	-	850,000	-	8,500,000
5	IDFC FMP S-24-Reg-Growth			10	-	500,000	-	5,000,000
6	IDFC FMP S-25-Reg-Growth			10	-	400,000	-	4,000,000
7	IDFC Super Saver Income Fund-Medium Term Plan-G			10	220,129	220,129	5,000,000	5,000,000
8	IVY Cap Ventures Trust Fund -1			100000	100	80	10,000,000	8,000,000
9	Kotak Balance Growth			10	1,585,358	1,585,358	29,188,017	29,188,017
10	Kotak Equity Saving Fund			10	-	961,276	-	10,056,658
11	Kotak FMP S-105 Growth			10	-	990,000	-	9,900,000
12	Kotak FMP S-106 Growth			10	-	500,000	-	5,000,000
13	Kotak FMP S-110 Growth			10	-	1,137,963	-	11,379,631
14	Kotak FMP S-183 Growth			10	500,000	-	5,000,000	-
15	Kotak Hybrid FTP S-2 Growth			10	-	250,000	-	2,500,000
16	Kotak Liquid Scheme Plan A-Growth			1000	26	-	77,619	-
17	Kotak Medium Term Plan			10	3,982,102	3,982,102	41,000,000	41,000,000
18	Reliance Corporate Bond Fund			10	910,763	-	10,000,000	-
19	Reliance Equity Fund			10	200,000	-	2,000,000	-
20	Reliance Fixed Horizon Fund X-S-3			10	-	500,000	-	5,000,000
21	Reliance Fixed Horizon Fund X-S-8			10	1,650,000	-	16,500,000	-
22	Reliance Liquid Fund			1000	174	-	635,049	-
23	Reliance Quant Plus Fund			10	680,837	-	10,000,000	-
24	Reliance Regular Saving Fund -Debt Plan -G			10	807,758	559,151	15,000,000	10,000,000
25	Mile Stone Domestic Scheme (Formaly Known as India Real Opportunity Venture Capital Fund)			100	2,352	2,918	2,352,000	2,918,000
	Total (H)						146,752,685	179,942,306
<b>[IX] Others</b>								
1	Diamond						9,234,733	9,234,733
2	Gold Ginnies						495,000	495,000
3	Silver Box				75	75	72,000	72,000
4	Investment in Painting						752,500	752,500
	Total (E)						10,554,233	10,554,233
	Grand Total (A+B+C+D+E+F+G+H+I)						275,535,604	315,054,902
	Less : Diminution in the value of Investments						2,686,829	2,686,829
	Grand Total						272,848,775	312,368,073

Aggregate Cost of Quoted Investments	238,966,371	278,485,669
Aggregate Cost of Unquoted Investments	36,569,233	36,569,233
Aggregate Market Value of Quoted Investments	272,196,524	328,868,354

11. Deferred Tax Assets

Particulars	As at March 31 2016	As at March 31 2015
Opening Deferred Tax Assets On account of Depreciation	-	-
Total	541,501	-

12. Long-term loans and advances

Particulars	As at March 31 2016	As at March 31 2015
Unsecured, Considered Good Security Deposit- Related Party (Refer Note 23) Sanjeev Shriya	2,500,000	2,500,000
Income Tax (Net)	13,730,816	13,164,877
Fringe Benefit Tax (Net)	-	59,250
Total	16,230,816	15,724,127

13. Other Non-current assets

Particulars	As at March 31 2016	As at March 31 2015
Other bank balance Bank deposit more than 12 months maturity	199,507	186,130
Total	199,507	186,130

14. Current Investments

Sr. No	Particulars	Face Value	No. of Units		Amount	
			As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
	Non Trade - Quoted					
	Mutual Funds					
1	BSL FTP S-HJ-1106 Days	10	750,000	-	7,500,000	-
2	DSP BR FMP S-104-12M	10	1,000,000	-	10,000,000	-
3	DSP BR FMP S-105-12M	10	500,000	-	5,000,000	-
4	DSP BR FTP S-33 24M Reg-G-01.02.2015	10	-	400,000	-	4,000,000
5	ICICI FMP Series 72- 823D Plan H Cumulative	10	850,000	-	8,500,000	-
6	IDFC FMP S-24-Reg-Growth	10	500,000	-	5,000,000	-
7	IDFC FMP S-25-Reg-Growth	10	400,000	-	4,000,000	-
8	IDFC FMP S-51-Reg-Growth	10	-	500,000	-	5,000,000
9	Kotak FMP S-105 Growth	10	990,000	-	9,900,000	-
10	Kotak FMP S-106 Growth	10	500,000	-	5,000,000	-
11	Kotak FMP S-110 Growth	10	1,137,963	-	11,379,631	-
12	Kotak FMP S-135 Growth	10	-	410,000	-	4,100,000
13	Kotak Hybrid FTP S-2 Growth	10	250,000	-	2,500,000	-
14	Reliance Fixed Horizon Fund X-S-3	10	500,000	-	5,000,000	-
15	Tata FMP Series -46 Plan A	10	-	200,000	-	2,000,000
	Total				73,779,631	15,100,000

Aggregate Cost of Unquoted Investments	-	-
Aggregate Cost of Quoted Investments	73,779,631	15,100,000
Aggregate Market Value of Quoted Investments	92,702,977	16,884,903

## 15. Cash and Bank Balances

Particulars	As at March 31 2016	As at March 31 2015
Cash and Cash Equivalents		
Balances with banks in Current Account	819,997	11,688,909
Cash on hand	45,694	45,694
Other bank balance		
Bank deposit within 12 months maturity	49,800,000	69,700,000
Total	50,665,691	81,434,603

## 16. Short term Loans &amp; Advances

Particulars	As at March 31 2016	As at March 31 2015
Unsecured, Considered Good		
Loans & Advances to Related Parties (Refer Note 23)		
Blue Point Leasing Limited - Subsidiary	2,765,000	2,665,000
Gold Rock Metals Limited - Subsidiary	390,000	290,000
Sugata Investments Limited - Subsidiary	4,525,000	4,525,000
Gold Rock Agrotech Ltd.-Parent of Subsidiary	710,000	610,000
Picanova Investments Private Limited	8,705,762	8,111,961
Splendour Trade Place Private limited	620,000	520,000
Tridhar Finance & Trading Ltd.	1,475,000	1,325,000
Vihaan Infrsystems India Ltd.	5,564,830	5,543,111
Loans & Advances to Others	92,155,486	73,000,424
Security Deposits	20,314	20,314
Prepaid Insurance	44,881	46,100
Interest accrued but not due	3,178,029	7,200,991
Advances recoverable in cash or in kind or for the value to be received	1,323,341	2,060,631
Total	121,477,642	105,918,532

