

# **ARCHIT HOLDINGS & CREDITS LIMITED**

(Regd. Off.: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019)

Email : [architholdingsandcredits@gmail.com](mailto:architholdingsandcredits@gmail.com)

CIN No.L65993DL1990PLC039464

<b>CORPORATE INFORMATION</b>	
<b>BOARD OF DIRECTORS</b>	<b>STATUTORY AUDITORS</b>
Sangeeta Mukherjee Sanjeev Kumar Jha Sulabh Dikshit Paras Shah Nishant Gupta	Director Director Director Director Director
	<b>MITTAL NIRBHAY &amp; COMPANY</b> Chartered Accountants 36, 2nd Floor, Gola Market Behind Golcha Cinema, Daryanganj New Delhi- 110002 Mb: 9899729200
<b>REGISTERED OFFICE</b>	<b>REGISTRAR AND TRANSFER AGENT</b>
40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019  Email ID: <a href="mailto:architholdingsandcredits@gmail.com">architholdingsandcredits@gmail.com</a>  Phone: 011- 23552627	Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 <b>Contact no.</b> 011-26812682, 83, 011-64732681
<b>SECRETARIAL AUDITOR</b>	<b>STOCK EXCHANGE</b>
<b>V Kumar &amp; Associates</b> Company Secretaries 15/18, Basement, West Patel Nagar, New Delhi-110008 Mobile: 9910218035 Mail: <a href="mailto:csvivekkumar@gmail.com">csvivekkumar@gmail.com</a> , <a href="mailto:vivek@vkumarassociates.in">vivek@vkumarassociates.in</a>	<b>Delhi Stock Exchange,</b> <b>DSE House</b> (DSE has been derecognized reason that it has been shifted to Dissemination Board of BSE) 3/1 Asaf Ali Road New Delhi 110002 (India) Telephone : +91-11-23278983

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## **Notice of 27<sup>th</sup> Annual General Meeting**

To the Shareholders of Archit Holdings & Credits Limited

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of the Company M/s ARCHIT HOLDINGS & CREDITS LIMITED will be held at 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019 on Thursday, 17<sup>th</sup> August, 2017 at 11:00a.m. to consider the following business:-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and the Auditors thereon.

### **2. Appointment of the Statutory Auditors**

To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendations of Audit Committee, appointment of M/S MITTAL NIRBHAY & COMPANY, Chartered Accountants, appointed as the Statutory Auditors of the Company in 26<sup>th</sup> Annual General Meeting to hold till the conclusion of AGM of the Company to be held in 2021, be and are hereby ratified.”

### **SPECIAL BUSINESS**

### **3. Regularisation of an Additional Director**

“RESOLVED THAT Mr. Nishant Gupta (DIN:07633796) who was appointed as an additional director of the Company with effect from 13.12.2016 by the Board of Director and who holds office upto the date of this Annual General Meeting of the Company under section 161(1) of Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a Member proposing his candidature for the office

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of the Director, be and is hereby appointed as a Director of the Company.”

For and on the behalf of Archit Holdings & Credits Limited

Sd/-

Name: Nishant Gupta

Designation: Director

DIN: 07633796

Address: 61, Savita Vihar,

Delhi 110092

Date: 12<sup>th</sup> July, 2017

Place: New Delhi

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## **NOTES:**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting. Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (2) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendances slip for attending the meeting.
- (3) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (4) Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
- (5) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
- (6) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 08<sup>th</sup> August, 2017 to Thursday, 10<sup>th</sup> August, 2017 (both days inclusive) for the purpose of Annual General Meeting.
- (7) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the 27<sup>th</sup> Annual General Meeting (AGM) though e-voting Services provided by National Securities Depository Limited (NSDL).

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## **PROCESS FOR E-VOTING:**

The voting period begins on 13<sup>th</sup> August, 2017 at 10.00 AM and ends on 16<sup>th</sup> August, 2017 at 5.00 PM. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 11<sup>th</sup> August, 2017 may cast their vote electronically.

Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on evoting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 16<sup>th</sup> August, 2017, 5:00 P.M.

