
Annual Report
2014-15

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. G. L. Srivastava	Non - Executive Independent Director (Till 30/6/2014)
Mr. Girish Chaurasia	Non - Executive Independent Director (w.e.f. 13/02/2015)
Mrs. Smriti Mukherjee	Woman Director (w.e.f. 31/03/2015)

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

KANPUR

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

NEW DELHI

D-947, New Friends Colony
New Delhi-110065

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ANNUAL GENERAL MEETING

Date : Monday,
28th September, 2015
Time : 10.30 a.m.
Venue : Borivali Medical Brother Hood,
Doctor House 51st Tps Road,
Mumbai – 400 092

NOTICE :

Notice is hereby given that Annual General Meeting of the Members of GOLD ROCK INVESTMENTS LIMITED will be held on 28th September, 2015 at 10.30 a.m. at Borivali Medical Brother Hood, Doctor House 51st Tps Road, Mumbai-400092. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, 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 31st March, 2015, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Bal Krishna Shriya, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint 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 ratifies the appointment of M/s. Khandelwal Jain & co., Chartered Accountants (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 2016 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:-

4. Appointment of Mrs. Smriti Mukherjee as a Woman Director of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Smriti Mukherjee (DIN: 07145636), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March 2015 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) Consecutive Years For a term up to 27th September, 2020.

5. Appointment of Mr. Girish M. Chaurasia as a Director of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Girish M. Chaurasia (DIN: 07024849), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th February 2015 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, , be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) Consecutive Years For a term up to 27th September, 2020.

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

S C AYTHORA
Director
714, Raheja Chambers,
213, Nariman Point,
Mumbai – 400 021

Place : Mumbai
Dated : 13th August, 2015

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 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 19th September, 2015 to Saturday, 28th September, 2015 (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. Members may also note that the Notice of the AGM and the Annual Report 2015 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: mailto:goldrockinvest@yahoo.com
11. 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/RTI of the Company.
12. 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.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the company is pleased to offer e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of voting at the AGM.
14. Voting through electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide members, facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

E-voting is optional.

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com during the period from 25th September, 2015 (09.01A.M.) to 27th September, 2015 (5.00 P.M.) and Click on "Shareholders" tab.

(ii) Now enter your User ID:

User ID	<ul style="list-style-type: none"> - For beneficial owners holding account with Depository Participants of NSDL-8 character DP ID and 8 digit demat account number. - For beneficial owners holding account with Depository Participants of CDSL- 16 digit demat account number. - For members holding shares in Physical mode- Registered Folio Number.
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- (iii) Enter the image verification as displayed and click on Login.
- (iv) Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
- (v) 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</p> <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in capital letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits, enter the applicable number of 0's after the folio number. <p>For example, if your name is Ramesh Kumar with folio number 1234, then enter RA12340000 in the PAN field.</p> <ul style="list-style-type: none"> • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in capital letter followed by 8 digit CDSL/NSDL client id. For example: In case the name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'
Date of Birth or Dividend Bank Details or Number of Shares	Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on 29th August 2015 in the Dividend Bank

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 such 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on "Gold Rock Investments Ltd."
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xv) If Demat account holder has forgotten the password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) The voting period begins on 25th September 2015 at 09.01 a.m. and ends on 27th September 2015 at 5.00 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 of 29th August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xviii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of 29th August, 2015.
- (xix) The Company has appointed Shri Pradip K. Thanawala of P. K. Thanawala & Co., Practicing CA as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- (xx) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
- (xxi) The Results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the on the website of CDSL within two days of passing of the resolutions at the AGM of the Company.

15. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re appointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re appointment.

(i) Mr. Girish Chaurasia

Name & Designation	Mr. Girish Chaurasia, Director
Date of Birth	5th August, 1975
Qualifications	B.Com.
Expertise	He is having well enough Knowledge in the Accounting and Financial Field
Director of the Company since	13th February, 2015

Directorships / Committee Membership of Mr. Girish Chaurasia in the other Companies:

Name of the Company	Committee Chairmanship/ Membership
Vihaan Infrasytems India Limited	---
Gold Rock Metals Limited	---
Tridhar Finance And Trading Limited	---
Seattle Online Private Limited	---
Saryu Investment And Trading Private Limited	---
Panki Roadlines Private Limited	---
Blue Point Leasings Limited	---
Picanova Investments Private Limited	---
Gold Rock Agro-Tech Limited	---
Splendour Tradeplace Private Limited	---

(ii) Mrs. Smriti Mukherjee:

Name & Designation	Mrs. Smriti Mukherjee, Director
Date of Birth	26th June, 1951
Qualifications	M.A. (History), B.Ed.
Expertise	She is having 40 Years of Banking experience in Reserve Bank of India
Director of the Company since	31st March, 2015

Directorships / Committee Membership of Mrs. Smriti Mukherjee in the other Companies:

Name of the Company	Committee Chairmanship/ Membership
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mrs. Smriti Mukherjee (DIN: 07145636), was appointed as an Additional Director by the Board with effect from 31st March, 2015. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Smriti Mukherjee (DIN: 07145636) holds office as an Additional Director up to the date of this Annual General Meeting only, she is eligible for appointment. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the candidature of Mrs. Smriti Mukherjee (DIN: 07145636) as a Director of the Company. Further details of Mrs. Smriti Mukherjee have been given in the notes to this Notice.

Your Directors therefore recommend the resolution for your approval.

ITEM NO. 5

Mr. Girish M. Chaurasia (DIN: 07024849), was appointed as an Additional Director by the Board with effect from 13th February, 2015. In terms of Section 161(1) of the Companies Act, 2013, Mr. Girish M. Chaurasia (DIN: 07024849) holds office as an Additional Director up to the date of this Annual General Meeting only, He is eligible for appointment. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the candidature of Mr. Girish M. Chaurasia (DIN: 07024849) as a Director of the Company. Further details of Mr. Girish M. Chaurasia have been given in the notes to this Notice.

Your Directors therefore recommend the resolution for your approval.

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

S C AYTHORA
Director
714, Raheja Chambers,
213, Nariman Point,
Mumbai – 400 021

Place : Mumbai
Dated : 13th August, 2015

REPORT ON CORPORATE GOVERNANCE FOR THE F.Y. 2014-2015

In accordance with Clause 49 of the listing agreement with BSE Ltd., the report containing the details of Corporate Governance systems and processes is as under:

PHILOSOPHY OF CORPORATE GOVERNANCE

Your Company is committed to uphold 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 Company's Board of Directors and various Committee 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.

In this direction, 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.

In terms of the SEBI Circular No: CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 compliance of Clause no. 49 of the Equity Listing Agreement is applicable to your Company as Company's paid up equity share capital does not exceed of Rs. 10 Crores and net worth exceed of Rs. 25 Crores till 31st March, 2015.

To maintain highest standards of Corporate Governance, a report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is committed to bring about the good corporate governance practice. 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.

2. BOARD OF DIRECTORS

(a) Composition & Meetings:

The composition of the Board complies with the provisions of the Companies Act, 2013. As on 31st March 2015 the Board consists of six Directors comprising of Two Non-Executive Directors, two 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.

During the year the Board of Directors met five (7) times i.e. 30th May, 2014, 13th August, 2014, 3rd September, 2014, 13th November, 2014, 31st December, 2014, 13th February, 2015 and 31st March and the gap between two meetings did not exceed 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, 2015 are given herein below. Other directorships 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 2014-15		Whether attended last AGM held on 28th September, 2014	Number of directorships in other Public Companies	Number of committee positions held in other public companies	
		Held	Attended			Chairman	Member
Mr. Sanjeev Shriya DIN:00014402	Executive & Non Independent Director	7	1	No	2	--	--
Mr. Bal Krishna Shriya DIN:00239612	Executive & Non Independent Director	7	1	No	4	--	--
** Mr. G.L. Srivastava DIN:00085485	Executive & Non Independent Director	1	1	NA	NA	NA	NA
Mr. S.C. Aythora DIN:00085407	Executive & Non Independent Director	7	7	Yes	9	1	3
Mr. K.N. Kutty DIN: 00240670	Executive & Non Independent Director	7	5	Yes	8	--	--
*Mr. Girish M. Chaurasia DIN: 07024849	Executive & Non Independent Director	1	1	Yes	6	--	--
*Mrs. Smriti Mukherjee (w.e.f. 31st March, 2015) DIN:07145636	Executive & Non Independent Director	--	--	--	--	--	--

*Appointed as an Additional Non-Executive Director vide circular resolution dated 13th February, 2015 and 30th March, 2015 respectively.

** Resigned from the Directorship of the Company w.e.f 30th June, 2014.

None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director.

(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. In additions to the information required under clause 49 of the Listing Agreement, 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 line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act.

(a) The terms of reference of the audit committee are broadly as under:

- (i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (ii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (iv) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.

(b) Changes, if any, in accounting policies and practices and reasons for the same.

- (c) Major accounting entries involving estimates based on the exercise of judgment by management.
- (d) Significant adjustments made in the financial statements arising out of audit findings.
- (e) Compliance with listing and other legal requirements relating to financial statements.
- (f) Disclosure of any related party transactions.
- (g) Qualifications in the draft audit report.
- (v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- (vi) Reviewing with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- (vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the Company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk Management systems;
- (xii) Reviewing with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the Vigil/Whistle Blower Mechanism;
- (xix) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (xx) Carrying out any other functions as specified in the terms of reference, as amended from time to time.
- (b) Composition & Meetings:

The Committee met four (4) times during the year i.e. 30th May, 2014, 13th August, 2014, 13th November, 2014 and 13th February, 2015 and the gap between two meetings did not exceed four months. 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	4	4
Mr. K.N. Kutty	Non-Executive Independent Director	4	4
Mr. B.K. Shriya	Executive Director	1	1

** Resigned from the Directorship of the Company w.e.f 30th June, 2014.

*Appointed as the Directorship of the Company w.e.f 13th February, 2015.

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 29th September, 2014 and was attended by Mr. S.C. Aythora, Chairman of the audit committee

2. **NOMINATION AND REMUNERATION COMMITTEE:**

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 shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

b. **COMPOSITION & MEETINGS:**

The Committee met one (1) time during the year on 13th August, 2014. 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	Category	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. B.K. Shriya	Executive 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.

The Independent Director shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings.

An Independent Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

In determining the remuneration of Whole Time Director, Senior Management Employees and Key Managerial Persons the Committee shall ensure/consider the following:

- a) the relationship of remuneration and performance benchmark is clear;
- b) the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- c) the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;

- d) The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual achievement, individuals' performance vis-à-vis KRAs / KPIs, Industry benchmark and current compensation trends in the market.

Board Governance, Nomination and Remuneration Committee recommend the remuneration for the Whole Time Director, Senior Management and Key Managerial Personnel. The payment of remuneration to Executive Directors is approved by the Board and Shareholders. Prior approval of shareholders is also obtained in case of remuneration to Non-Executive Directors.