17. Revenue from Operations

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Profit/(Loss) on Sale of Investment (Net)	1,475,198	7,651,465
Dividend Income	5,219,985	7,855,058
Interest Income:		
On Fixed Deposit (TDS Rs. /- PY Rs. 840318/-)	5,464,694	8,416,369
On Milestone Domestic Fund (Net of expenses)	(42,766)	28,458
Interest Income from Others (TDS Rs./- P.Y. 24332/-)	493,112	243,323
Total	12,610,223	24,194,673

18. Employee Benefit Expenses

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Salaries & Wages	891,000	893,000
Staff Welfare Expenses	599,935	26,754
Total	1,490,935	919,754

19. Financial Cost

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Interest Expense	286,306	336,460
Interest on late payment of TDS	2,160	2,925
Total	288,466	339,385



20. Other Expenses

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Payment to Auditor		
Statutory Audit Fees	29,198	28,652
Statutory Audit Fees-Consolidation (Prior Period Expn 17175/-, P.Y. Nil/-)	34,350	-
Advertisement Expns	44,460	46,853
AGM Expns	7,700	15,736
Bank Charges	13,738	1,480
Conveyance	44,550	30,020
Demat Charges	13,630	7,940
Donation	10,000	-
Electricity & Water Expns	50,402	44,372
Fees, Rates & Taxes	272,120	169,122
Insurance Charges	129,635	121,978
Miscellaneous Expenses	10,179	14,633
Motor Car Expenses	84,357	140,071
Office Expenses	24,037	25,340
Postage, Courier & Telegram	40,110	30,684
Printing & Stationery	20,225	23,696
Legal & Professional Fees	894,531	881,536
Loss on Sale of Fixed Assets	-	148,017
Loss on Foreign Exchange	29,492,345	-
Rent	2,007,779	1,929,367
Repair & Maintanace - Office, Car	267,154	166,101
STT on Investment	24,050	13,360
Telephone, Fax and Paper Charges	54,210	64,211
Travelling Expenses	321,773	234,565
Provision for Diminution in value of Investments	-	
Total	33,890,532	4,137,734

21. Current Year Tax

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Income Tax	-	1,720,000
Less: Mat Credit Entitlement	-	(1,716,300)
Wealth Tax	-	427,500
Total	-	431,200

Gold Rock Investments Limited  
Notes on financial statements for the year ended March 31, 2016

22. Earning Per Share:

Particulars		Year Ended 31.03.2016	Year Ended 31.03.2015
Net Profit after tax attributable to Shareholders	(Rs.)	(24182193)	16410287
Weighted Average No. of Equity Shares	(Nos.)	785600	785600
Basic / diluted earning per share	(Rs.)	(30.78)	20.89

23. Related Party Disclosure.

(i) 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	)

(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	Closing Balance
1.	Blue Point Leasing Limited	2665000 (2665000)	100000 (-)	- (-)	2765000 (2665000)
2.	Gold Rock Metals Limited	290000 (290000)	100000 (-)	(-) -	390000 (290000)
3.	Sugata Investments Limited	4525000 (4725000)	- (-)	- (200000)	4525000 (4525000)

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	Closing Balance
1.	Picanova Investments Ltd.	8111961 (4662971)	1307887 (5346844)	714086 (1897854)	8705762 (8111961)
2.	Splendour Trade Place Pvt Ltd.	520000 (520000)	100000 (-)	- (-)	620000 (520000)
3.	Vihaan Infrasytems India Ltd.	5543111 (5534184)	352004 (2190485)	330285 (2181558)	5564830 (5543111)
4.	Tridhar Finance & Trading Limited	1325000 (1325000)	150000 (-)	- (-)	1475000 (1325000)

Parent of Subsidiaries

(Amount in Rs.)

Sr. No.	Name of the Company	Opening Balance	Loan Given	Repayment	Closing Balance
1.	Gold Rock Agrotech Limited	610000 (610000)	100000 (-)	- (-)	710000 (610000)

Short-term Borrowings  
Subsidiaries

(Amount in Rs.)

Sr. No.	Name of the Company	Opening Balance	Loan Given	Repayment	Closing Balance
1.	Gold Rock World Trade Ltd.	476449 (475449)	250000 (1000)	150000 (-)	376449 (476449)

Salary Paid to Gauri Shriya- Rs. 360000/- (P.Y. Rs. 360000/-)

Rent paid to B.K. Shriya- Rs. 507779/- (P.Y. Rs. 429367/-)

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/-)

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

24. 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.
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) In respect of liability that may arise relating to the Trading Division of the Company Syscom Corporation which is disposed off subject to disputed and contingent liabilities to be borne by the Company.
  - (b) Disputed Income tax liability of Rs. 312,980/- for the A.Y. 2010-11.
  - (c) Unexecuted capital commitments (net of advances) Rs. 30357066/- incl. S Tax (P.Y. 44475566).



	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 )	12,39,77,642
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 Rs.)
	Current Investments :	
1.	Quoted :	-
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	7,37,79,631
	(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 :		(Amount Rs.)
1.	Quoted :	
	(i) Shares : (a) Equity	9,19,26,857
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	14,67,52,685
	(iv) Government Securities	-
	(v) Others (please specify)	-
1.	Un Quoted :	
	(i) Shares : (a) Equity	9710900
	(b) Preference	13899150
	(ii) Debentures and Bonds	4950
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	10554233

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	-	76,80,000	76,80,000
	(b) Companies in the same group	-	1,70,75,592	1,70,75,592
	(c) Other related parties	-	25,00,000	25,00,000
	2. Other than related parties	-	9,67,22,051	9,67,22,051
	Total	-	12,39,77,643	12,39,77,643

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	13294200	13294200
	(b) Companies in the same group	10115850	12515850
	(c) Other related parties	-	-
	2. Other than related parties	365104451	312664123
	Total	388514501	338474173

7	Other information	
	Particulars	Amount
	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

32. Additional information pursuant to Part II of Schedule III of the Companies Act, 2013 are not applicable to the company.
33. Previous year figures have been regrouped and rearranged wherever considered necessary.

As per our report of even date  
 For Khandelwal Jain & Co.  
 Chartered Accountants  
 Firm Registration No. 105049W

For and on behalf of the Board of Directors

Chirag Doshi  
 Partner  
 (M.No 119079)

K.N. Kutty  
 Director  
 (Din-00240670)

G.M. Chaurasia  
 Director  
 (Din-07024849)

Place : Mumbai  
 Date : May 27, 2016

R.D. Mehta  
 C.F.O.