The instructions for remote e-voting are as under:

1. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
2. Click on "Shareholder - Login"
3. Put your existing User ID and password.
4. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" Interact Leasing and Finance Limited.
6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

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In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No+91 22 24994600/24994738

Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The result of voting will be announced at 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019 by the Chairperson of the AGM on Saturday, 19<sup>th</sup> August, 2017. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

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## **Annexure to the NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

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

#### **ITEM No. 3**

Mr. Nishant Gupta who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 13<sup>th</sup> December, 2016 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Nishant Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nishant Gupta as a Director, for the approval by the Shareholders of the Company.

Except Mr. Nishant Gupta, none of the Directors or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

**For and on the behalf of Archit Holdings & Credits Limited**

Sd/-

Name: Nishant Gupta

Designation: Director

DIN: 07633796

Address: 61, Savita Vihar,  
Delhi 110092

Date: 12<sup>th</sup> July, 2017  
Place: New Delhi



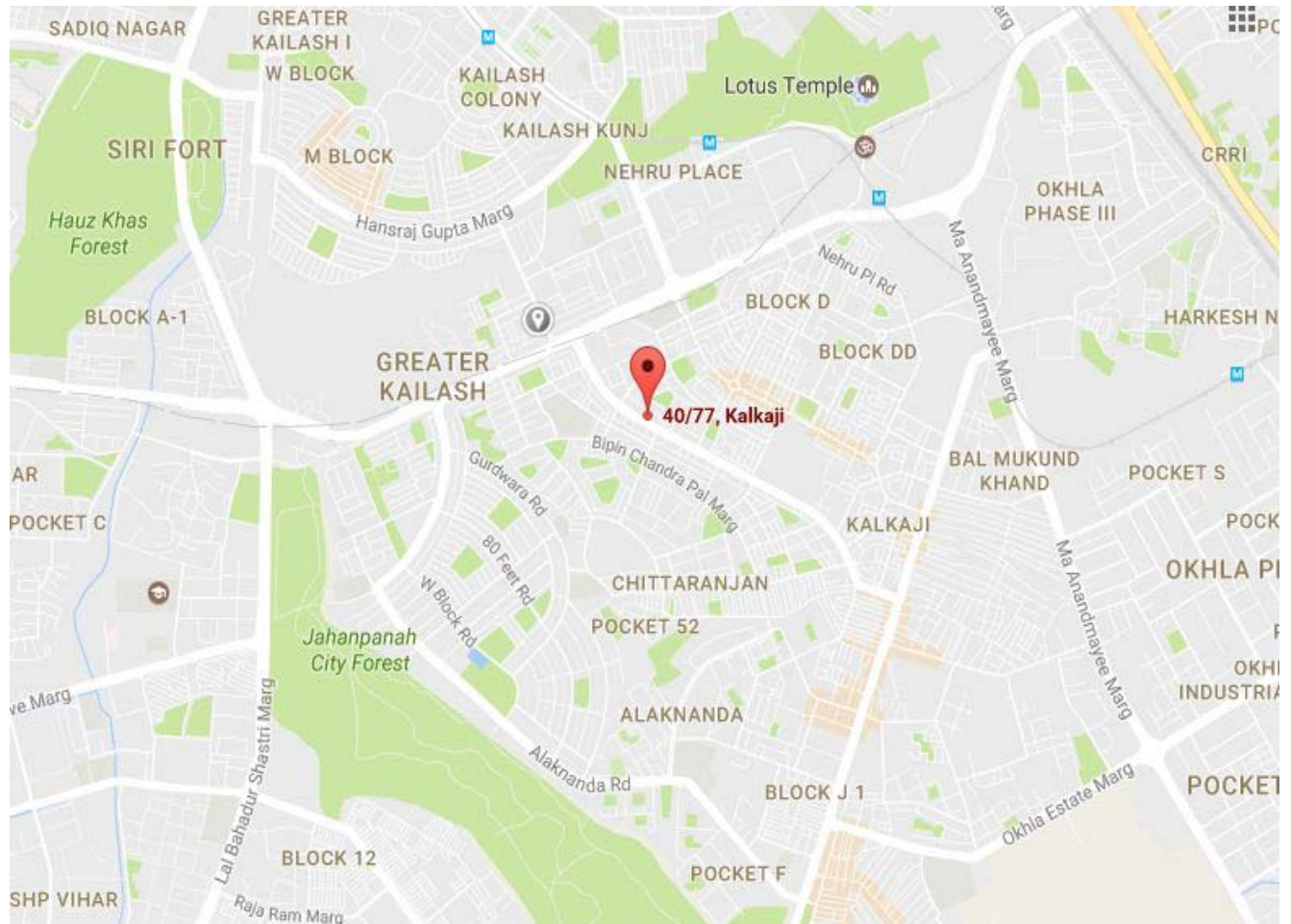
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## Route Map of 27<sup>th</sup>AGM Venue



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## **DIRECTOR'S REPORT**

### **To the Shareholders of Archit Holdings & Credits Limited**

Your Directors take pleasure in presenting the Annual Report of your Company together with the Audited Balance Sheet as on 31<sup>st</sup> March, 2017 and the Profit & Loss Account for the year ended on that date.