- (d) Details of sitting fees paid to the Directors for the year ended 31st March, 2015:

Name of Director	Sitting Fees			
	Board Meeting	Audit Committee Meetinga	Nomination & Remuneration Committee Meeting	Independent Directors Meeting
Mr. Sanjeev Shriya DIN:00014402	NIL	NIL	NIL	NIL
Mr. Bal Krishna Shriya DIN:00239612	NIL	NIL	NIL	NIL
** Mr. G.L. Srivastava DIN:00085485	NIL	NIL	NIL	NIL
Mr. S.C. Aythora DIN:00085407	NIL	NIL	NIL	NIL
Mr. K.N. Kutty DIN: 00240670	NIL	NIL	NIL	NIL
*Mr. Girish M. Chaurasia DIN: 07024849	NIL	NIL	NIL	NIL
*Mrs. Smriti Mukherjee (w.e.f. 31st March, 2015) DIN:07145636	NIL	NIL	NIL	NIL

- (e) Details of remuneration paid to the Directors for the year ended 31st March, 2015:

Name of Whole Time Director	Salary Basic	Benefits perquisites and allowances	Contribution to provident fund	Total	Service contract / Notice period
Shri. B.K. Shriya	NIL	NIL	NIL	NIL	NIL

- (f) Details of equity shares of the Company held by the Directors as on 31st March, 2015 are given below:

Name	Number of equity shares
Mr. Bal Krishna Shriya	270000
Mr. Sanjeev Shriya	38000
Mr. S. C. Aythora	120
Mr. Girish M. Chaurasia	60
Mr K.N. Kutty	NIL
Mrs. Smriti Mukherjee	NIL

3. Devising a po

In accordance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Board of Directors of the Company at their meeting held on 30th May, 2014, have approved the change in nomenclature of the Share Transfer and Investor Grievance Committee to "Share Transfer and Stakeholders Relationship Committee".

The role and functions of the Share Transfer and Stakeholders Relationship Committee are the effective redressal of grievances of shareholders, debenture holders and other security holders including complaints related to transfer of shares,

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

During the year, the Company has not received any complaint from the shareholders. As on 31st March, 2015, no transfer was pending. The Board has delegated the powers to approve transfer of securities allotted by the Company to this Committee.

The Committee is headed by Mr. S.C. Aythora, Non-Executive Director and consists of the members as stated below. During the year ended on 31st March, 2015, Four meetings were held on 15th September, 2014, 15th February, 2015, 15th February, 2015, 15th March, 2015.

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 2014-15	
		Held	Attended
Mr. S.C. Aythora	Chairman -Non-Executive Director	4	4
Mr. K.N. Kutty	Independent Director	4	4
Mr. B.K. Shriya	Executive Director	4	1

IV. GENERAL BODY MEETINGS:

(a.) Annual General Meeting:

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

Year	AGM	Location	Date	Time	Any Special Resolution
2013-14	AGM	Borivali Medical Brother Hood, Doctor House 51st Tps Road, Mumbai-400092.	29/09/2014	11.00 A.M.	Nil
2012-13	AGM	714, Raheja Chambers, 213, Nariman Point, Mumbai – 400 021	30/09/2013	11.00 A.M.	Nil
2011-12	AGM	Borivali Medical Brother Hood, Doctor House 51st Tps Road, Mumbai-400092.	29/09/2012	11.00 A.M.	Nil

(b.) Extra Ordinary General Meeting:

No Extra Ordinary General Meeting of the members was held during the year 2014-15.

(a) Postal Ballot:

During the year under review, no resolution was passed through postal ballot.

8. 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.
- 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 complied with all the mandatory requirements of the Corporate Governance.

9. 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 "Jantecha Mahanayak" (Marathi) & "Financial Express" (English). The Company also sends the financial results to the Stock Exchanges (BSE Limited) immediately after its approval by the Board. 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	28th September, 2015
Time	10.30 A.M.
Venue	Borivali Medical Brother Hood, Doctor House 51st Tph Road, Mumbai-400092

ii. Financial year Calender (Tentative):

The Company follows the period of 1st April to 31st March, as the Financial Year. Tentative Financial calendar for the financial year 2015-16 is as under:

Financial Reporting for the Financial Year 2015-16	Tentative month of reporting
Un-audited Financial Results for the quarter ending 30th June, 2015	On or before 14th August, 2015
Un-audited Financial Results for the half year ending 30th September, 2015	On or before 14th November, 2015
Un-audited Financial Results for the quarter ending 31st December, 2015	On before 15th February, 2016
Audited Financial Results for the year ending 31st March, 2016	On or before 30th May, 2016

iii. Book Closure:

The Register of Members and Share Transfer Books will remain closed from 19th September, 2015 to Saturday, 28th September, 2015 (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 financial year 2014-2015 has been paid to the BSE Limited, Mumbai.

vi. Stock Code:

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

(ii) ISIN – INE598F01014

ix. Registrar & Transfer Agent:

26. Alankit Assignments Limited., 205-208 anarkali Complex, Jhandewalan Extension , New Delhi Tel.No.022-40430200, Fax No. 022-28475207, Mail Id: info@alankit.com

x. 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 /rematerlisation of shares are processed by R&T Agent within 15 days.

- xi. Shareholding as on March 31, 2015:
a. Shareholding Pattern as on 31.03.2015

Range in rupees	No. of Shareholders	% of Total Holders	Share Amount in Rs.	% of Total
Upto 5000	58	56.863	60700	0.773
5001 to 10000	7	6.863	57000	0.726
10001 to 20000	9	8.824	135300	1.722
20001 to 30000	2	1.961	54000	0.687
30001 to 40000	5	4.902	182000	2.317
40001 to 50000	0	0	0	0
50001 to 100000	10	9.804	652000	8.299
100001 and above	11	10.784	6715000	85.476
TOTAL	102	100	7856000	100.0000

- b. Shareholding pattern as on 31st March, 2015

The shareholding of different categories of the shareholders as on 31st March, 2015 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
TOTAL	785600	100

- xii. De-materialisation of Shares

Trading in Equity Shares of the Company is permitted in dematerialized form with effect from 29th January 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on 31st March 2015, 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.

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

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on 31st March, 2015, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

- xiv. Plant Locations:

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

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 Board of Directors of the Company, at its meeting held on 30th May, 2015, has approved and 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 shall be governed by this code.

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Whole Time Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Mumbai: Mumbai
Date : 2nd September, 2015

S.C. Aythora
Director
DIN: 00085407

DIRECTORS' REPORT

To

The Members of

Gold Rock Investment Ltd.

Your Directors have pleasure in presenting the Annual Report together with audited financial statement for the financial year ended 31st March, 2015. This Board Report pertains to Financial Year that commenced from April 01, 2014. The contents herein are governed by the relevant provisions/ sections/ rules of Companies Act, 2013 and clauses of new amended Listing Agreement effective from 1st October, 2014.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2015 is summarized below:

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2015
	Standalone		Consolidated
Total Revenue	2,41,94,673	5,13,39,827	2,50,64,824
Total Expenditure	73,53,826	1,01,01,233	87,53,929
Profit/(Loss) Before Tax	1,68,40,847	4,12,38,594	1,63,10,895
Provision for Tax	-	-	-
-Current Tax	4,31,200	5,20,732	4,61,200
-Deferred Tax	NIL	NIL	NIL
-MAT Credit	-	-	NIL
-Prior Period Taxes	(640)	NIL	13,396
Profit/(Loss)for the Year	1,64,10,287	4,07,17,862	1,59,20,807
Earnings Per Equity Share:			
(1) Basic	20.89	51.83	20.27
(2) Diluted	20.89	51.83	20.27

PERFORMANCE REVIEW

On standalone basis, your Company earned the total revenue of Rs. 2,41,94,673/- as against Rs. 5,13,39,827/- in the previous year. The total expenditure during the year under review was Rs. 73,53,826/- as against Rs. 1,01,01,233/- in the previous year. The Net Profit after tax was Rs. 1,64,10,287/- as against Rs. 4,07,17,862/- in the previous year.

On consolidated basis, your Company earned the total revenue of Rs. 2,50,64,824. The total expenditure during the year under review was Rs. 87,53,929. The Net Profit after tax was Rs. 1,59,20,807.

DIVIDEND

The Board does not recommend any dividend for the financial year ended 31st March, 2015.

MANAGEMENT DISCUSSION & ANALYSIS

This report covers the operations and financial performance of the Company for the year ended 31st March 2015 along with future outlook and forms part of the Directors Report.

OVERVIEW

The financial statements 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. Our Management accepts responsibility for the integrity and objectivity of these financial 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 Indian economy in 2014 –15 has emerged as one of the largest economies with a promising economic outlook on the back of controlled inflation, higher growth, stable currency, huge foreign inflows, rise in domestic demand, increase in investments, decline in oil prices and reforms among others. India is set to become the world's fastest-growing major economy by 2016 ahead of China. The Indian economy grew at 7.3 per cent in 2014-15 due to improvement in the performance of both services as well as manufacturing sectors.

NBFC SECTOR

NBFCs have been regarded as important financial intermediaries particularly for the small-scale and retail sectors. There are two broad categories of NBFCs based on whether they accept public deposits, namely deposit taking NBFCs (NBFC-D) and non-deposit taking NBFCs (NBFC-ND). They play a very important role both from the macroeconomic perspective and the structure of the Indian financial system. NBFCs are emerging as an alternative to mainstream banking. Besides, they are also emerging as an integral part of Indian Financial System and have commendable contributions towards Government's agenda of financial Inclusion. They have been to some extent successful in filling the gap in offering credit to retail customers in underserved and unbanked areas.

Due to subdued economic growth, last two years, have been challenging period for the NBFCs with moderation in rate of asset growth, rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalisation levels and conservative liquidity management, continues to provide comfort to the credit profile of NBFCs in spite of impact on profitability.

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 expected thrust to investment in the infrastructure projects and stable government at the center, with easing of Crude oil prices the Indian economy and capital market in particular is expected to perform well as is visible in the current rally on the stock markets which has taken the markets to all time high levels. This should present your Company with more opportunities in the area of.

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

Threats:

- Attraction and retention of human capital
- increased competition from local and global players operating in India
- Regulatory changes
- Volatile Economic Environment in Europe & Slowing down in China

ADEQUACY OF INTERNAL CONTROLS

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

CAUTIONARY STATEMENT

Management discussion and analysis report contains Statements which are forward looking based on various 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.

Corporate Governance

As required under Clause 49(X) of the Listing Agreement, a detailed Report on Corporate Governance forms part of the Annual Report. A certificate from the Auditors of your Company regarding compliance of the conditions of Corporate Governance as stipulated in Clause 49(XI) of the Listing Agreement is attached to Annual Report. The Directors of the Company have given necessary Certificate in terms of Clause 49 (IX) of the Listing Agreement for the financial year ended 31st March, 2015.