## INDEPENDENT AUDITORS' 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 LTD. (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis of Qualified Opinion

*We draw attention to:*

1. *Note no. 1(viii) of financial statements regarding Gratuity and Leave Encashment being accounted for on cash basis. The same is not in line with Accounting standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India. The impact thereof on the profit and liabilities of the company is not ascertained.*



2. Note no. 28 of financial statements, Company has not Provided diminution in the value of LML Shares since rehabilitation package has yet to be sanctioned by BIFR and as a consequence the diminution in the value of investment is not ascertainable as such no provision has been made.
3. The Company has not recognized and accounted for the Deferred Tax Liability/Asset (amount not ascertained) in accordance with Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.
4. Pursuant to the amendments in the RBI Act, 1934, one of the subsidiaries of the company viz. Sugata Investments Ltd had applied for registration under the new scheme with RBI.

*The application is rejected by RBI, However the company proposes to undertake reorganization & restructuring of its existing business so as to extinguish is liability, which are mainly in respect of Group Company within a reasonable period of time thereafter the company will examine option for the business opportunities.*

*Pending the final outcome of above development the accounts have been prepared on a going concern basis. The accounts do not include any adjustment relating to the recoverability & classification of recorded asset amount & classification of liability that may be necessary if the entity is enable to continue as a going concern. The impact of these adjustments of the accounts has not been ascertained.*

#### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, exceptfor the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Other Matters

- (a) We did not audit the financial statements / financial information of 5 subsidiaries, and whose financial statements / financial information reflect total assets of Rs. 12,74,56,673 as at 31st March, 2016, total revenues of Rs. 18,61,470 and net cash flows amounting to Rs. (9,96,234) for the year ended on that date, as considered in the consolidated financial statements. 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 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, is based solely on the reports of the other auditors.

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India, we give in the 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, to the extent applicable, 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 aforesaid 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 and the reports of the other auditors;
  - (c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained 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 as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and an associate company incorporated in India, none of the directors of the Group companies and an associate company incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Group, its jointly controlled entity and its associates and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- ( g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. Except for the possible effect of the matter described in sub-paragraph (b) of the Basis of Qualified Opinion above, there were no pending litigations which would impact the consolidated financial position of the Group.
  - ii. Except for the possible effect of the matter described in sub-paragraph (b) of the Basis of Qualified Opinion above, the Group did not have any material foreseeable losses on long-term contracts including derivative contracts
  - iii. There were no amounts which were 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 KHANDELWAL JAIN & CO.  
Chartered Accountants  
Firm Registration No. 105049W

(CHIRAG DOSHI)  
PARTNER

Membership No.119079

Place: Mumbai  
Date: May 27, 2016

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GOLD ROCK INVESTMENTS LTD.

(Referred to in Paragraph 1 of our report of other Legal and Regulatory requirement of even date)

1. a) The Holding Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
 (b) There is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. 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 deed of immovable property is held in the name of the Company.
2. The activities of the Holding Company and the nature of its business do not involve the use of inventory. Accordingly, paragraph 3 (ii) of the Order is not applicable.
3. a) The Holding Company has granted loans to various parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 3,33,72,315/- and the year-end balance of loans granted to such parties was Rs. 3,33,72,315/-.  
 b) As per the information and explanation given to us, the loans granted are repayable on demand and no repayment schedule is stipulated.  
 c) In view of b) above, there is no overdue amount in respect of the loans given by the company.  
 d) The Holding Company has not taken unsecured loans from parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has, in respect of loans, investments, guarantees, and security provisions, complied with section 185 and 186 of the Companies Act, 2013.
5. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder. and hence paragraph 3 (v) of the Order is not applicable.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act.
7. In respect of statutory dues:
  - (a) According to the information and explanations given to us, the Holding Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues wherever applicable, with the appropriate authorities during the year and there are no statutory dues outstanding for a period of more than six months from the date they became payable.
  - (b) According to the information and explanation given to us, there are no cases of non-deposit of disputed Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax and Cess with the appropriate authority except for income tax demand of Rs. 3,12,980/- for the A.Y. 2010-2011.
8. The Holding Company has not borrowed any amounts from banks, financial institutions or by issue of debentures. Accordingly paragraph 3 (viii) of the Order is not applicable.
9. As per information given to us, no money was raised by way of initial public offer or further public offer (including debt instruments) nor have any fresh term loans been taken by the company during the year. Hence the provisions of clause

(ix) are not applicable to the company.

10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on the Company or by the Company has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us and the books of accounts verified by us, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3 (xii) of the Order is not applicable.
13. All transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanation given to us and based on our examination of the records of the Company, the Company during the year has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, hence the provision of paragraph 3 (xiv) are not applicable to the company.
15. 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 non-cash transactions with directors or persons connected with him. Therefore, paragraph 3 (xv) of the Order is not applicable.
16. The company is an NBFC and is thereby required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. It continues to hold the certificate at the year end.

For KHANDELWAL JAIN & CO.  
Chartered Accountants  
Firm Registration No. 105049W

(CHIRAG DOSHI)  
PARTNER  
Membership No. 119079

Place : Mumbai  
Dated : May 27, 2016

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GOLD ROCK INVESTMENTS LTD.

## 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, 2016, we have audited the internal financial controls over financial reporting of GOLD ROCK INVESTMENTS LTD. (hereinafter referred to as "the Holding Company") and its subsidiary companies, its jointly controlled entity and its associate companies, which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the of the Holding company, its subsidiary companies, its jointly controlled entity and its associate 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion, the Holding Company, its subsidiary companies, its jointly controlled entity and its associate 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, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to five subsidiary companies and an associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

In respect of two subsidiaries, a jointly controlled entity and four associates, there are no reports from Chartered Accountants in respect of internal financial control system over financial reporting and hence, these are not covered in this report.