### **Financial summary of the Company**

The performance of the Company for the financial year ended 31<sup>st</sup> March, 2017 is summarized below:

<b>Particulars</b>	<b>Year ended 31.03.2017</b>	<b>Year ended 31.03.2016</b>
Income for the year (Gross)	1,121,100	2,35,000
Expenditure for the year excluding Depreciation and Amortization Expenses	1,085,149	217,155
Profit/(Loss) before depreciation & interest	35,951	17,845
Less -Depreciation and Amortization Expenses -Interest	- -	- -
Profit before Tax	35,951	17,845
Less:- Provision for Taxation - Current Tax/ Mat - Deferred Tax Adjustment-Cr/Dr - Tax Adjustments for Earlier Year	11,200 - - -	- (22073) -
Profit after Tax	24,751	39,918

### **Operational Results**

During the period under review the Company has net profit of Rs. 24,751/-

### **Dividend**

The Company expresses their inability to declare any dividend for the financial year ended March, 31, 2017.

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## **Transfer to Reserves**

The net movements in the major reserves of the Company are as follows:

(In Rs.)

<b>Particulars</b>	<b>FY 2016-17</b>	<b>FY 2015-16</b>
Opening Balance	(18,080,587)	(18,044,804)
Add: Profit and loss for the year	24,751	39,918
Less: Appropriations	-	(75,701)
<b>Total (Balance Transferred to Balance Sheet)</b>	<b>(18,055,836)</b>	<b>(18,080,587)</b>

## **Change in the nature of business**

During the Financial Year under review, no changes have occurred in the nature of the Company's business.

**Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report**

There has been no material changes and commitments affecting the financial position of the Company to which the financial statement relates.

## **Details in respect of adequacy of internal financial controls with reference to the Financial Statement**

There is an adequate internal financial control with reference to the Financial Statements. Company has well trained staff who look after accuracy of internal financial Control.

## **Details of Subsidiary/Joint Venture/ Associate Companies**

During the year under review, the Company has no Subsidiary/Joint Venture/ Associate Company. Form No. AOC-1 is attached to this report as Annexure-'A'.

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Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

The Company has no subsidiaries, associates and joint venture companies so this point is not applicable on the Company.

## **Public Deposits**

During the year under review, your Company has neither accepted nor renewed any deposits.

## **Auditors**

### **(i) Statutory Auditors**

M/s. Mittal Nirbhay & Co., Chartered Accountants (Firm Registration No. 013097C) has been appointed as Statutory Auditors of the Company in 26<sup>th</sup> Annual General Meeting of the Company to hold office till the conclusion of AGM of the Company to be held in 2021, subject to the ratification by Members at every AGM.

### **(ii) Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. V Kumar and Associates (CP No.:10438, FCS: 8976), Company Secretaries to undertake the secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure-D'.

## **Auditors' Report**

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments under section 197(12) of the Companies Act, 2013.

## **Share Capital**

### **A. Issue of equity shares with differential rights**

Company has not issued any equity shares with differential rights so no disclosure is required as per rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014

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## **B. Issue of sweat equity shares**

Company has not issued sweat equity shares, so no disclosure is required as per rule 8 (13) of the Companies (Share Capital and Debentures) Rules 2014

## **C. Issue of employee stock options**

Company has not issued employee stock options, so no disclosure is required as per rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014

## **D. Provision of money by Company for purchase of its own share by employees or by trustee for the benefit of employees**

Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees so no disclosure is required as per rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014

## **Extract of the Annual Return**

The extract of the Annual Return in Form No.MGT – 9 has been enclosed with the report herewith as per Section 92 of the Companies Act 2013 is annexed as 'Annexure-C'.