Audit Committee

The Board of Directors had already formed an Audit Committee with a composition as specified in the Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The details of Audit Committee are specified in Corporate Governance Report. The Board has accepted recommendations of the Committee on various matters.

Directorate

Mr. B.K. Shriya (DIN: 00239612), Director of the Company whose office is liable to retire by rotation and being eligible, offers himself for re-appointment as a Director of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Smriti Mukherjee (DIN: 07145636) was appointed as Additional Director (Independent) in the Board meeting held on 31.03.2015 who will hold the office until the conclusion of the ensuing Annual General Meeting. The Company has received requisite notice in writing from member proposing Mrs. Smriti Mukherjee for appointment as an Independent Director.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Girish Chaurasia (DIN: 07024849) was appointed as Additional Director (Independent) in the Board meeting held on 13.02.2015 who will hold the office until the conclusion of the ensuing Annual General Meeting. The Company has received requisite notice in writing from member proposing Mr. Girish Chaurasia for appointment as an Independent Director.

During the year under review, Mr. G. L. Srivastava (DIN: 00085485) has resigned from the Board of Directors on 30th June, 2015.

All the Independent Directors have submitted their declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

Whole Time Key Managerial Personnel (KMP)

In pursuance of the compliance of Section 203 of the Companies Act, 2013 the following persons have been designated as Whole Time Key Managerial Personnel of the Company:-

1. Shri B.K. Shriya -- Director
2. Shri R.D. Mehta Company Secretary & CFO w.e.f. 13/08/2015.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

- b) That we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the losses of the Company for that period;
- c) That we have taken proper and sufficient care 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) That we have prepared the annual accounts on a going concern basis;
- e) That we have laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) That we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Related Party Disclosure

Particulars of contracts or arrangements with Related Party referred in Section 188 (1) of the Companies Act, 2013 in prescribed form AOC-2 is attached as Annexure 'A' with this Board Report. As required under Clause 49, the Company has formulated a policy for dealing with Related Party Transactions.

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the required extract of Annual Return in prescribed form MGT-9 is attached as Annexure "B" with this Board Report.

Particulars of Loan, guarantees or investments

The details of Loans, Guarantee, Investments made during the year by the Company under Section 186 of the Companies Act, 2013 is given in details provided under related party.

Material changes and commitments: No material Changes or commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relates and the date of the report.

Risk Management Policy: The Company evaluates its internal financial controls and risk management systems via Audit Committee of the Board which meets quarterly and submits its report to the Board.

Annual Evaluation

The Board of Directors has carried out the Annual Performance Evaluation of its own, its Committees based on Performance Evaluation Report submitted by each committee and individual Directors base on the Performance Evaluation Report submitted by the Nomination & Remuneration Committee as per 'Performance Evaluation Policy' of the Company.

Number of Board Meetings: The details of the number of meetings of the Board held during the Financial Year 2014-15 forms part of the Corporate Governance Report.

Corporate Social Responsibility: The provision related to Corporate Social Responsibility under the Companies Act, 2013 is not applicable to the Company in view of losses.

Details of Committees: The detail of Committees of the Board forms part of Corporate Governance Report.

Whistle Blower Policy

The Company has a Whistle Blower Policy including vigil mechanism to report genuine concerns of grievances, providing direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.

Internal Financial Control: The Company has in place adequate internal financial controls with reference to Financial Statements.

Subsidiary/Associate Companies: As on March 31, 2015, your Company had Four (4) wholly owned subsidiaries viz., (1) Blue Point Leasing Limited, (2) Gold Rock Metals Limited (3) Sugata Investments Limited, (4) Gold Rock World Trade Limited

Out of which subsidiary stated at 5 & 6 have ceased to be subsidiary of the company during the year. During the year M/s. Seattle Online Private Limited become subsidiary of the company in terms of provisions of Companies Act, 2013.

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.

Deposits: Your Company has not accepted any deposits from public in terms of provisions of Companies Act, 2013.

Statutory Auditor

M/s Khandelwal Jain & Co., Chartered Accountants (Registration No. 105049W) of Mumbai are appointed as Statutory Auditor of the Company for a period of three years in previous Annual General Meeting held on 29.09.2014. The Board proposes to members of the Company to ratify their appointment for the financial year 2015-16, pursuant to the provisions of Section 139 of the Companies Act, 2013, at the ensuing Annual General Meeting of the Company.

In respect of observations made by the Statutory Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory and do not call for any further comments.

Secretarial Auditor

M/s. Taj & Associates, Practicing Company Secretary (ACS. 22534, CP No. 8374) of Mumbai, appointed as Secretarial Auditors of the Company submitted their Secretarial Audit Report, for the Financial Year 2014-15, pursuant to the Section 204 of the Companies Act, 2013 which is being attached herewith as Annexure – 'C'.

No adverse observations are made by the Secretarial Auditors in their Report,

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

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

Stock Exchange Listing

The Equity Shares of the Company are listed on the BSE Limited (BSE), Mumbai, BSE Code (501111)

The Company confirms that it has paid the annual listing fee to BSE.

Depository System

SEBI vide its Circular No. SMDRP/Policy/CIR-01/2000 dated 6th January, 2000 notified that trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 17th January, 2000. Requests received for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. Central Depository Services (India) Limited (CDSL) within the stipulated time. As on 31st March, 2015, 97.76% equity shares of the Company have been dematerialized.

General: The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

No of complaints received: Nil

No of complaints disposed off: Nil

Acknowledgement

Your Directors appreciate the valuable co-operation extended by the Central and State Government authorities for their continued assistance, guidance and support. Your Directors are also grateful to all stake-holders and the general public for their support and confidence reposed in the Management.

By Order of the Board of Directors

S C AYTHORA
Director

Place : Mumbai

Dated : 2nd September, 2015

Form No. AOC-2

(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 companies

Sr. No.	1	2	3	4	5
Name of the subsidiary	Blue Point Leasing Limited	Gold Rock Metals Limited	Sugata Investments Limited	Gold Rock World Trade Limited	Seattle Online Private 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)	Same as holding company (i.e. 1st April to 31st March)
Reporting currency and Exchange rate in the case of foreign subsidiaries.	INR	INR	INR	INR	INR
Share capital	43,16,700	69,46,850	8,40,050	42,40,600	5,95,250
Reserves & surplus	23,95,701	83,13,421	44,45,300	5,60,40,335	1,79,07,975
Total assets	95,00,281	1,56,52,787	1,36,51,434	6,02,98,171	1,86,92,743
Total Liabilities	27,87,880	3,92,516	83,66,084	17,236	1,89,518
Investments	94,83,705	1,55,96,324	1,25,81,308	3,14,02,633	11,18,293
Turnover	16,050	49,966	2,44,241	4,45,023	12,52,771
Profit before taxation	(38,008)	7,787	23,885	(69,736)	(4,58,985)
Provision for current taxation	NIL	NIL	NIL	NIL	30,000
Provision for ended taxation	NIL	NIL	NIL	NIL	14,036
Profit after taxation	(38,008)	7,787	23,885	(69,736)	(5,03,021)
Proposed Dividend	-	-	-	-	-
% of shareholding	100%	56.10%	100%	100%	83.20%
Country	Indian	Indian	Indian	Indian	Indian

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

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

CHIRAG DOSHI
Partner
Memb. No. 119079

S.C. AYTHORA
Director
Din No: 00085407

G.M. CHAURASIA
Director
DIN: 07024849

Place: Mumbai
Date: 02nd September, 2015

ANNEXURE 'A' TO BOARDS' REPORT

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions 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. Gauri Shriya	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	

For and on behalf of the Board of Directors

S C AYTHORA
Director

Place : Mumbai
Dated : 2nd September, 2015

ANNEXURE 'B' TO BOARDS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2015

[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

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	---	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	

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. 01.04.2014				No. of Shares held at the end of the year i.e. 31.03.2015				% 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

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. 1 lakh	69080	17620	86700	11.04	69080	17620	86700	11.04	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	118500	-	118500	15.08	118500	-	118500	15.08	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. 01.04.2014			Shareholding at the end of the year i.e. 31.03.2015			% change In share Holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Balkrishna Shriya Jt. Gauri Shriya	270000	34.37	0.00	270000	34.37	0.00	0.00
2	Gauri Shriya	196000	24.95	0.00	196000	24.95	0.00	0.00
3	Gauri Shriya Jt. Balkrishna Shriya	49000	6.24	0.00	49000	6.24	0.00	0.00
4	Sanjeev Shriya Jt. Balkrishna Shriya	38000	4.84	0.00	38000	4.84	0.00	0.00
5	Vani Shriya Jt. Gauri Shriya Jt. Sanjeev Shriya	8550	1.09	0.00	8550	1.09	0.00	0.00
6	Vidushi Shriya Jt. Gauri Shriya Jt. Balkrishna Shriya	8650	1.1	0.00	8650	1.1	0.00	0.00

(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 01.04.2014 to 31.03.2015			
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 GDRs and ADRs):

Sr. No.	Top Ten Shareholders	Shareholding at the beginning of the year i.e. 01.04.2014		No. of Shares held at the end of the year i.e. 31.03.2015	
		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		Cumulative Shareholding during the year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Mr. Bal Krishna Shriya	01.04.2014	270000	34.37	270000	34.37
		31.03.2015			270000	34.37
2	Mr. Sanjeev Shriya	01.04.2014	38000	4.84	38000	4.84
		31.03.2015			38000	4.84
3	Mr. S.C. Aythora	01.04.2014	120	0.02	120	0.02
		31.03.2015			120	0.02
4	Mr. Girish M. Chaurasia (Appointed on 13th February, 2015)	01.04.2014	60	0.008	60	0.008
		31.03.2015			60	0.008
5	Mr. K. N. Kutty	01.04.2014	NIL	0.00	NIL	0.00
		31.03.2015			NIL	0.00
6	Mrs. Smriti Mukherjee (Appointed on 31st March, 2015)	01.04.2014	NIL	0.00	NIL	0.00
		31.03.2015			NIL	0.00

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2014				
i) Principal Amount	19,41,725	6,55,328	NIL	25,97,053
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	19,41,725	6,55,328	NIL	25,97,053
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
• Addition	24,00,000	1,000	NIL	25,00,000
• Reduction	10,243,80	NIL	NIL	10,24,380
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year 31.03.2015				
i) Principal Amount	33,17,345	6,56,328	NIL	39,73673
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	33,17,345	6,56,328	NIL	39,73673

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Mr. B. K. Shriya (Executive Director)	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL	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
	Total(A)	NIL	NIL
	Ceiling as per the Act	Rs. 30 Lakhs per annum each	

B. Remuneration to other directors:

Particulars of Remuneration	Name of Independent Directors					Total Amount
	Mr. GIRISH CHAURASIA (w.e.f. 13/02/2015)	Mrs. SMRITI MUKHERJEE (w.e.f. 31/03/2015)	Mr. S.C. AYTHORA	Mr. K.N. KUTTY	Mr. G.L. SRIVASTAVA (UP TO 30.06.2014)	
• Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL
• Commission	NIL	NIL	NIL	NIL	NIL	NIL
• Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER /WTD (Amount in Rs. `)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Chief Executive Officer	Company Secretary	Chief Financial Officer	Total (in Rs.)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profi in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission : -as % of profit / -Others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
6	Total	NIL	NIL	NIL	NIL

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, 2015.