For KHANDELWAL JAIN & CO.  
Chartered Accountants  
Firm Registration No. 105049W

(CHIRAG DOSHI)  
PARTNER  
Membership No. 119079

Place : Mumbai  
Dated : May 27, 2016

## Consolidated Balance Sheet as at March 31, 2016

(Amount in ₹)

	Note No.	As at March 31 2016	As at March 31 2015
<b>EQUITY AND LIABILITIES</b>			
Shareholders' Funds			
Share Capital	2	7,856,000	7,856,000
Reserves and Surplus	3	549,082,941	573,361,901
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	1,268,921	2,038,791
Minority Interest	5	(7,069,372)	(7,059,099)
<b>Current Liabilities</b>			
Short-term Borrowings	6	179,879	179,879
Trade Payables	7	82,863,932	53,371,587
Other Current Liabilities	8	1,969,711	2,554,345
Short-term Provisions	9	-	758,182
	Total	636,152,012	633,061,586
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Fixed Assets	10		
Tangible Assets		47,754,685	49,982,708
Non-current Investments	11	306,723,579	345,554,872
Deferred Tax Assets		541,501	-
Long-term Loans and Advances	12	38,730,155	35,128,601
Other Non-current Assets	13	199,507	186,130
<b>Current Assets</b>			
Current Investments	14	73,779,631	15,100,000
Cash and Bank Balances	15	54,401,667	88,334,946
Short-term Loans and Advances	16	114,021,287	98,774,329
	Total	636,152,012	633,061,586
Significant Accounting Policies	1		
Notes on Financials Statements	1-36		

As per our report of even date  
For Khandelwal Jain & Co.  
Chartered Accountants  
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Chirag Doshi  
Partner  
(M.No 119079)

K.N. Kuty  
Director  
(Din-00240670)

G.M. Chaurasia  
Director  
(Din-07024849)

Place : Mumbai  
Date : May 27, 2016

R.D. Mehta  
C.F.O.

Consolidated Statement of Profit & Loss for the year ended March 31, 2016

(Amount in ₹)

	Note No.	As at March 31 2016	As at March 31 2015
<b>INCOME</b>			
Revenue from Operations	17	12,870,234	24,491,685
Other Income	18	401,459	573,139
<b>Total Revenue</b>		<b>13,271,693</b>	<b>25,064,824</b>
<b>EXPENDITURE</b>			
Depreciation and Amortization Expense	10	2,228,023	2,704,657
Employee Benefit Expenses	19	2,087,935	1,513,754
Finance Costs	20	288,466	339,385
Other Expenses	21	33,693,224	4,196,133
<b>Total Expenses</b>		<b>38,297,648</b>	<b>8,753,929</b>
Profit Before Tax		(25,025,955)	16,310,895
Tax Expenses:			
Current tax <sup>22</sup>	50,000	461,200	
Taxation of Earlier Years		(245,221)	13,396
Deferred Tax		(541,501)	-
Profit After Tax		(24,289,233)	15,836,299
Less: Minority Interest		(10,273)	(84,508)
<b>Profit for the year</b>		<b>(24,278,960)</b>	<b>15,920,807</b>
Earnings per Equity Share:	23		
(Nominal Value of Rs.10/- each)			
Basic		(30.90)	20.27
Diluted		(30.90)	20.27
Significant Accounting Policies	1		
Notes on Financials Statements	1-36		

As per our report of even date  
For Khandelwal Jain & Co.  
Chartered Accountants  
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Chirag Doshi  
Partner  
(M.No 119079)

K.N. Kuty  
Director  
(Din-00240670)

G.M. Chaurasia  
Director  
(Din-07024849)

Place : Mumbai  
Date : May 27, 2016

R.D. Mehta  
C.F.O.



## Consolidated Cash Flow Statement for the year ended March 31, 2016

(Amount in ₹)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>A. Cash flow from Operating Activities</b>		
Net Profit / (Loss) Before Tax	(25,025,955)	16,310,895
<u>Adjustments for:</u>		
Depreciation	2,228,023	2,704,657
Dividend Income	(5,429,949)	(8,145,762)
Interest Paid	288,466	339,385
Interest Received	-	(445,023)
Loss/(Profit) on Sale of Investments	(1,521,611)	(7,651,017)
Loss/(Profit) on Sale of Fixed Assets	-	148,017
Loss/(Profit) on Foreign Exchange Fluctuation	29,492,345	-
Investment Written Off	-	49,520
Sundry Balance (Written Back) / Written off	-	(44,169)
Provision for Diminution in the value of Investments	-	125,891
Operating Profit before Working Capital Changes	31,319	3,392,394
<u>Adjusted for:</u>		
Increase/(Decrease) in Other Current Liabilities	(75,950)	367,557
Increase/(Decrease) in Other Current Assets	(13,377)	-
Short Term Provision	-	-
Cash Generated from Operations	(58,008)	3,759,951
Wealth Tax Paid	(423,100)	(416,700)
Income Tax Paid	(668,728)	(2,353,186)
Net Cash Generated from Operations	(1,149,836)	990,065
<b>B. Cash flow from Investing Activities</b>		
(Purchase) / Sale of Investments (Net)	(18,326,727)	(3,690,626)
Movement of Loans and Advances	(18,319,645)	(2,961,275)
Fixed Deposit	-	39,686,810
(Purchase) / Sale of Fixed Assets	-	(3,577,650)
Dividend Received	5,429,949	8,145,762
Net Cash used in Investing Activities:	(31,216,423)	37,603,021
<b>C. Cash flow from Financing Activities</b>		
Long-term Borrowings	(1,278,554)	866,210
Short-term Borrowings	-	-
Interest Paid (288,466)	(339,385)	-
Interest Received	-	445,023
Net Cash Flow from Financing Activities	(1,567,020)	971,848
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(33,933,279)	39,564,934
Cash and Cash Equivalents at the beginning of the year	88,334,946	48,770,012
Cash and Cash Equivalents at the end of the year	54,401,667	88,334,946
<b>Components of Cash and Cash Equivalents</b>		
Cash on Hand	281,984	308,090
Current Account	2,836,728	13,085,854
	3,118,712	13,393,944
Add: Bank deposit within 12 months maturity	51,282,955	74,941,002
Cash & Bank Balance as per Balance Sheet	54,401,667	88,334,946

Notes: Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date

For Khandelwal Jain &amp; Co.

Chartered Accountants

Firm Registration No. 105049W

Chirag Doshi

Partner

(M.No 119079)

For and on behalf of the Board of Directors

K.N. Kutty

Director

(Din-00240670)

G.M. Chaurasia

Director

(Din-07024849)

Place : Mumbai

Date : May 27, 2016

R.D. Mehta

C.F.O.

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 2016	India	100%
Gold Rock Metal Ltd	31st March 2016	India	100%
Gold Rock World Trade Ltd.	31st March 2016	India	100%
Sugata Investments Ltd.	31st March 2016	India	100%
Seattle Online Pvt Ltd.	31st March 2016	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 excess of cost to the Company of its investments over the Company’s portion of equity in the subsidiary is recognised as Goodwill in Consolidated Financial Statement.
- c. The excess of Company’s portion of investments in the subsidiary is recognized as Capital Reserve in Consolidated financial statements.
- d. 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, 2016.
- e. Goodwill or Capital Reserve arising in respect of each Subsidiary have been grossed up and is shown under the head Reserves & Surplus as “Capital Reserve (Net) on Consolidation.”
- f. 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 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 know 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.
- 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.  
Gratuity and Leave Encashment is accounted on cash basis.
- 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.
  - 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.