## **Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

### **A Conservation of energy**

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy are not applicable.

### **B Technology absorption**

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding Technology absorption are not applicable.

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## **C Foreign exchange earnings and outgo**

There has been no expenditure and/or earning in foreign exchange.

## **Corporate Social Responsibility**

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

## **Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

## **Number of Meetings of the Board of Directors**

The Board of Directors consists of Five Directors including Three Independent Directors during the period under report.

During the 12 months period ended March, 2017, 11 (Eleven) Board Meetings were held on 18.04.2016, 14.05.2016, 14.07.2016, 14.08.2016, 31.08.2016, 21.10.2016, 14.11.2016, 13.12.2016, 21.01.2017, 13.02.2017, 21.03.2017.

The intervening gaps between the Meetings were within the period prescribed under the Companies Act, 2013. Details of the attendance of the Directors attending the Board Meeting(S) are provided hereunder:

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NAME OF THE DIRECTOR	CATEGORY	NO. OF MEETINGS ATTENDED
Ms. Sangeeta Mukherjee	Non-Executive and Independent Director	09
Mr. Sanjeev Kumar Jha	Executive Director	11
Mr. Sulabh Dikshit	Non-Executive and Independent Director	08
Mr. Paras Shah	Non-Executive and Independent Director	08
Mr. Nishant Gupta	Executive Director	03

During the year under review, Mr. Nishant Gupta has been appointed as on 13.12.2016.

## **Audit Committee**

The Company has an Audit Committee comprising Ms. Sangeeta Mukherjee (Non-Executive and Independent Director), Mr. Sanjeev Kumar Jha (Executive Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mr. Paras Shah (Non-Executive and Independent Director). The terms of reference of the Audit Committee inter alia include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors. There is no recommendation made by Audit Committee.

## **Stakeholder Relationship Committee**

The Company has constituted a Stakeholder Relationship Committee of Directors in compliance with provisions of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 as amended from time to time.

The Committee comprises Ms. Sangeeta Mukherjee (Non-Executive and Independent Director), Mr. Sanjeev Kumar Jha (Executive Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mr. Paras Shah (Non-Executive and Independent Director).

## **Details of Establishment of Vigil Mechanism/ Whistle Blower Policy for Directors and Employees**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the Company has adopted a vigil mechanism policy. This policy is explained in corporate governance report.

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## **Nomination and Remuneration Committee**

The Company has constituted a Nomination and Remuneration Committee of Directors in compliance with provisions of the Companies Act, 2013 Regulation 19 of SEBI (LODR) Regulations, 2015 as amended from time to time. The Committee's scope of work includes deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

The Committee comprises of Ms. Sangeeta Mukherjee (Non-Executive and Independent Director), Mr. Sanjeev Kumar Jha (Executive Director), Mr. Sulabh Dikshit (Non-Executive and Independent Director) and Mr. Paras Shah (Non-Executive and Independent Director).

## **Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013**

There were no Loans, Guarantees or Investments, made by the Company during the year under review.

## **Particulars of contracts or arrangements with related party**

The Company has not entered into any contract or agreements with related parties under sub-section (1) of Section 188 of the Companies Act 2013.

## **Secretarial Audit Report**

A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed with the Report.

## **Corporate Governance Certificate**

The Company believes that the essence of Corporate Governance lies in the phrase "Your Company". It is "Your" Company because it belongs to you-"the Shareholders". The Chairperson and Directors are "Your" fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes "Your" long term value. Your Company is committed to benchmark itself with global standards in all areas including highest standards of Good Corporate Governance. Besides adhering to the prescribed Corporate Governance practices as per Regulation 15(2) of SEBI (LODR) Regulations, 2015, the Company also endeavors to share information with its stakeholders openly and transparently on matters which have a bearing on its economic and reputational interest.

A certificate from Statutory Auditors of the Company regarding the compliance of the conditions of Corporate Governance by the Company as stipulated under Regulation 15(2) of SEBI (LODR) Regulations, 2015 is also attached to this Report.



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## **Risk Management Policy**

Company has implemented proper risk management policy including identification therein of element of risk.

## **Code of Conduct**

The chairman of the Board Meetings has given a declaration that all Directors and senior Management Personnel concerned affirmed compliance with the code of conduct with reference to the year ended March, 31 2017.