ANNEXURE 'C' TO BOARDS' REPORT

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]

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by GOLD ROCK INVESTMENTS LIMITED (Hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during audit period covering the financial year ended 31st March, 2015 ("Audit Period") 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder ;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) During the Audit Period there was no transactions relating to Foreign Direct Investment and Overseas Direct investment and External Commercial Borrowings observed under Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder. (NOT

APPLICABLE TO COMPANY DURING AUDIT PERIOD)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (NOT APPLICABLE TO COMPANY DURING AUDIT PERIOD)
 - d) The Company till the date of Audit Period has not offered Employee Stock Option Scheme and Employee Stock Purchase Scheme under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 notified on 28th October, 2014; (NOT APPLICABLE TO COMPANY DURING AUDIT PERIOD)
 - e) During the audit period the Company has not issued or allotted any debt securities under the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NOT APPLICABLE TO COMPANY DURING AUDIT PERIOD)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, through its RTA " Alankit Assignment Limited" regarding the Companies Act and dealing with client;

- g) During the Audit Period the Company has not applied/delisted any Securities under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (NOT APPLICABLE TO COMPANY DURING AUDIT PERIOD)
- h) During the Audit Period the Company has not bought back any securities under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (NOT APPLICABLE TO COMPANY DURING AUDIT PERIOD)

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

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India (SECRETARIAL STANDARDS ALTHOUGH NOTIFIED ARE NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)
- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

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

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard 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 laws applicable specifically to the Company:

- a) Regulatory Guidelines and Regulations issued by Reserve Bank of India (RBI) to Non-Banking Finance Companies (NBFCs) and rules made thereunder;
- b) SEBI (Mutual Funds) Regulation 1996 is not applicable to company.
- c) Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc. are not applicable since the no. of Employees are below threshold limit.

We further report that

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

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

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

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

We further report that 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: 29/09/2015

ARPITA TANNA
ACS NO. 22534
C.P. 8374

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, 2015, 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis of Qualified Opinion

We draw attention to:

- 1. Note no. 1(iii) of financial statements regarding Dividend Income being accounted for on cash basis. The same is not in line with Accounting standard 9 "Revenue Recognition" 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. 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.*
- 3. Note no. 25 of financial statements relating to the current liabilities pertaining to erstwhile Syscom Corporation division not being restated at the year end exchange rate in accordance with Accounting Standard 11 "The Effects of Changes in Foreign Exchange Rates", issued by the Institute of Chartered Accountants of India. The impact thereof on Profit for the year, liabilities and the reserves of the Company are not ascertainable.*
- 4. Note no. 27 of financial statements, regarding the outstanding balances of some of the borrowings, loans and advances, deposits and trade payables being subject to confirmation from the respective parties and consequential reconciliation/ adjustments arising therefrom, if any. The impact of the same on the profit, assets and liabilities of the Company is not ascertained.*

5. 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.
6. 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.

Qualified Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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 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.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) Except for the effects of the matter described in the Basis of Qualified Opinion paragraph 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 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) 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 30, 2015

ANNEXURE TO THE AUDITORS' REPORT
(Referred to in Paragraph 1 of our report of other Legal and Regulatory
requirement of even date)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
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. 2,35,90,072/- and the year-end balance of loans granted to such parties was Rs. 2,35,90,072/-.
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. 4,76,449/- and the year end balance of loans granted to such parties was Rs. 4,76,449.
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, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to sale of services. The activities of the Company do not involve purchase of inventory, fixed assets and sale of goods. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal controls.
5. The Company has not accepted any deposits from the public 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 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.
(c) No amounts are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder and hence paragraph 3 (vii) clause c of the Order is not applicable.
8. The Company does not have accumulated losses at the end of financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
9. The Company has not borrowed any amounts from banks, financial institutions or by issue of debentures. Accordingly paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanations given to us, the term loans are applied for the purpose for which the loans were obtained.
12. According to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

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

(CHIRAG DOSHI)
PARTNER
Membership No. 119079
Place : Mumbai
Dated : May 30, 2015

Balance Sheet as at March 31, 2015

(Amount in ₹)

	Note No.	As at March 31 2015	As at March 31 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	7,856,000	7,856,000
Reserves and Surplus	3	498,299,302	481,919,500
Non-Current Liabilities			
Long-term Borrowings	4	2,038,791	1,172,581
Current Liabilities			
Short-term Borrowings	5	656,328	655,328
Trade Payables	6	53,371,587	53,371,587
Other Current Liabilities	7	2,000,082	1,353,893
Short-term Provisions	8	758,182	748,022
Total		564,980,272	547,076,911
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	9	34,248,807	32,806,612
Non-current Investments	10	312,368,073	205,516,370
Long-term Loans and Advances	11	15,724,127	13,368,177
Other Non-current Assets	12	186,130	39,872,940
Current Assets			
Current Investments	13	15,100,000	111,097,371
Cash and Bank Balances	14	81,434,603	40,421,375
Short-term Loans and Advances	15	105,918,532	103,994,066
Total		564,980,272	547,076,911
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)

S.C. Aythora
Director

G. M. Chaurasia
Director

Place : Mumbai
Date : May 30, 2015

GOLD ROCK INVESTMENTS LIMITED

Statement of Profit & Loss for the year ended March 31, 2015

(Amount in ₹)

	Note No.	As at March 31 2015	As at March 31 2014
INCOME			
Revenue from Operations	16	24,194,673	51,339,827
Total Revenue		24,194,673	51,339,827
EXPENDITURE			
Depreciation and Amortization Expense	9	1,956,953	1,520,243
Employee Benefit Expenses	17	919,754	1,170,980
Finance Costs	18	339,385	266,861
Other Expenses	19	4,137,734	7,143,149
Total Expenses		7,353,826	10,101,233
Profit Before Tax		16,840,847	41,238,594
Tax Expenses:			
Current tax ²⁰		431,200	520,732
Taxation of Earlier Years		(640)	-
Profit for the year		16,410,287	40,717,862
Earnings per Equity Share:	21		
(Nominal Value of Rs.10/- each)			
Basic		20.89	51.83
Diluted		20.89	51.83
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)

S.C. Aythora
Director

G. M. Chaurasia
Director

Place : Mumbai
Date : May 30, 2015

Cash Flow Statement for the year ended March 31, 2015

(Amount in ₹)

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
A. Cash flow from Operating Activities		
Net Profit / (Loss) before Tax as per statement of Profit & Loss	16,840,847	41,238,594
Adjustments for:		
Depreciation	1,956,953	1,520,243
Dividend Income	(7,855,058)	(1,673,512)
Interest Paid	339,385	266,861
Loss/(Profit) on Sale of Investments	(7,651,465)	(42,479,530)
Loss/(Profit) on Sale of Fixed Assets	148,017	-
Provision for Diminution in the value of Investments	-	2,400,000
Operating Profit before Working Capital Changes	3,778,679	1,272,656
Adjusted for:		
Increase/(Decrease) in Other Current Liabilities	136,779	96,428
Cash Generated from Operations	3,915,458	1,369,084
Wealth Tax Paid	(416,700)	(201,360)
Income Tax Paid	(2,359,650)	(8,535,223)
Net Cash Generated from Operations	1,139,108	(7,367,499)
B. Cash flow from Investing Activities		
(Purchase) / Sale of Investments (Net)	(3,202,867)	129,287,694
Movement of Loans and Advances	(1,924,466)	(53,252,591)
Fixed Deposit	39,686,810	(39,711,931)
(Purchase) / Sale of Fixed Assets	(3,577,650)	-
Dividend Received	7,855,058	1,673,512
Net Cash used in Investing Activities:	38,836,885	37,996,684
C. Cash flow from Financing Activities		
Long-term Borrowings	1,375,620	(769,145)
Short-term Borrowings	1,000	(548,873)
Interest Paid	(339,385)	(266,861)
Net Cash Flow from Financing Activities	1,037,235	(1,584,879)
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	41,013,228	29,044,306
Cash and Cash Equivalents at the beginning of the year	40,421,375	11,377,069
Cash and Cash Equivalents at the end of the year	81,434,603	40,421,375
Components of Cash and Cash Equivalents		
Cash on Hand	45,694	45,694
Current Account	11,688,909	575,681
	11,734,603	621,375
Add: Bank deposit within 12 months maturity	69,700,000	39,800,000
Cash & Bank Balance as per Balance Sheet	81,434,603	40,421,375

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)

S.C. Aythora
Director

G.M. Chaurasia
Director

Place : Mumbai

Date : May 30, 2015

Notes on financial statements for the year ended March 31, 2015

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 for on accrual basis.

Dividend is accounted for on receipt basis.

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 separately under the respective heads.