Notes on consolidated financial statements for the year ended March 31, 2016

2. Share Capital

Particulars	As at March 31 2016	As at March 31 2015
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 2016		As at March 31 2015	
	No. of Shares	`	No. of Shares	`
Equity Shares				
Opening balances	785,600	785,600	785,600	785,600
Closing balances	785,600	785,600	785,600	785,600

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 2016		As at March 31 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
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

## 3. Reserves &amp; Surplus

Particulars	As at March 31 2016	As at March 31 2015
Capital Reserves As per last Balance Sheet	369,321,732	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	30,817,276
Add: Transfer from Statement of Profit & Loss	986,617	3,283,078
Closing Balance	35,086,971	34,100,354
Surplus in Statement of Profit & Loss Opening balance	166,400,015	153,803,647
Add: Net Profit for the year	(24,278,960)	15,920,807
Less: Depreciation as per schedule II of Companies Act, 2013	-	(41,361)
Less: Transfer to NBFC Statutory Reserves	(986,617)	(3,283,078)
Closing Balance	141,134,438	166,400,015
Total	549,082,941	573,361,901

## 4. Long-term Borrowings

Particulars	As at March 31 2016	As at March 31 2015
Secured Vehicle Loans from HDFC Bank-Mercedes	-	310,139
Vehicle Loans from HDFC Bank-Audi (Payable Rs. 5,07,922/- in FY 2017-18, Rs. 5,61,165/- in FY 2018-19 & Rs. 1,99,834/- in FY 2019-20)	1,268,921	1,728,652
Total	1,268,921	2,038,791

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 2016	As at March 31 2015
Opening	(7,059,099)	(6,974,591)
Add: Share of Minority Interest	(10,273)	(84,508)
Total	(7,069,372)	(7,059,099)

## 6 Short-term Borrowings

Particulars	As at March 31 2016	As at March 31 2015
Unsecured Loans from Others Suryodaya Investment & Trading Co. Ltd.	179,879	179,879
Total	179,879	179,879

7. Trade Payables

Particulars	As at March 31 2016	As at March 31 2015
Micro, Small and Medium Enterprises	-	-
Others	82,863,932	53,371,587
Total	82,863,932	53,371,587

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 2016	As at March 31 2015
Current Maturities of Long Term Borrowings	769,870	1,278,554
Expenses Payable	1,185,332	1,269,791
TDS & Professional Tax Payable	14,509	6,000
Total	1,969,711	2,554,345

9. Short Term Provisions

Particulars	As at March 31 2016	As at March 31 2015
Provision for Wealth Tax (Net)	-	758,182
Total	-	758,182

9. Fixed Assets

Particulars	Gross Block					Depreciation					Net Block	
	As on April 1, 2015	During the year			As on March 31, 2016	Upto April 1, 2015	Depreciation for the year	Depreciation on deletions/sale	Depreciation Adjustment	Upto March 31, 2016	As on March 31, 2016	As on March 31, 2015
		Additions	Deletions	Adjustment								
Tangible Assets												
Own Assets												
Air Conditioners	53,500	-	-	53,500	28,899	2,620	-	-	31,519	21,981	24,601	
Computer	23,550	-	-	23,550	8,762	9,340	-	-	18,102	5,448	14,788	
Furniture Fixture	1,818,696	-	-	1,818,696	693,027	291,313	-	-	984,340	834,356	1,125,669	
Motor Car	9,124,275	-	-	9,124,275	5,195,268	1,126,167	-	-	6,321,435	2,802,840	3,929,007	
Office Equipment	179,868	-	-	179,868	146,439	29,517	-	-	175,956	3,912	33,429	
Painting	220,000	-	-	220,000	-	-	-	-	-	220,000	220,000	
Residential Premises	23,220,000	-	-	23,220,000	8,876,116	290,507	-	-	9,166,623	14,053,377	14,343,884	
Submersible Pump	18,864	-	-	18,864	11,897	859	-	-	12,756	6,108	6,967	
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	3,368,037	477,700	-	-	3,845,737	28,672,763	29,150,463	
Total	68,311,153	-	-	68,311,153	18,328,445	2,228,023	-	-	20,556,468	47,754,685	49,982,708	
P.Y.	69,389,392	3,777,650	1,441,189	68,311,153	20,090,299	2,704,657	1,093,172	3,373,339	18,328,445	49,982,708	49,299,093	