## **Corporate Governance**

In compliance with the requirements of as per SEBI (LODR) Regulations 2015 entered into with the Stock Exchange, a separate report on Corporate Governance along with Auditors Certificate confirming its compliance is annexed and form part of this report as ANNEXURE-F.

## **Conservation of energy, technology absorption, adoption and innovation, foreign exchange earnings and outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies

Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as (Annexure- E)

## **Director's Responsibility statement**

Pursuant to section 134(3)(m) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed that :-

- i. In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- ii. The Directors 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 profit or loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.

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- v. The Directors, has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Acknowledgement**

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels

**For on behalf of the Board of Directors  
Archit Holdings & Credits Limited**

**Place: New Delhi  
Date: 12.07.2017**

Sd/-  
**(Sanjeev Kumar Jha)  
Director  
DIN: 02840583**

Sd/-  
**(Nishant Gupta)  
Director  
DIN: 07633796**

# **ARCHIT HOLDINGS & CREDITS LIMITED**

(Regd. Off.: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019)

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CIN No. L65993DL1990PLC039464

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **1. OPERATING RESULTS OF THE COMPANY**

During the Financial Year under consideration the performance of the Company was satisfactory.

### **2. INDUSTRY STRUCTURE AND DEVELOPMENT**

The principal activities of the Company are:

- I. The Company carry on the business of Management Advisory Services.
- II. The Company provides advisory services of buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks debentures (whether perpetual or redeemable debentures), debenture stock, securities, properties of any other Company including securities of any Government, Local Authority, bonds and certificates.
- III. The Company carry on the business of leasing and hire purchase and/or hire purchase financing and to acquire to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, building, and real estates required for manufacturing processing transportation and trading business and other commercial and service businesses.

### **3. THREATS**

- i) With the increase in business segment, the competition has increased from Domestic and other developed countries.
- ii) Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

### **4. PROSPECT & OUTLOOK**

The Company presents the analysis of the Company for the year 2016-2017 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

### **5. RISKS AND CONCERNS**

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

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## **6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit Committee for guidance and proper control of affairs of the Company.

## **7. HUMAN RESOURCES**

Human Resources are highly valued assets at Archit Holdings & Credits Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

For on behalf of the Board of Directors  
Archit Holdings & Credits Limited

Place: New Delhi  
Date: 12.07.2017

Sd/-  
(Sanjeev Kumar Jha)  
Director  
DIN: 02840583

Sd/-  
(Nishant Gupta)  
Director  
DIN: 07633796

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## **NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### **DEFINITIONS**

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act,1961;

“Key Managerial Personnel” means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

“Senior Managerial Personnel” means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

### **OBJECTIVE**

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

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## **ROLE OF THE COMMITTEE:**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's requirements.
- (b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.
- (c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

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## **TERM / TENURE**

### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **b) Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

## **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

## **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company.

## **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same

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CIN No.L65993DL1990PLC039464

position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in compliance with the provisions of the Act.

## **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

### **(1) Remuneration to Managing Director/ Whole-time Directors:**

- (a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

### **(2) Remuneration to Non- Executive/ Independent Directors:**

- (a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case maybe.
- (c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- (d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:



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- i) The Services are rendered by such Director in his capacity as the professional; and In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

### **(3) Remuneration to Key Managerial Personnel and Senior Management:**

- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act,2013.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **IMPLEMENTATION**

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.

For on behalf of the Board of Directors  
Archit Holdings & Credits Limited

Place: New Delhi  
Date: 12.07.2017

Sd/-  
(Sanjeev Kumar Jha)  
Director  
DIN: 02840583

Sd/-  
(Nishant Gupta)  
Director  
DIN: 07633796

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CIN No.L65993DL1990PLC039464

(Annexure- 'A')

## **Form AOC-1**

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

*Statement containing salient features of the financial statement of subsidiaries/ associate  
companies/ joint ventures*

### ***Part "A": Subsidiaries***

1. Sl. No.	N.A.
2. Name of the subsidiary	N.A.
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
5. Share Capital	N.A.
6. Reserve & Surplus	N.A.
7. Total Assets	N.A.
8. Total Liabilities	N.A.
9. Investments	N.A.
10. Turnover	N.A.
11. Profit before taxation	N.A.
12. Provision for taxation	N.A.
13. Profit after taxation	N.A.
14. Proposed Dividend	N.A.
15. % of Shareholding	N.A.