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, 2015

2. Share Capital

Particulars	As at March 31 2015	As at March 31 2014
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 2015		As at March 31 2014	
	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 2015		As at March 31 2014	
	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 2015	As at March 31 2014
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	27,564,860	19,421,288
Add: Transfer from Statement of Profit & Loss	3,282,057	8,143,572
Closing Balance	30,846,917	27,564,860
Surplus in Statement of Profit & Loss		
Opening balance	83,932,908	51,358,618
Add: Net Profit for the year	16,410,287	40,717,862
Less: Depreciation as per schedule II of Companies Act, 2013	(30,485)	-
Less: Transfer to NBFC Statutory Reserves	(3,282,057)	(8,143,572)
Closing Balance	97,030,653	83,932,908
Total	498,299,302	481,919,500

4. Long-term Borrowings

Particulars	As at March 31 2015	As at March 31 2014
Secured		
Vehicle Loans from HDFC Bank-Mercedes (Payable Rs. 3,10,139/- in FY 2016-17)	310,139	1,172,581
Vehicle Loans from HDFC Bank-Audi (Payable Rs. 4,59,731/- in FY 2016-17, Rs. 5,07,922/- in FY 2017-18, Rs. 5,61,165/- in FY 2018-19 & Rs. 1,99,834/- in FY 2019-20)	1,728,652	-
Total	2,038,791	1,172,581

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 2015	As at March 31 2014
Unsecured		
Loans from Related Parties (Refer Note 22)		
Gold Rock World Trade Limited (Subsidiary Company)	476,449	475,449
Loans from Others		
Suryodaya Investment & Trading Co. Ltd.	179,879	179,879
Total	656,328	655,328

6. Trade Payables

Particulars	As at March 31 2015	As at March 31 2014
Micro, Small and Medium Enterprises Others- (Refer Note 26)	-	-
Total	53,371,587	53,371,587

6.1 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 2015	As at March 31 2014
Current Maturities of Long Term Borrowings	1,278,554	769,144
Expenses Payable	721,528	584,549
TDS & Professional Tax Payable	-	200
Total	2,000,082	1,353,893

8. Short Term Provisions

Particulars	As at March 31 2015	As at March 31 2014
Provision for Wealth Tax (Net)	758,182	748,022
Total	758,182	748,022

9. Fixed Assets

Particulars	Gross Block				Depreciation				Net Block		
	As on April 1, 2014	During the year		As on March 31, 2015	Upto April 1, 2014	Depreciation for the year	Depreciation on deletions/sale	Depreciation Adjustment	Upto March 31, 2015	As on March 31, 2015	As on March 31, 2014
		Additions	Deletions									Adjustment
Tangible Assets											
Own Assets											
Air Conditioners	60,500	-	7,000	53,500	33,265	2,620	-	6,986	28,899	24,601	27,235
Computer	157,970	23,550	157,970	23,550	150,125	8,762	-	150,125	8,762	14,788	7,845
Furniture Fixture	562,855	981,000	3,000	1,540,855	289,854	160,310	-	2,987	447,177	1,093,678	273,001
Motor Car	7,792,364	2,773,100	1,441,189	9,124,275	5,025,492	1,262,948	1,093,172	-	5,195,268	3,929,007	2,766,872
Office Equipment	174,630	-	55,750	118,880	78,960	43,754	-	33,137	89,577	29,303	95,670
Submersible Pump	18,864	-	-	18,864	11,038	859	-	-	11,897	6,967	7,826
Assets under lease											
Leasehold Land	32,518,500	-	-	32,518,500	2,890,337	477,700	-	-	3,368,037	29,150,463	29,628,163
Total	41,285,683	3,777,650	223,720	43,398,424	8,479,071	1,956,953	1,093,172	193,235	9,149,617	34,248,807	32,806,612
Previous Year	41,285,683	-	-	41,285,683	6,958,828	1,520,243	-	-	8,479,071	32,806,612	34,326,855

Pursuant to the guidelines under schedule II of the Companies, 2013, the carrying amount of fixed assets as on 1st April 2014, has been depreciated over the remaining revised useful life of the fixed assets. As a result, the depreciation charge for the period is higher by Rs. 1,17,06,71/- and profit for the period is lower to the said extent. Further, based on the transitional provision provided in note 7 (b) of the Schedule II fixed assets whose useful life has already been completed as on 1st April, 2014, the carrying value of those fixed assets amounting to Rs. 30,48,51/- have been debited to Reserves & Surplus.

10. Non-current Investments

Sr. No	Particulars	Extent of Holding		Face Value	No. of Shares		Amount	
		As at 31.03.2015	As at 31.03.2014		As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
	Non Trade							
[I]	Equity Shares (Quoted)			10	20,000	20,000	200,000	200,000
1	Alon Scott Ind. Ltd.			1	1,000	1,000	299,405	299,405
2	Asian Paints Ltd.			10	1,000	1,000	1,296,869	1,296,869
3	Bajaj Auto Ltd.			10	1,500	1,500	570,120	570,120
4	Bajaj Finserv Ltd.			10	1,250	1,250	34,979	34,979
5	Baroda Rayon Corpn. Ltd.			10	1,000	1,000	322,674	322,674
6	Cairn India Ltd.			10	150	150	1,000	1,000
7	Can Bonus			10	2,500	2,500	628,681	628,681
8	Coal India Ltd.			2	10,000	10,000	513,808	513,808
9	Federal Bank			10	2,500	2,500	6,009,677	6,009,677
10	GlaxoSmithkLine Pharmaceuticals Ltd.			10	43	43	609	609
11	Haryana Petrochem Inds.			1	17,500	17,500	5,557,682	5,557,682
12	Hindustan Unilever Ltd.			10	3,000	3,000	243,045	243,045
13	IDEA Cellular Ltd.			10	20,000	-	3,410,685	-
14	IDFC Ltd.			5	1,000	500	867,394	867,394
15	Infosys Ltd.			1	92,000	70,000	14,267,092	6,798,573
16	ITC Ltd.			10	2,000	2,000	20,000	20,000
17	John Meyer Granics Ltd.			10	100	100	1,403	1,403
18	Kera Syntex Ltd.			10	2,500,598	2,500,598	46,255,577	46,255,577
19	LML Ltd. (Refer Note- 28)			2	4,500	4,500	3,202,144	3,202,144
20	Larsen & Tubro Ltd.			5	-	6,000	-	433,816
21	Man Industries Ltd.			10	5,500	5,500	7,315,910	7,315,910
22	Maruti Suzuki Ltd.			10	1,552	1,552	18,346	18,346
23	Prestige HM Polycontainers Ltd.			10	2,000	-	1,725,606	-
24	Reliance Industries Ltd.			10	50	50	1,833	1,833
25	Schenechandy Beck (I) Ltd.			10	1	1	204	204
26	Shree Synthetics Ltd.			2	2,500	2,500	535,326	535,326
27	Tata Motors Ltd.			1	5,000	5,000	226,163	226,163
28	The Indian Hotels Co. Ltd.			5	3,576	894	539,362	539,362
29	Tech Mahindra Ltd.			1	11,000	11,000	667,094	667,094
30	Titan Industries			10	6,484	6,484	3,695,784	3,695,784
31	Trent Ltd.			10	100	100	5,000	5,000
32	Tristar Soya Products Ltd.			10	170	170	3,466	3,466
33	Weston Electronics						98,436,938	86,265,944
	Total (A)							
[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 Agrotech Ltd.	-	100.00	10	-	1,670	-	16,700
3	Gold Rock Metals Ltd.	56.10	100.00	10	389,685	389,685	3,896,850	3,896,850
4	Gold Rock World Trade Ltd.	100.00	100.00	10	424,060	424,060	4,240,600	4,240,600
5	Sugata Investments Ltd.	100.00	100.00	10	84,005	84,005	840,050	840,050
6	Tridhar Finance & Trading Ltd.	-	100.00	10	-	10,000	-	100,000
	Total (B)						9,494,200	9,610,900
[III]	Equity Shares (Unquoted)							
1	S. S. Synthtics			10	10,000	10,000	100,000	100,000
2	Gold Rock Agrotech Ltd.			10	1,670	-	16,700	-
3	Tridhar Finance & Trading Ltd.			10	10,000	-	100,000	-
	Total (C)						216,700	100,000

GOLD ROCK INVESTMENTS LIMITED

Sr. No	Particulars	Extent of Holding		Face Value	No. of Shares		Amount	
		As at 31.03.2015	As at 31.03.2014		As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
[IV] Preference Shares of Subsidiaries (Unquoted)								
1	Blue Point Leasing Ltd.	100.00	100.00	100.00	38,000	38,000	3,800,000	3,800,000
2	Tridhar Finance & Trading Ltd.	-	100.00	10.00	-	240,000	-	2,400,000
	Total (D)						3,800,000	6,200,000
[V] Preference Shares Others (Unquoted)								
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
[VI] Debentures and Bonds (Quoted)								
1	The Indian Hotels Co. Ltd. -CCD				1,935	-	106,425	-
	Total (F)						106,425	-
[VII] Debentures and Bonds (Unquoted)								
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
[VIII] Mutual Funds (Quoted)								
2	BSL FMP Series ED-Grwoth			10	-	250,000	-	2,500,000
3	BSL FTP S-HJ-1106 Days			10	750,000	-	7,500,000	-
4	DSP BR FTP S-33 24M Reg-G-01.02.2015			10	-	400,000	-	4,000,000
5	DSP BR FMP S-104-12M			10	1,000,000	-	10,000,000	-
6	DSP BR FMP S-105-12M			10	500,000	-	5,000,000	-
7	Gold Bees Bench Mark				-	250	-	396,735
8	HDFC Gold Exchange Trade Fund				-	2,776	-	4,997,713
9	ICICI FMP Series 72- 823D Plan H Cumulative			10	850,000	850,000	8,500,000	8,500,000
10	IDFC FMP S-24-Reg-Growth			10	500,000	-	5,000,000	-
11	IDFC FMP S-25-Reg-Growth			10	400,000	-	4,000,000	-
12	IDFC FMP S-51-Reg-Growth			10	-	500,000	-	5,000,000
13	IDFC Super Saver Income Fund-Medium Term Plan-G			10	220,129	-	5,000,000	-
14	IVY Cap Ventures Trust Fund -1			100000	80	40	8,000,000	4,000,000
15	Kotak Balance Growth			10	1,585,358	-	29,188,017	-
16	Kotak Equity Saving Fund			10	961,276	-	10,056,658	-
17	Kotak Floater LT- Daily Dividend			10	-	49,682	-	500,782
18	Kotak Gold Unit			10	-	250	-	395,542
19	Kotak FMP S-105 Growth			10	990,000	-	9,900,000	-
20	Kotak FMP S-106 Growth			10	500,000	-	5,000,000	-
21	Kotak FMP S-110 Growth			10	1,137,963	-	11,379,631	-
22	Kotak FMP S-135 Growth			10	-	410,000	-	4,100,000
23	Kotak Hybrid FTP S-2 Growth			10	250,000	250,000	2,500,000	2,500,000
24	Kotak Income Opp Fund			10	-	786,573	-	10,000,000
25	Kotak Medium Term Plan			10	3,982,102	750,000	41,000,000	7,500,000
26	Reliance Gold Unit				-	304	-	469,302
27	Reliance Fixed Horizon Fund X-S-3			10	500,000	500,000	5,000,000	5,000,000
28	Reliance Regular Saving Fund -Debt Plan -G			10	559,151	528,621	10,000,000	8,423,949
29	Sunderam Capital Projection Fund S-3 G			10	-	250,000	-	2,500,000
	Tata FMP Series -46 Plan A			10	-	200,000	-	2,000,000
	Templeton India Income Opp Fund-G			10	-	369,418	-	5,000,000
	Mile Stone Domestic Scheme (Formaly Known as India Real Opportunity Venture Capital Fund)			1000	2,918	8,024	2,918,000	8,024,000
	Total (H)						179,942,306	85,808,022
[IX] Others								
1	Diamond						9,234,733	9,234,733
2	Gold Ginnes						495,000	495,000
3	Silver Box				75	75	72,000	72,000
4	Investment in Painting						752,500	312,500
	Total (E)						10,554,233	10,114,233
	Grand Total (A+B+C+D+E+F+G+H+I)						315,054,902	208,203,199
	Less : Diminution in the value of Investments						2,686,829	2,686,829
	Grand Total						312,368,073	205,516,370