11. Non-current Investments

Sr. No	Particulars	Extent of Holding		Face Value	No. of Shares		Amount	
		As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
	Non Trade							
[I]	Equity Shares (Quoted)							
1	ABB Ltd.			2	3,300	3,300	1,916,124	1,916,124
2	Alon Scott Ind. Ltd.			10	20,000	20,000	200,000	200,000
3	Asian Paints Ltd.			1	1,000	1,000	299,405	299,405
4	Bajaj Auto Ltd.			10	1,000	1,000	1,296,869	1,296,869
5	Bajaj Finserv Ltd.			10	1,500	1,500	570,120	570,120
6	Baroda Rayon Corpn. Ltd.			10	2,750	2,750	73,979	73,979
7	Cairn India Ltd.			10	1,000	1,000	322,674	322,674
8	Can Bonus			10	150	150	1,000	1,000
9	Coal India Ltd.			10	2,700	2,700	678,772	678,772
10	Federal Bank			2	20,000	10,000	513,808	513,808
11	Galore Prints Industries Ltd.			10	2,795	2,795	13,146	13,146
12	GlaxoSmithkLine Pharmaceuticals Ltd.			10	-	2,500	-	6,009,677
13	Harig Crank Shaft Ltd.			1	10,000	10,000	6,270	6,270
14	Haryana Petrochem Inds.			10	43	43	609	609
15	HDFC Bank Ltd.			2	1,500	1,500	463,765	463,765
16	Hindalco Ltd.			1	2,000	2,000	98,498	98,498
17	Hindustan Unilever Ltd.			1	17,500	17,500	5,557,682	5,557,682
18	IDEA Cellular Ltd.			10	3,000	3,000	243,045	243,045
19	IDFC Ltd.			10	-	20,000	-	3,410,685
20	Infosys Ltd.			5	2,040	1,010	886,505	886,505
21	ITC Ltd.			1	102,000	102,000	15,400,328	15,400,328
22	John Meyer Granics Ltd.			10	2,000	2,000	20,000	20,000
23	Kera Syntex Ltd.			10	100	100	1,403	1,403
24	LML Ltd. (Refer Note- 28 & 29 )			10	5,181,910	5,181,910	83,386,585	83,386,585
25	Larsen & Tubro Ltd.			2	5,250	5,250	3,931,275	3,931,275
26	Maruti Suzuki Ltd.			10	5,500	5,500	7,315,910	7,315,910
27	Petronet LNG Ltd			10	3,000	3,000	128,725	128,725
28	Prestige HM Polycontainers Ltd.			10	1,552	1,552	18,346	18,346
29	Reliance Industries Ltd.			10	7,520	5,020	6,691,177	4,264,116
30	Reliance Infra Ltd.			10	500	500	258,476	258,476
31	Rossel Finance Ltd.			10	500	500	9,490	9,490
32	Schenechandy Beck (I) Ltd.			10	50	50	1,833	1,833
33	Sessa Sterlite Ltd.			1	3,960	3,960	770,015	770,015
34	Siemens Ltd.			2	5,500	5,500	2,727,433	2,727,433
35	Shree Synthetics Ltd.			10	1	1	204	204
36	Tata Motors Ltd.			2	8,100	7,500	1,875,333	1,605,333
37	The Indian Hotels Co. Ltd.			1	6,935	5,000	332,588	226,163
38	Tech Mahindra Ltd.			5	3,576	3,576	539,362	539,362
39	Tisco Ltd.			10	4,500	4,500	1,059,164	1,059,164
40	Titan Industries			1	11,000	11,000	667,094	667,094
41	Trent Ltd.			10	6,484	6,484	3,695,784	3,695,784
42	Tristar Soya Products Ltd.			10	200	200	10,000	10,000
43	Ultratech Cement			10	200	-	573,624	-
44	Weston Electronics			10	5,800	5,800	116,524	116,524
	Total (A)						142,672,944	148,716,196
[II]	Equity Shares (Unquoted)							
1	Acme Investments Ltd.				100,000	100,000	350,000	350,000
2	Picanova Investments Pvt Ltd.			10	20	20	200	200
3	S. S. Synthtics			10	10,000	10,000	100,000	100,000
4	Tridhar Finance & Trading Ltd.			10	10,000	10,000	100,000	100,000
	Total (C)						550,200	550,200



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Sr. No	Particulars	Extent of Holding		Face Value	No. of Shares		Amount	
		As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
<b>[III] Preference Shares Others (Unquoted)</b>								
1	Ceat Financial Services P Ltd.			100.00	3,000	3,000	300,000	300,000
2	Tridhar Finance & Trading Ltd. - Pref shares of Rs. 10/- each	13.60	13.60	10	240,000	240,000	2,400,000	2,400,000
3	Tridhar Finance & Trading Ltd. - Pref shares of Rs. 100/- each			100.00	51,000	51,000	5,100,000	5,100,000
	Total (E)						7,800,000	7,800,000
<b>[IV] Debentures and Bonds (Quoted)</b>								
1	The Indian Hotels Co. Ltd. -CCD				-	1,935	-	106,425
	Total (F)						-	106,425
<b>[VII] Debentures and Bonds (Unquoted)</b>								
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	Rossel Finance Limited (13.5% Non Convertible)			70	10	10	700	700
5	Rossel 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
<b>[VIII] Mutual Funds (Quoted)</b>								
1	BSL FTP S-HJ-1106 Days			10	-	750,000	-	7,500,000
2	BSL Cash Manager Fund			10	-	70,000	-	737,311
3	DSP BR FMP S-104-12M			10	-	1,000,000	-	10,000,000
4	DSP BR FMP S-105-12M			10	-	500,000	-	5,000,000
5	ICICI FMP Series 72- 823D Plan H Cumulative			10	-	850,000	-	8,500,000
6	IDFC FMP S-24-Reg-Growth			10	-	500,000	-	5,000,000
7	IDFC FMP S-25-Reg-Growth			10	-	400,000	-	4,000,000
8	IDFC Super Saver Income Fund-Medium Term Plan-G			10	220,129	220,129	5,000,000	5,000,000
9	IVY Cap Ventures Trust Fund -1			100000	100	80	10,000,000	8,000,000
10	Kotak Balance Growth			10	1,585,358	1,585,358	29,188,017	29,188,017
11	Kotak Equity Saving Fund			10	-	961,276	-	10,056,658
12	Kotak FMP S-105 Growth			10	-	990,000	-	9,900,000
13	Kotak FMP S-106 Growth			10	-	500,000	-	5,000,000
14	Kotak FMP S-110 Growth			10	-	1,137,963	-	11,379,631
15	Kotak FMP S-183 Growth			10	600,000	-	6,000,000	-
16	Kotak Hybrid FTP S-2 Growth			10	250,000	250,000	-	2,500,000
17	Kotak Liquid Scheme Plan A-Growth			10	-	-	322,936	-
18	Kotak Medium Term Plan			10	3,982,102	3,982,102	41,000,000	41,000,000
19	Reliance Corporate Bond Fund			10	910,763	-	10,000,000	-
20	Reliance Equity Saving Fund			10	200,000	-	2,000,000	-
21	Reliance Fixed Horizon Fund X-S-3			10	-	500,000	-	5,000,000
22	Reliance Fixed Horizon Fund X-S-8			10	1,650,000	-	16,500,000	-
23	Reliance Liquid Fund			1000	174	-	635,048	-
24	Reliance Quant Plus Fund			10	680,837	-	10,000,000	-
25	Reliance Regular Saving Fund -Debt Plan -G			10	807,758	559,151	15,000,000	10,000,000
26	Mile Stone Domestic Scheme (Formaly Known as India Real Opportunity Venture Capital Fund)			1000	2,918	2,918	2,352,000	2,918,000
	Total (H)						147,998,001	180,679,617
<b>[IX] Others</b>								
1	Diamond						9,234,733	9,234,733
2	Gold Ginnies						495,000	495,000
3	Silver Box				75	75	72,000	72,000
4	Investment in Painting						752,500	752,500
	Total (E)						10,554,233	10,554,233
	Grand Total (A+B+C+D+E+F+G+H+I)						309,581,878	348,413,171
	Less : Diminution in the value of Investments						(2,858,299)	(2,858,299)
	Grand Total						306,723,579	345,554,872