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## *Part "B": Associates and Joint Ventures*

*Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures*

Name of Associates/Joint Ventures	.
1. Latest audited Balance Sheet Date	N.A.
2. Shares of Associate/Joint Ventures held by the company on the year end 31/03/2017	N.A.
No.	N.A.
Amount of Investment in Associates/Joint Venture	N.A.
Extent of Holding%	N.A.
3. Description of how there is significant influence	N.A.
4. Reason why the associate /joint venture is not consolidated	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	N.A.
6. Profit/Loss for the year	
i. Considered in consolidation	N.A.
ii. Not Considered in Consolidation	N.A.

For on behalf of the Board of Directors  
Archit Holdings & Credits Limited

Place: New Delhi  
Date: 12.07.2017

Sd/-  
(Sanjeev Kumar Jha)  
Director  
DIN: 02840583

Sd/-  
(Nishant Gupta)  
Director  
DIN: 07633796

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CIN No. L65993DL1990PLC039464

(Annexure- B)

## 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 transaction under third proviso thereto

### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A. [there is no contracts or arrangements or transactions which is not at Arm's length basis]
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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CIN No. L65993DL1990PLC039464

## 2. Details of material contracts or arrangements or transactions at Arm's length basis

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A. [there is no contracts or arrangements or transactions which is not at Arm's length basis]
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

For on behalf of the Board of Directors  
M/s. Archit Holdings & Credits Limited

Place: New Delhi  
Date: 12.07.2017

Sd/-  
(Sanjeev Kumar Jha)  
Director  
DIN: 02840583

Sd/-  
(Nishant Gupta)  
Director  
DIN: 07633796

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CIN No. L65993DL1990PLC039464

(Annexure- C)

## EXTRACT OF THE ANNUAL RETURN FORM MGT-9

As on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies

(Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS

i. CIN	L65993DL1990PLC039464
ii. Registration Date	09/03/1990
iii. Name of the Company	ARCHIT HOLDINGS AND CREDITS LIMITED
iv. Category/Sub-Category of the Company	Listed Company having Share Capital
v. Address of the Registered office and contact details	40/77, G/F, Chittaranjan Park New Delhi New Delhi South Delhi DL 110019 Email id: architholdingsandcreditslimited@gmail.com
vi. Whether listed Company	Yes/No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE SERVICES PRIVATE LIMITED House No-101 Maidan Garhi New Delhi-110068

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## **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the
1	Management Advisory Services	6920	100%

*\*As per NIC Code 2008.*

## **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The Company does not have any Holding, Subsidiary and Associates Companies

## **IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)**

### *i. Category-wise Share Holding*

Category Code	Category of Shareholders	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(A)	Shareholding of Promoters and Promoter Group					
(1)	Indian					
(a)	Individual / Hindu Undivided Family	1	180,000	0	1.8	1.8
(b)	Central Govt. / State Govt.(s)	0	0	0	0	0
(c)	Bodies Corporate	2	4,800,000	0	48	48
(d)	Financial Institutions /	0	0	0	0	0

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CIN No.L65993DL1990PLC039464

	Banks					
(e)	Any Other (specify)	0	0	0	0	0
	<b>Sub-Total (A)(1)</b>	3	4,980,000	0	49.8	49.8
<b>(2)</b>	<b>Foreign</b>					
(a)	Individual (Non-Resident Indian / Foreign Individuals)	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0
(c)	Institutions	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0
	<b>Sub-Total (A)(2)</b>	0	0	0	0	0
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	3	4,980,000	0	49.8	49.8
<b>(B)</b>	<b>Public Shareholding</b>					
(1)	Institutions	0	0	0	0	0
(a)	Mutual Funds / UTI	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0
(c)	Central Government / State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0



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	Sub-Total (B) (1)	0	0	0	0	0
(2)	Non-Institutions					
(a)	Bodies Corporate	0	0	0	0	0
(b)	Individuals -					
i.	Individual shareholders holding.	594	500,000	0	5	5
ii.	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	24	4,520,000	0	45.2	45.2
(c)	Any Other (subsidiary company)(specify )	0	0	0	0	0
(d)	Hindu Undivided Family	0	0	0	0	0
	Sub-Total (B) (2)	618	5,020,000	0	50.20	50.20
	Total Public Shareholding B= (B)(1)+(B)(2)	618	5,020,000	0	50.20	50.20
	TOTAL (A)+(B)	621	10,000,000	0	100	100
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	0	0