Aggregate Cost of Quoted Investments	278,485,669	172,073,966
Aggregate Cost of Unquoted Investments	36,569,233	36,129,233
Aggregate Market Value of Quoted Investments	328,868,354	188,130,577

11. Long-term loans and advances

Particulars	As at March 31 2015	As at March 31 2014
Unsecured, Considered Good		
Security Deposit (Sanjeev Shriya) - Related Party (Refer Note 22)	2,500,000	2,500,000
Income Tax (Net)	13,164,877	10,808,927
Fringe Benefit Tax (Net)	59,250	59,250
Total	15,724,127	13,368,177

12. Other Non-current assets

Particulars	As at March 31 2015	As at March 31 2014
Other bank balance		
Bank deposit more than 12 months maturity	186,130	39,872,940
Total	186,130	39,872,940

13. Current Investments

Sr. No	Particulars	Face Value	No. of Units		Amount	
			As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
	Non Trade - Quoted					
	Mutual Funds					
1	BSL FTP S-HJ-1106 Days	10	-	750,000	-	7,500,000
2	DSP BR FTP S-33 24M Reg-G-01.02.2015	10	400,000	-	4,000,000	-
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 Prudential FMP Series 61-27 mts	10	-	250,000	-	2,500,000
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-40-Reg-Growth	10	-	400,000	-	4,000,000
9	IDFC FMP S-51-Reg-Growth	10	500,000	-	5,000,000	-
10	Kotak FMP S-105 Growth	10	-	990,000	-	9,900,000
11	Kotak FMP S-106 Growth	10	-	500,000	-	5,000,000
12	Kotak FMP S-110 Growth	10	-	2,500,000	-	25,000,000
13	Kotak FMP S-112 Growth	10	-	120,000	-	1,200,000
14	Kotak FMP S-122 Growth	10	-	1,900,000	-	19,000,000
15	Kotak FMP S-135 Growth	10	410,000	-	4,100,000	-
16	LIC Nomura FMP S - 71	10	-	500,000	-	5,000,000
17	Tata FMP Series -45 Plan A	10	-	500,000	-	5,000,000
18	Tata FMP Series -45 Plan C	10	-	299,737	-	2,997,371
19	Tata FMP Series -46 Plan A		200,000	-	2,000,000	-
	Total				15,100,000	111,097,371

Aggregate Cost of Unquoted Investments	-	-
Aggregate Cost of Quoted Investments	15,100,000	111,097,371
Aggregate Market Value of Quoted Investments	16,884,903	117,842,829

14. Cash and Bank Balances

Particulars	As at March 31 2015	As at March 31 2014
Cash and Cash Equivalents		
Balances with banks in Current Account	11,688,909	575,681
Cash on hand	45,694	45,694
Other bank balance		
Bank deposit within 12 months maturity	69,700,000	39,800,000
Total	81,434,603	40,421,375

15. Short term Loans & Advances

Particulars	As at March 31 2015	As at March 31 2014
Unsecured, Considered Good		
Loans & Advances to Related Parties (Refer Note 22)		
Blue Point Leasing Limited - Subsidiary	2,665,000	2,665,000
Gold Rock Metals Limited - Subsidiary	290,000	290,000
Sugata Investments Limited - Subsidiary	4,525,000	4,725,000
Gold Rock Agrotech Ltd.-Parent of Subsidiary	610,000	610,000
Picanova Investments Private Limited	8,111,961	9,162,971
Splendour Trade Place Private limited	520,000	520,000
Tridhar Finance & Trading Ltd.	1,325,000	1,325,000
Vihaan Infrsystems India Ltd.	5,543,111	5,534,183
Loans & Advances to Others	73,000,424	73,000,524
Security Deposits	20,314	20,314
Prepaid Insurance	46,100	35,103
Interest accrued but not due	7,200,991	3,473,713
Advances recoverable in cash or in kind or for the value to be received	2,060,631	2,632,258
Total	105,918,532	103,994,066

16. Revenue from Operations

Particulars	for the year ended March 31, 2015	for the year ended March 31, 2014
Profit/(Loss) on Sale of Investment (Net)	7,651,465	42,452,530
Dividend Income	7,855,058	1,673,512
Interest Income:		
On Fixed Deposit (TDS Rs. 840318/- PY Rs. 458678/-)	8,416,369	4,598,707
On Milestone Domestic Fund 28,458	2,349,633	
Interest Income from Others (TDS Rs.24332/- PY. 26545/-)	243,323	265,445
Total	24,194,673	51,339,827

17. Employee Benefit Expenses

Particulars	for the year ended March 31, 2015	for the year ended March 31, 2014
Salaries & Wages	893,000	1,138,000
Staff Welfare Expenses	26,754	32,980
Total	919,754	1,170,980

18. Financial Cost

Particulars	for the year ended March 31, 2015	for the year ended March 31, 2014
Interest Expense	336,460	266,861
Interest on late payment of TDS	2,925	-
Total	339,385	266,861

19. Other Expenses

Particulars	for the year ended March 31, 2015	for the year ended March 31, 2014
Payment to Auditor		
Statutory Audit Fees	28,652	28,652
Advertisement Expns	46,853	45,163
AGM Expns	15,736	-
Bank Charges	1,480	21,147
Brokerage Expenses	-	587,768
Business Promotion	-	22,880
Conveyance	30,020	26,783
Demat Charges	7,940	40,068
Electricity & Water Expns	44,372	137,586
Fees, Rates & Taxes	169,122	56,672
(Prior Period Expn 6000, P.Y. Nil)		
Festival Expenses	-	15,000
Insurance Charges	121,978	102,850
Miscellaneous Expenses	14,633	48,395
Motor Car Expenses	140,071	286,855
Office Expenses	25,340	12,321
Postage, Courier & Telegram	30,684	24,879
Printing & Stationery	23,696	14,536
Legal & Professional Fees	881,536	872,635
Loss on Sale of Fixed Assets	148,017	-
Rent	1,929,367	1,921,168
Repair & Maintanace - Office, Car	166,101	112,079
STT on Investment	13,360	23,235
Telephone, Fax and Paper Charges	64,211	77,962
Travelling Expenses	234,565	264,514
Provision for Diminution in value of Investments	-	2,400,000
Total	4,137,734	7,143,149

20. Current Year Tax

Particulars	for the year ended March 31, 2015	for the year ended March 31, 2014
Income Tax	1,720,000	8,500,000
Less: Mat Credit Entitlement	(1,716,300)	(8,396,268)
Wealth Tax	427,500	417,000
Total	431,200	520,732

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

22. Earning Per Share:

Particulars		Year Ended 31.03.2015	Year Ended 31.03.2014
Net Profit after tax attributable to Shareholders	(Rs.)	16410287	40717862
Weighted Average No. of Equity Shares	(Nos.)	785600	785600
Basic / diluted earning per share	(Rs.)	20.89	51.83

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
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 Infrasystems 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)	- (-)	- (-)	2665000 (2665000)
2.	Gold Rock Metals Limited	290000 (290000)	- (-)	- (-)	290000 (290000)
3.	Sugata Investments Limited	4725000 (3425000)	- (3000000)	200000 (1700000)	4525000 (4725000)

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.	4662971 (4424071)	5346844 (238900)	1897854 (-)	8111961 (4662971)
2.	Splendour Trade Place Pvt Ltd.	520000 (520000)	- (-)	- (-)	520000 (520000)
3.	Vihaan Infrsystems India Ltd.	5534184 (-)	2190485 (5601127)	2181558 (66943)	5543111 (5534184)
4.	Tridhar Finance & Trading Limited	1325000 (1325000)	- (-)	- (-)	1325000 (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)	- (-)	- (-)	610000 (610000)

Short-term Borrowings

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.	Vihaan Infrsystems India Ltd.	- (398873)	- (-)	- (-)	- (398873)

Salary Paid to Gauri Shriya- Rs. 360000/- (P.Y. Rs. 432000/-)

Rent paid to B.K. Shriya- Rs. 429367/- (P.Y. Rs. 421168/-)

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.

23. The Company operates only in one segment i.e. Investment & Finance Activities and therefore no separate segment wise details required by Accounting Standard 17 "Segment Reporting" issued by Institute of Chartered Accountants of India is disclosed.
24. In the opinion of the Board, the realizable value of Current Assets, Loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liability is adequate and not in excess of the amount reasonably required.
25. Contingent Liabilities & Commitments (to the extent not provided for):-
 - (a) 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. 44475566/- (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)	108,418,532
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	15,100,000
	(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)	-

4	Long Term Investments :	(Amount Rs.)
1.	Quoted :	
	(i) Shares : (a) Equity	98150109
	(b) Preference	-
	(ii) Debentures and Bonds	106425
	(iii) Units of mutual funds	179942306
	(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		
	Category	Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	-	7480000	7480000
	(b) Companies in the same group	-	16110072	16110072
	(c) Other related parties	-	-	-
	2. Other than related parties	-	82328560	82328560
	Total	-	105918632	105918632

6	Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted):	Market Value / Breakup or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	13294200	13294200
	(b) Companies in the same group	12515580	10032550
	(c) Other related parties	-	-
	2. Other than related parties	293790619	346064632
	Total	319600669	369391382

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)

S.C. Aythora
 Director

G. M. Chaurasia
 Director

Place : Mumbai
 Date : May 30, 2015

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, 2015, 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(iii) of financial statements regarding Dividend Income being accounted for on receipt basis. The same is not in line with Accounting standard 9 "Revenue Recognition" 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. 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.*
3. *Note no. 27 of financial statements relating to the current liabilities pertaining to erstwhile Syscom Corporation division not being restated at the year end exchange rate in accordance with Accounting Standard 11 "The Effects of Changes in Foreign Exchange Rates", issued by the Institute of Chartered Accountants of India. The impact thereof on Profit for the year, liabilities and the reserves of the Company are not ascertainable.*
4. *Note no. 28 of financial statements, regarding the outstanding balances of some of the borrowings, loans and advances, deposits and trade payables being subject to confirmation from the respective parties and consequential reconciliation/ adjustments arising therefrom, if any. The impact of the same on the profit, assets and liabilities of the Company is not ascertained.*
5. *Note no. 29 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.*
6. *Note no. 33 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 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 able to continue as a going concern. The impact of these adjustments of the accounts has not been ascertained.*
7. *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.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for 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, 2015, 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. 12,72,69,986 as at 31st March, 2015, total revenues of Rs. 20,70,151 and net cash flows amounting to Rs. (10,22,648) 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.
- (b) Without qualifying our opinion, we invite attention to Note 34, in accordance with the transitional provision as per Accounting Standard 21 consolidated financial statement, comparative figures for the previous period are not presented.