Aggregate Cost of Quoted Investments

290,670,945      329,502,238

Aggregate Cost of Unquoted Investments

18,910,933      18,910,933

Aggregate Market Value of Quoted Investments

317,487,626      373,916,086

12. Long-term loans and advances

Particulars	As at March 31 2016	As at March 31 2015
Unsecured, Considered Good Loans & Advances to Related Parties		
Security Deposit (Sanjeev Shriya) - Related Party (Refer Note 24)	2,500,000	2,500,000
Picanova Investments Private Limited	5,050,000	5,050,000
Tridhar Finance & Trading Ltd.	11,956,723	11,956,723
Income Tax (Net)	16,071,060	15,482,943
Fringe Benefit Tax (Net)	-	59,250
Others	3,152,372	79,685
Total	38,730,155	35,128,601

13. Other Non-current assets

Particulars	As at March 31 2016	As at March 31 2015
Other bank balance		
Bank deposit more than 12 months maturity	199,507	186,130
Total	199,507	186,130

## 14. Current Investments

Sr. No	Particulars	Face Value	No. of Units		Amount	
			As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
	Non Trade - Quoted					
	Mutual Funds					
1	BSL FTP S-HJ-1106 Days	10	750,000	-	7,500,000	-
2	DSP BR FMP S-104-12M	10	1,000,000	-	10,000,000	-
3	DSP BR FMP S-105-12M	10	500,000	-	5,000,000	-
4	DSP BR FTP S-33 24M Reg-G-01.02.2015	10	-	400,000	-	4,000,000
5	ICICI FMP Series 72- 823D Plan H Cumulative	10	850,000	-	8,500,000	-
6	IDFC FMP S-24-Reg-Growth	10	500,000	-	5,000,000	-
7	IDFC FMP S-25-Reg-Growth	10	400,000	-	4,000,000	-
8	IDFC FMP S-51-Reg-Growth	10	-	500,000	-	5,000,000
9	Kotak FMP S-105 Growth	10	990,000	-	9,900,000	-
10	Kotak FMP S-106 Growth	10	500,000	-	5,000,000	-
11	Kotak FMP S-110 Growth	10	1,137,963	-	11,379,631	-
12	Kotak FMP S-135 Growth	10	-	410,000	-	4,100,000
13	Kotak Hybrid FTP S-2 Growth	10	250,000	-	2,500,000	-
14	Reliance Fixed Horizon Fund X-S-3	10	500,000	-	5,000,000	-
15	Tata FMP Series -46 Plan A	10	-	200,000	-	2,000,000
	Total				73,779,631	15,100,000

Aggregate Cost of Unquoted Investments	-	-
Aggregate Cost of Quoted Investments	73,779,631	15,100,000
Aggregate Market Value of Quoted Investments	92,702,977	16,884,903

15. Cash and Bank Balances

Particulars	As at March 31 2016	As at March 31 2015
Cash and Cash Equivalents		
Balances with banks in Current Account	2,836,728	13,085,854
Cash on hand	281,984	308,090
Other bank balance		
Bank deposit within 12 months maturity	51,282,955	74,941,002
Total	54,401,667	88,334,946

16. Short term Loans & Advances

Particulars	As at March 31 2016	As at March 31 2015
Unsecured, Considered Good		
Loans & Advances to Related Parties (Refer Note 24)		
Picanova Investments Private Limited	8,705,762	8,111,961
Splendour Trade Place Private limited	620,000	520,000
Tridhar Finance & Trading Ltd.	1,475,000	1,325,000
Vihaan Infrsystems India Ltd.	5,564,830	5,543,111
Loans & Advances to Others	92,155,486	73,000,424
Security Deposits	20,314	20,314
Prepaid Insurance	58,525	71,897
Interest accrued but not due	3,178,029	7,200,991
Advances recoverable in cash or in kind or for the value to be received	2,243,341	2,980,631
Total	114,021,287	98,774,329

## 17. Revenue from Operations

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Profit/(Loss) on Sale of Investment (Net)	1,521,611	7,651,017
Dividend Income	5,429,949	8,145,762
Interest Income:		
On Fixed Deposit (TDS Rs. 840318/- PY Rs. 458678/-)	5,464,694	8,416,369
On Milestone Domestic Fund (42,766)	28,458	
Interest Income from Others (TDS Rs.24332/- P.Y. 26545/-)	496,746	250,079
Total	12,870,234	24,491,685

## 18. Other Income

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Interest Income	401,459	445,023
Sundry Balance Written Back	-	82,537
Provision for Diminution in Value of Investment	-	45,579
Total	401,459	573,139

## 19. Employee Benefit Expenses

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Salaries & Wages	1,488,000	1,487,000
Staff Welfare Expenses	599,935	26,754
Total	2,087,935	1,513,754

## 20. Financial Cost

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Interest Expense	286,306	336,460
Interest on late payment of TDS	2,160	2,925
Total	288,466	339,385

21. Other Expenses

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Payment to Auditor		
Statutory Audit Fees	86,812	85,888
Consolidation Audit Fees (Prior Period Expn 17175, P.Y. Nil)	34,350	-
Advertisement Expns	44,460	46,853
AGM Expns	7,700	15,736
Bank Charges	28,031	5,094
Computer Expns	5,611	-
Conveyance	44,550	30,020
Demat Charges	21,289	14,913
Donation	10,000	-
Electricity & Water Expns	645,825	600,196
Fees, Rates & Taxes (Prior Period Expn Nil/-, P.Y. 6000/-)	312,592	215,737
Insurance Charges	147,746	140,394
Investment Written Off	-	49,520
Miscellaneous Expenses	10,178	14,633
Motor Car Expenses	84,357	140,071
Office Expenses	24,037	25,340
Postage, Courier & Telegram	40,110	30,684
Printing & Stationery	20,225	23,696
Property Tax	48,774	48,774
Legal & Professional Fees	940,816	961,031
Loss on Sale of Fixed Assets	-	148,017
Loss on Foreign Exchange	29,492,345	-
Maintenance Charges	17,400	-
Provision for Diminution in value of Investments	-	171,470
Rent	807,779	729,367
Repair & Maintanace - Office, Car	267,154	166,101
STT on Investment	24,050	13,360
Sundry Balance Written Off	-	38,368
Telephone, Fax and Paper Charges	63,138	71,417
TDS Penalty	-	2,181
Travelling Expenses	374,728	254,013
Water Expns	89,167	153,259
Total	33,693,224	4,196,133

22. Current Year Tax

Particulars	for the year ended March 31, 2016	for the year ended March 31, 2015
Income Tax	50,000	1,750,000
Less: Mat Credit Entitlement	-	(1,716,300)
Wealth Tax	-	427,500
Total	50,000	461,200

Gold Rock Investments Limited  
Notes on financial statements for the year ended March 31, 2016