## ii. Shareholding of Promoters

Sl. no	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/encumbered to	No. of Shares	%of total Shares of the company	%of Shares Pledged/encumbered to total shares	

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				total shares				
1	Dev Versha Publications Private Limited	2,400,000	24	0	2,400,000	24	0	24
2	Dev Versha Jatro Energy Private Limited	2,400,000	24	0	2,400,000	24	0	24
3	Nishant Gupta	180,000	1.8	0	180,000	1.8	0	1.8

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

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. Of shares	%of total shares of the company	No. of shares	%of total shares of the company
	At the beginning of the year	4,980,000	49.8	4,980,000	49.8
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying there as on for increase/decrease (e.g. allotment/ transfer/bonus/sweat Equity etc.	-	-	-	-
	At the end of the Year	4,980,000	49.8	4,980,000	49.8

### iv. Shareholding Pattern of top ten Shareholders ( other than Directors, Promoters and Holder of GDRs and ADRs)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	At the beginning of the Year	2,250,690	22.5069	2,250,690	22.5069
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying there as on for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.	-	-	-	-

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At the End of the year(or on the date of separation, if separated during the year)	2,250,690	22.5069	2,250,690	22.5069
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## v. *Shareholding of Directors and Key Managerial Personnel*

Sl. No.		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
	<b>For Each of the Directors &amp;KMP Mr. Nishant Gupta</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/ transfer/ bonus/sweat equity etc):	180000 (Existing Member Nishant Gupta appointed as an additional Director of the Company)	1.8	180000	1.8
	At the End of the year(or on the date of separation, if separated during the year)	180000	1.8	180000	1.8

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CIN No.L65993DL1990PLC039464

## **V. INDEBTEDNESS**

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	-	-	-

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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Email : [architholdingsandcredits@gmail.com](mailto:architholdingsandcredits@gmail.com)

CIN No.L65993DL1990PLC039464

## **VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

The Company has not made any payment as remuneration to any Director of the Company.

### ***B. Remuneration to other directors:***

S.No.	Particulars of Remuneration	Name of Directors	Total Amount
1	3 Independent Directors -Fee for attending board meeting -Commission -Others, Please specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non Executive Directors -Fee for attending board meeting -Commission -Others, Please specify	NIL	NIL
	Total(2)	NIL	NIL
3	Total (B) (1+2)	NIL	NIL
4	Total Managerial Remuneration	NIL	NIL
5	Overall Ceiling as per the Act	NIL	NIL

### ***C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD***

The Company has not made any payment as remuneration to any Director of the Company.

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## **VII PENALTIES/PUNISHMENT/COMPUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

For on behalf of the Board of Directors  
Archit Holdings & Credits Limited

Sd/-

Sd/-

Place: New Delhi

Date: 12.07.2017

(Sanjeev Kumar Jha)

Director

DIN: 02840583

(Nishant Gupta)

Director

DIN: 07633796

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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CIN No.L65993DL1990PLC039464

ANNEXURE-D

Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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,  
Archit Holdings & Credits Limited,  
40/77, G/F, Chittaranjan Park,  
South Delhi, New Delhi-110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Archit Holdings & Credits Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Archit Holdings & Credits Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** 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 **Archit Holdings & Credits Limited** ("the Company") for the financial year ended on **31st March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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- 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;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- i. No other law is applicable on the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

- a. *As per Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company is required to appoint whole time company secretary but the Company has not appointed the Company Secretary since 3<sup>rd</sup> February, 2017.*
- b. *Company has not complied with the provisions of Companies Act, 2013 to the extent related to filing of Annual Return and Financial Statement Because Company has not made filing of Annual Return and Financial Statement within prescribed time.*

## **We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors under review 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



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for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

Sd/-

Date: -12/07/2017

Place: -New Delhi

V Kumar and Associates

ACS No: - 8976

CP No: - 10438

This report is to be read with our letter of even date which is annexed as 'Annexure- I' and form part of an integral part of this report.