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 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, except for the possible effect of the matter described in sub-paragraph (b) of the Basis for Qualified Opinion above, 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, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, 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, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, 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) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
 - (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the other directors of the Group's companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (h) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
 - (i) 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: September 02, 2015

ANNEXURE TO THE AUDITORS' REPORT

(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) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
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. 3,25,06,795/- and the year-end balance of loans granted to such parties was Rs. 3,25,06,795/-.
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, there is an adequate internal control system commensurate with the size of the Holding Company and the nature of its business with regard to sale of services. The activities of the Holding Company do not involve purchase of inventory, fixed assets and sale of goods. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal controls.
5. The Holding Company has not accepted any deposits from the public 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.
 - (c) No amounts are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder and hence paragraph 3 (vii) clause c of the Order is not applicable.

8. The Holding Company does not have accumulated losses at the end of financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
9. The Holding Company has not borrowed any amounts from banks, financial institutions or by issue of debentures. Accordingly paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, the Holding Company has not given any guarantees for loans taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanations given to us, the term loans are applied for the purpose for which the loans were obtained.
12. According to the information and explanations given to us, no fraud on or by the Holding Company was noticed or reported during the year.

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

(CHIRAG DOSHI)
PARTNER
Membership No. 119079

Place : Mumbai
Dated : September 02, 2015

Consolidated Balance Sheet as at March 31, 2015

(Amount in ₹)

	Note No.	As at March 31 2015
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	2	7,856,000
Reserves and Surplus	3	573,361,901
Non-Current Liabilities		
Long-term Borrowings	4	2,038,791
Minority Interest		(7,059,099)
Current Liabilities		
Short-term Borrowings	5	179,879
Trade Payables	6	53,371,587
Other Current Liabilities	7	2,554,345
Short-term Provisions	8	758,182
	Total	633,061,586
ASSETS		
Non-current Assets		
Fixed Assets	9	
Tangible Assets		49,982,708
Non-current Investments	10	345,554,872
Long-term Loans and Advances	11	35,128,601
Other Non-current Assets	12	186,130
Current Assets		
Current Investments	13	15,100,000
Cash and Bank Balances	14	88,334,946
Short-term Loans and Advances	15	98,774,329
	Total	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)

S.C. Aythora
Director

G. M. Chaurasia
Director

Place : Mumbai
Date : September 02, 2015

Consolidated Statement of Profit & Loss for the year ended March 31, 2015 (Amount in ₹)

	Note No.	As at March 31 2015
INCOME		
Revenue from Operations	16	24,491,685
Other Income	17	573,139
Total Revenue		25,064,824
EXPENDITURE		
Depreciation and Amortization Expense	9	2,704,657
Employee Benefit Expenses	18	1,513,754
Finance Costs	19	339,385
Other Expenses	20	4,196,133
Total Expenses		8,753,929
Profit Before Tax		16,310,895
Tax Expenses:		
Current tax ²¹		461,200
Taxation of Earlier Years		13,396
Profit for the year before		15,836,299
Less: Minority Interest		(84,508)
Profit for the year before		15,920,807
Earnings per Equity Share: (Nominal Value of Rs.10/- each)	22	
Basic		20.27
Diluted		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)

S.C. Aythora
Director

G. M. Chaurasia
Director

Place : Mumbai
Date : September 02, 2015

Cash Flow Statement for the year ended March 31, 2015

(Amount in ₹)

Particulars	For the year ended 31 March, 2015
A. Cash flow from Operating Activities	
Net Profit / (Loss) before Tax as per statement of Profit & Loss	16,310,895
Adjustments for:	
Depreciation	2,704,657
Dividend Income	(8,145,762)
Interest Paid	339,385
Interest Received	(445,023)
Loss/(Profit) on Sale of Investments	(7,651,017)
Loss/(Profit) on Sale of Fixed Assets	148,017
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	<u>3,392,394</u>
Adjusted for:	
Increase/(Decrease) in Other Current Liabilities	367,557
Trade Payable	-
Short Term Provision	-
Cash Generated from Operations	<u>3,759,951</u>
Wealth Tax Paid	(416,700)
Income Tax Paid	(2,353,186)
Net Cash Generated from Operations	<u>990,065</u>
B. Cash flow from Investing Activities	
(Purchase) / Sale of Investments (Net)	(3,690,626)
Movement of Loans and Advances	(2,961,275)
Fixed Deposit	39,686,810
(Purchase) / Sale of Fixed Assets	(3,577,650)
Dividend Received	8,145,762
Net Cash used in Investing Activities:	<u>37,603,021</u>
C. Cash flow from Financing Activities	
Long-term Borrowings	866,210
Short-term Borrowings	-
Interest Paid	(339,385)
Interest Received	445,023
Net Cash Flow from Financing Activities	<u>971,848</u>
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	39,564,934
Cash and Cash Equivalents at the beginning of the year	48,770,012
Cash and Cash Equivalents at the end of the year	88,334,946
Components of Cash and Cash Equivalents	
Cash on Hand	308,090
Current Account	13,085,854
	13,393,944
Add: Bank deposit within 12 months maturity	74,941,002
Cash & Bank Balance as per Balance Sheet	<u>88,334,946</u>

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)

S.C. Aythora
Director

G.M. Chaurasia
Director

Place : Mumbai

Date : September 02, 2015

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 2015	India	100%
Gold Rock Metal Ltd	31st March 2015	India	100%
Gold Rock World Trade Ltd.	31st March 2015	India	100%
Sugata Investments Ltd.	31st March 2015	India	100%
Seattle Online Pvt Ltd.	31st March 2015	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, 2015.
- 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 is accounted for on accrual basis
 Interest is accounted for on accrual basis.
 Dividend is accounted for on receipt basis.
- 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 separately under the respective heads.
- 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 asses 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 financial statements for the year ended March 31, 2015

2. Share Capital

Particulars	As at March 31 2015
Authorised	
850,000 (P.Y. 850,000) Equity Shares of Rs.10/- each	8,500,000
150,000 (P.Y. 150,000) 2% Non Cumulative Preference Shares of Rs. 10/- each	1,500,000
Total	10,000,000
Issued	
785,600 (P.Y. 785,600) Equity Shares of Rs.10/- each	7,856,000
Total	7,856,000
Subscribed & Paid up	
785,600 (P.Y.785,600)Equity Shares of Rs.10 each fully paid	7,856,000
Total	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 2015	
Equity Shares	No. of Shares	\`
Opening balances	785,600	785,600
Closing balances	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 2015	
Equity Shares	No. of Shares held	% of Holding
Balkrishna Shriya Jointly with Gauri Shriya	270,000	34.37
Gauri Shriya	196,000	24.95
Pramod Chaudhary Jointly with Sanjay Choudhary	46,500	5.92
Gauri Shriya Jointly with Balkrishna Shriya	49,000	6.24
Total	561,500	71.47

3. Reserves & Surplus

Particulars	As at March 31 2015
Capital Reserves	
As per last Balance Sheet	369,321,732
Capital Redemption Reserves	
As per last Balance Sheet	2,139,800
General Reserves	
As per last Balance Sheet	1,400,000
NBFC Statutory Reserves	
Opening balance	30,817,276
Add: Transfer from Statement of Profit & Loss	3,283,078
Closing Balance	34,100,354
Surplus in Statement of Profit & Loss	
Opening balance	153,803,647
Add: Net Profit for the year	15,920,807
Less: Depreciation as per schedule II of Companies Act, 2013	(41,361)
Less: Transfer to NBFC Statutory Reserves	(3,283,078)
Closing Balance	166,400,015
Total	573,361,901

4. Long-term Borrowings

Particulars	As at March 31 2015
Secured	
Vehicle Loans from HDFC Bank-Mercedes (Payable Rs. 3,10,139/- in FY 2016-17)	310,139
Vehicle Loans from HDFC Bank-Audi (Payable Rs. 4,59,731/- in FY 2016-17, Rs. 5,07,922/- in FY 2017-18, Rs. 5,61,165/- in FY 2018-19 & Rs. 1,99,834/- in FY 2019-20)	1,728,652
Total	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 2015
Unsecured	
Loans from Others	
Suryodaya Investment & Trading Co. Ltd.	179,879
Total	179,879

6. Trade Payables

Particulars	As at March 31 2015
Micro, Small and Medium Enterprises Others- (Refer Note 26)	-
Total	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 2015
Deposits	-
Current Maturities of Long Term Borrowings	1,278,554
Expenses Payable	1,269,791
TDS & Professional Tax Payable	6,000
Total	2,554,345

8. Short Term Provisions

Particulars	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, 2014	During the year			As on March 31, 2015	Upto April 1, 2014	Depreciation for the year	Depreciation on deletions/sale	Depreciation Adjustment	Upto March 31, 2015	As on March 31, 2015	As on March 31, 2014
		Additions	Deletions	Adjustment								
Tangible Assets												
Own Assets												
Air Conditioners	60,500	-	7,000	53,500	33,265	2,620	-	6,986	28,899	24,601	27,235	
Computer	567,991	23,550	567,991	23,550	559,875	8,762	-	559,875	8,762	14,788	8,116	
Furniture Fixture	3,412,948	981,000	2,575,252	1,818,696	2,666,955	596,911	-	2,570,839	693,027	1,125,669	745,993	
Motor Car	7,792,364	2,773,100	1,441,189	9,124,275	5,025,492	1,262,948	1,093,172	-	5,195,268	3,929,007	2,766,872	
Office Equipment	444,325	-	264,457	179,868	317,728	64,350	-	235,639	146,439	33,429	126,597	
Submersible Pump	18,864	-	-	18,864	11,038	859	-	-	11,897	6,967	7,826	
Freehold Land	1,133,900	-	-	1,133,900	-	-	-	-	-	1,133,900	1,133,900	
Painting	220,000	-	-	220,000	-	-	-	-	-	220,000	220,000	
Residential Premises	23,220,000	-	-	23,220,000	8,585,609	290,507	-	-	8,876,116	14,343,884	14,634,391	
Assets under lease												
Leasehold Land	32,518,500	-	-	32,518,500	2,890,337	477,700	-	-	3,368,037	29,150,463	29,628,163	
Total	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	

Pursuant to the guidelines under schedule II of the Companies, 2013, the carrying amount of fixed assets as on 1st April 2014, has been depreciated over the remaining revised useful life of the fixed assets. As a result, the depreciation charge for the period is higher by Rs. 1,32,457/- and profit for the period is lower to the said extent. Further, based on the transitional provision provided in note 7(b) of the Schedule II fixed assets whose useful life has already been completed as on 1st April, 2014, the carrying value of those fixed assets amounting to Rs. 41,361/- have been debited to Reserves & Surplus.