22. Earning Per Share:

Particulars		Year Ended 31.03.2016	Year Ended 31.03.2015
Net Profit after tax attributable to Shareholders	(Rs.)	(2,42,78,960)	1,59,20,807
Weighted Average No. of Equity Shares	(Nos.)	7,85,600	7,85,600
Basic / diluted earning per share	(Rs.)	(30.90)	20.27

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
Picanova Investments Ltd. Vihaan Infrsystems India Ltd Splendour Trade Place (P) Limited Tridhar Finance & Trading Limited	) Enterprises over which either ) Major shareholders ) or their relatives are able to ) exercise significant influence

(i) Transaction with Related Parties:

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	Closing Balance
1.	Picanova Investments Ltd.	8111961 (4662971)	1307887 (5346844)	714086 (1897854)	8705762 (8111961)
2.	Splendour Trade Place Pvt Ltd.	520000 (520000)	100000 (-)	- (-)	620000 (520000)
3.	Vihaan Infrsystems India Ltd.	5543111 (5534184)	352004 (2190485)	330285 (2181558)	5564830 (5543111)
4.	Tridhar Finance & Trading Limited	1325000 (1325000)	150000 (-)	- (-)	1475000 (1325000)

Salary Paid to Gauri Shriya– Rs. 360000/- (P.Y. Rs. 360000/-)

Rent paid to B.K. Shriya– Rs. 507779/- (P.Y. Rs. 429367/-)

Rent paid to Sanjeev Shriya- Rs. 300000/- (P.Y. Rs. 300000/-)

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.

25. 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.
26. 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.
27. Contingent Liabilities & Commitments (to the extent not provided for):-
  - (a) In respect of liability that may arise relating to the Trading Division of the Company Syscom Corporation which is disposed off subject to disputed and contingent liabilities to be borne by the Company.
  - (b) Disputed Income tax liability of Rs. 312,980/- for the A.Y. 2010-11.
  - (c) Unexecuted capital commitments (net of advances) Rs. 30357066/- incl. S Tax (P.Y. 44475566).
28. The group has not provided diminution in the value of LML Shares since rehabilitation package has yet to be sanctioned by BIFR and as a consequence the diminution in the value of investment is not ascertainable as such no provision has been made.
29. 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., (5181910 Equity Shares of Rs.10/- each) without prior approval of the institutions so long as the loans, advances to LML Ltd., by the institutions remains outstanding.
30. In view of time limitations on carry forward losses and brought forward business losses being the only timing difference, as a matter of prudence deferred tax assets has not been recognized.
31. 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.
32. Pursuant to the amendments in the RBI Act, 1934, the company Sugata Investments Ltd. had applied for registration under the new scheme with RBI.  
 The application is rejected by RBI, However the company proposes to undertake reorganization & restructuring of its existing business so as to extinguish its liability, which are mainly in respect of Group Company within a reasonable period of time thereafter the company will examine option for the business opportunities.  
 Pending the final outcome of above development the accounts have been prepared on a going concern basis. The accounts do not include any adjustment relating to the recoverability & classification of recorded asset amount & classification of liability that may be necessary if the entity is enable to continue as a going concern. The impact of these adjustments of the accounts has not been ascertained.
33. Current liability pertaining to erstwhile division Syscom Corporation of holding company, which is under litigation/dispute, has been restated at the year-end exchange rate. The impact of change in accounting policy amounting to Rs. 294.92 Lacs has been disclosed under the head Loss on Foreign Exchange Fluctuation in profit & loss account.
34. 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	2038791	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 )	13,66,80,382
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 Rs.)
	Current Investments :	
1.	Quoted :	-
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	7,37,79,631
	(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 :	(Amount Rs.)
1.	Quoted :	
	(i) Shares : (a) Equity	14,22,14,645
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	14,79,98,001
	(iv) Government Securities	-
	(v) Others (please specify)	-
1.	Un Quoted :	
	(i) Shares : (a) Equity	550200
	(b) Preference	5400000
	(ii) Debentures and Bonds	6500
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	10554233

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	-	3,33,72,315	3,33,72,315
	(c) Other related parties	-	25,00,000	25,00,000
	2. Other than related parties	-	1,0,08,08,067	1,0,08,08,067
	Total	-	13,66,80,382	13,66,80,382

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)
	(a) Subsidiaries	-	-
	(b) Companies in the same group	1,00,000	1,00,000
	(c) Other related parties	-	-
	2. Other than related parties	41,03,95,553	36,41,97,227
	Total	41,04,95,553	36,66,97,227

7	Other information	Amount
	Particulars	
	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

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

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

As per our report of even date  
For Khandelwal Jain & Co.  
Chartered Accountants  
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Chirag Doshi  
Partner  
(M.No 119079)

K.N. Kutty  
Director  
(Din-00240670)

G.M. Chaurasia  
Director  
(Din-07024849)

Place : Mumbai  
Date : May 27, 2016

*If Undelivered kindly return to*

**GOLD ROCK INVESTMENTS LIMITED**

714, Raheja Chambers,  
213, Nariman Point,  
Mumbai – 400 021

## GOLD ROCK INVESTMENTS LIMITED

Registered Office: 714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021 Tel.:022-22022621 Fax:022-2282 0538 E-mail Id: goldrockinvest@yahoo.co.in

### PROXY FORM

#### FORM NO. MGT-11

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

CIN : CIN NO.: L65990MH1978PLC020117  
 Name of the Company : GOLD ROCK INVESTMENTS LIMITED  
 Registered Office : 714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021  
 Name of the Shareholder(s) : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail 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 : \_\_\_\_\_  
 e-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address : \_\_\_\_\_  
 e-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address : \_\_\_\_\_  
 e-mail 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 Friday, 30 September, 2016 at 11.00 A.m. Mumbai- 714, Raheja Chambers, 213, Nariman Point, Mumbai - 400 0210. 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, 2016 and the Directors' and Auditors' Reports thereon.		
2	Re-appointment of Mr. Sanjeev Shriya (Din: 0014402), who liable to retire by rotation.		
3	Ratification of Appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, as Statutory Auditors and fix their remuneration.		



Signature of shareholder

Signed this.....day of.....2016

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: 714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021

### ATTENDANCE

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

Annual General Meeting – 30th September, 2016

I hereby record my presence at the ANNUAL GENERAL MEETING of the company held on Friday, 30<sup>th</sup> September, 2016 at 11.00 A.m. at Mumbai- 714, Raheja Chambers, 213, Nariman Point, Mumbai - 400 0210.

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 Signatures

#### 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 21, 2016, so that the answers/details can be kept ready at the Annual General Meeting.