10. Non-current Investments

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

Sr. No	Particulars	Extent of Holding	Face Value	No. of Shares As at 31.03.2015	Amount
		As at 31.03.2015			As at 31.03.2015
[III]	Preference Shares Others (Unquoted)				
1	Ceat Financial Services P. Ltd.		100	3,000	300,000
2	Seattle Online P. Ltd.-Associates	37.74	10	49,525	-
3	Tridhar Finance & Trading Ltd. - Pref shares of Rs. 10/- each	13.60	10	240,000	2,400,000
4	Tridhar Finance & Trading Ltd. - Pref shares of Rs. 100/- each		100	51,000	5,100,000
	Total (E)				7,800,000
[IV]	Debentures and Bonds (Quoted)				
1	The Indian Hotels Co. Ltd. -CCD			1,935	106,425
	Total (F)				106,425
[V]	Debentures and Bonds (Unquoted)				
1	East India Hotels Ltd.			300	3,400
2	Essar Shipping Ltd.			6	600
3	GSFC Ltd.			19	950
4	Rossel Finance Limited (13.5% Non Convertible)		70	10	700
5	Rossel Finance Limited (15% Non Convertible)		100	6	600
6	Tristar Soya Products Ltd.(15% Non Convertible)			10	250
	Total (G)				6,500
[VI]	Mutual Funds (Quoted)				
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	5,000,000
9	IVY Cap Ventures Trust Fund -1		100000	80	8,000,000
10	Kotak Balance Growth		10	1,585,358	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 Hybrid FTP S-2 Growth		10	250,000	2,500,000
16	Kotak Medium Term Plan		10	3,982,102	41,000,000
17	Reliance Fixed Horizon Fund X-S-3		10	500,000	5,000,000
18	Reliance Regular Saving Fund -Debt Plan -G		10	559,151	10,000,000
19	Mile Stone Domestic Scheme (Formaly Known as India Real Opportunity Venture Capital Fund)		1000	2,918	2,918,000
[VII]	Total (H)				180,679,617
1	Others				
2	Diamond			75	9,234,733
3	Gold Ginnies				495,000
4	Silver Box				72,000
	Investment in Painting				752,500
	Total (I)				10,554,233
	Grand Total (A+B+C+D+E+F+G+H+I)				348,413,171
	Less : Diminution in the value of Investments				(2,858,299)
	Grand Total				345,554,872

Aggregate Cost of Quoted Investments

329,502,238

Aggregate Cost of Unquoted Investments

18,910,933

Aggregate Market Value of Quoted Investments

373,916,086

11. Long-term loans and advances

Particulars	As at March 31 2015
Unsecured, Considered Good Security Deposit (Sanjeev Shriya) - Related Party (Refer Note 22)	2,500,000
Others	18,514,031
Income Tax (Net)	14,055,320
Fringe Benefit Tax (Net)	59,250
Total	35,128,601

12. Other Non-current assets

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

13. Current Investments

Particulars	Free Value	No. of Untis As at March 31 2015	Amount As at March 31 2015
Non Trade - Quoted Mutual Funds			
DSP BR FTP S-33 24M Reg-G-01.02.2015	10	400,000	4,000,000
IDFC FMP S-51-Reg-Growth	10	500,000	5,000,000
Kotak FMP S-135 Growth	10	410,000	4,100,000
Tata FMP Series -46 Plan A		200,000	2,000,000
Total			15,100,000

Aggregate Cost of Unquoted Investments	-
Aggregate Cost of Quoted Investments	15,100,000
Aggregate Market Value of Quoted Investments	16,884,903

14. Cash and Bank Balances

Particulars	As at March 31 2015
Cash and Cash Equivalents Balances with banks in Current Account	13,085,854
Cash on hand	308,090
Other bank balance	
Bank deposit within 12 months maturity	74,941,002
Total	88,334,946

15. Short term Loans & Advances

Particulars	As at March 31 2015
Unsecured, Considered Good	
Picanova Investments Private Limited	8,111,961
Splendour Trade Place Private limited	520,000
Tridhar Finance & Trading Ltd.	1,325,000
Vihaan Infrsystems India Ltd.	5,543,111
Loans & Advances to Others	73,000,424
Security Deposits	20,314
Prepaid Insurance	71,897
Interest accrued but not due	7,200,991
Advances recoverable in cash or in kind or for the value to be received	2,980,631
Total	98,774,329

16. Revenue from Operations

Particulars	As at March 31 2015
Profit/(Loss) on Sale of Investment (Net)	7,651,017
Dividend Income	8,145,762
Interest Income:	
On Fixed Deposit (TDS Rs. 840318/- PY Rs. 458678/-)	8,416,369
On Milestone Domestic Fund 28,458	
Interest Income from Others (TDS Rs.24332/- P.Y. 26545/-)	250,079
Total	24,491,685

17. Other Income

Particulars	As at March 31 2015
Interest Income	445,023
Sundry Balance Written Back	82,537
Provision for Diminution in Value of Investment	45,579
Total	573,139

18. Employee Benefit Expenses

Particulars	As at March 31 2015
Salaries & Wages	1,487,000
Staff Welfare Expenses	26,754
Total	1,513,754

19. Financial Cost

Particulars	As at March 31 2015
Interest Expense	336,460
Interest on late payment of TDS	2,925
Total	339,385

20. Other Expenses

Particulars	As at March 31 2015
Payment to Auditor	
Statutory Audit Fees	85,888
Advertisement Expns	46,853
AGM Expns	15,736
Bank Charges	5,094
Conveyance	30,020
Demat Charges	14,913
Electricity & Water Expns	600,196
Fees, Rates & Taxes	215,737
(Prior Period Expn 6000, P.Y. Nil)	
Insurance Charges	140,394
Investment Written Off	49,520
Miscellaneous Expenses	14,633
Motor Car Expenses	140,071
Office Expenses	25,340
Postage, Courier & Telegram	30,684
Printing & Stationery	23,696
Property Tax	48,774
Legal & Professional Fees	961,031
Loss on Sale of Fixed Assets	148,017
Rent	729,367
Repair & Maintanace - Office, Car	166,101
STT on Investment	13,360
Sundry Balance Written Off	38,368
Telephone, Fax and Paper Charges	71,417
TDS Penalty	2,181
Travelling Expenses	254,013
Provision for Diminution in value of Investments	171,470
Water Expns	153,259
Total	4,196,133

21. Current Year Tax

Particulars	As at March 31 2015
Income Tax	1,750,000
Less: Mat Credit Entitlement	(1,716,300)
Wealth Tax	427,500
Total	461,200

22. Earning per Share

Particulars	Year Ended
	31.03.2015
Net Profit after tax attributable to Shareholders (Rs.)	15920807
Weighted Average No. of Equity Shares (Nos.)	785600
Basic / diluted earning per share (Rs.)	20.27

23. Related Party Disclosure

List of Related Parties and Relationships.

Name of the Related Party	Relationship
B.K. Shriya	) Shareholders of the Company
Gauri Shriya	) having significant influence
Sanjeev Shriya	) Relatives of Shareholders
Vani Shriya	) having significant influence
Picanova Investments Ltd.	) Enterprises over which either
Vihaan Infrasytems India Ltd	) Major shareholders
Splendour Trade Place (P) Limited	) or their relatives are able to
Tridhar Finance & Trading Limited	) 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.	4662971	5346844	1897854	8111961
2.	Splendour Trade Place Pvt Ltd.	520000	-	-	520000
3.	Vihaan Infrasytems India Ltd.	5534184	2190485	2181558	5543111
4.	Tridhar Finance & Trading Limited	1325000	-	-	1325000

Salary Paid to Gauri Shriya- Rs. 360000/-
 Rent paid to B.K. Shriya- Rs. 429367/-
 Rent paid to Sanjeev Shriya- Rs. 300000/-
 Outstanding Security Deposit - Sanjeev Shriya 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 Group operates only in one segment i.e. Investment & Finance Activities and therefore no separate segment wise details required by Accounting Standard 17 "Segment Reporting" issued by Institute of Chartered Accountants of India is disclosed.
25. In the opinion of the Board, the realizable value of Current Assets, Loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liability is adequate and not in excess of the amount reasonably required.
26. Contingent Liabilities & Commitments (to the extent not provided for):-
- (a) 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. 44475566/-.
27. In respect of foreign exchange transactions and related current liability pertaining to erstwhile division Syscom Corporation, which is under litigation/dispute, which are carried forward either at the exchange rate prevailing the date of transaction or at the exchange rate at that year end as the case may be and same has not been restated at the year end exchange rate.
28. The outstanding balances of some of the Borrowings, Loans and Advances, Deposits and Trade Payables are subject to confirmation from the respective parties and consequential reconciliation / adjustments arising there from, if any. The management, however, does not expect any material variation.
29. 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.
30. 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.
31. 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.
32. 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.
33. 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 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.
34. In accordance with the transitional Provisions as per As 21 - Consolidated Financial Statement, since this is the first year that consolidated financial statements are presented, comparative figures for the previous period are not presented.
35. 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	3317345	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)	11,97,88,360
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	15,100,000
	(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)	-

4	Long Term Investments :	(Amount Rs.)
1.	Quoted :	
	(i) Shares : (a) Equity	148257897
	(b) Preference	-
	(ii) Debentures and Bonds	106425
	(iii) Units of mutual funds	180679617
	(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	-	15500072	15500072
	(c) Other related parties	-	-	-
	2. Other than related parties	-	83274257	83274257
	Total	-	98774329	98774329

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	5200200	7600200
	(c) Other related parties	-	-
	2. Other than related parties	391363914	344900439
	Total	396564114	352500639

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

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

37. 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)

S.C. Aythora
Director

G. M. Chaurasia
Director

Place : Mumbai
Date : September 02, 2015

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 Monday, 28 September, 2015 at 10.30 A.m. at Mumbai- Borivali Medical Brother Hood, Doctor House 51st Tph Road, Mumbai-400092 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, 2015 and the Directors' and Auditors' Reports thereon.		
2	Re-appointment of Mr. Bal Krishna Shriya (Din: 00239612), 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.		
	Special Business		
4	Appointment of Mrs. Smriti Mukherjee as a Director liable to retire by rotation.		
5	Appointment of Mr. Girish M. Chaurasia as a Director liable to retire by rotation.		



Signed this.....day of.....2015

Signature of shareholder

Signature of Proxy holder(s)

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

GOLD ROCK INVESTMENTS LIMITED

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

ATTENDANCE Annual General Meeting – 28TH September, 2015
 I hereby record my presence at the ANNUAL GENERAL MEETING of the company held on Monday, 28th September, 2015 at 10.30 A.m. at Mumbai- Borivali Medical Brother Hood, Doctor House 51st Tph Road, Mumbai-400092

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 23,2015, so that the answers/details can be kept ready at the Annual General Meeting.

If Undelivered kindly return to

GOLD ROCK INVESTMENTS LIMITED

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