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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CIN No. L65993DL1990PLC039464

Annexure- I

To,  
The Members,  
Archit Holdings & Credits Limited,  
40/77, G/F, Chittaranjan Park,  
South Delhi, New Delhi-110019

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.
2. We have the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of the accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: -12/07/2017  
Place: - New Delhi

Sd/-  
V Kumar and Associates  
ACS No: - 8976  
CP No: - 10438

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(Annexure- 'E')

## **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo**

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts

Rules, 2014]

<b>(A)</b>	<b>CONSERVATION OF ENERGY</b>	
(i)	the steps taken or impact on conservation of energy:	NIL
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	the capital investment on energy conservation equipments	NIL
<b>(B)</b>	<b>TECHNOLOGY ABSORPTION-</b>	
(i)	the efforts made towards technology absorption: NIL	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NIL
	(a) the details of technology imported	
	(b) the year of import	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has N.A. not taken place, and the reasons thereof; and	
(iv)	the expenditure incurred on Research	NIL

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	and Development		
(C)	FOREIGN EXCHANGE EARNINGS AND OUTGO	2016-17	2015-16
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	NIL	NIL
(ii)	The Foreign Exchange outgo during the year in terms of actual outflows.	NIL	NIL

For on behalf of the Board of Directors  
Archit Holdings & Credits Limited

Place: New Delhi  
Date: 12.07.2017

Sd/-  
(Sanjeev Kumar Jha)  
Director  
DIN: 02840583

Sd/-  
(Nishant Gupta)  
Director  
DIN: 07633796

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ANNEXURE-F

## **CORPORATE GOVERNANCE**

### **REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management and shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the Board in managing the Company in a transparent manner for maximizing long-term value of the Company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving Company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the Company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to Company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for

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consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee' Independent Directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

## **MANDATORY REQUIREMENTS**

### **A. BOARD OF DIRECTORS**

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the Company.

#### **i) CATEGORY AND COMPOSITION**

In compliance with the Listing Agreement, the Company has a balanced mix of executive, non-executive and Independent Directors. As on date of this report, the Board of Directors consists of 5 (Five) Directors: out of which 2 (Two) are Executive Director and Two (3) are Non-Executive and Independent Directors.

The composition of Board during the year as follows:

<b>Name of the Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Category</b>
Sanjeev Kumar Jha	Director	02840583	Executive Director
Sangeeta Mukherjee	Director	02836339	Non-Executive & Independent Director
Paras Shah	Director	07070206	Non-Executive & Independent Director
Sulabh Dikshit	Director	07070194	Non-Executive & Independent Director
Nishant Gupta	Director	07633796	Executive Director

#### **ii) BOARD MEETING**

The Board Meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board Meetings were also held whenever required.

To conduct a Board Meeting the Directors are informed by giving a Notice in advance and the agenda of Board Meeting is also dispatched with the Notice. The members of Board discussed each agenda in the meeting and take decision after having a proper

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discussion and obtaining views of all members. The Board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of Company.

During the 12 months period ended March, 2017, 11 (Eleven) Board Meetings were held on 18.04.2016, 14.05.2016, 14.07.2016, 14.08.2016, 31.08.2016, 21.10.2016, 14.11.2016, 13.12.2016, 21.01.2017, 13.02.2017, 21.03.2017.

Details of attendance of each Director at various meetings of the Company is as follows:

NAME OF THE DIRECTOR	CATEGORY	NO. OF MEETINGS ATTENDED	Last AGM attended
Ms. Sangeeta Mukherjee	Director	09	Yes
Mr. Sanjeev Kumar Jha	Director	11	Yes
Mr. Sulabh Dikshit	Director	08	Yes
Mr. Paras Shah	Director	08	Yes
Mr. Nishant Gupta	Director	03	No

Details of the Directorship of the Members of the Board in other Companies and Membership/Chairmanship in the Committees of other Companies:

NAME OF THE DIRECTOR	CATEGORY	Directorship in other Companies	Membership in Committees of other Companies	Chairmanship in Committees of other Companies
Ms. Sangeeta Mukherjee	Director	01	-	-
Mr. Sanjeev Kumar Jha	Director	-	-	-
Mr. Sulabh Dikshit	Director	02	-	-
Mr. Paras Shah	Director	01	-	-
Mr. Nishant Gupta	Director	09	-	-

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iii) Non Executive Directors does not held Shares and convertible instrument of the Company.

iv) Details on Company's familiarization programmes imparted to Independent Directors can be accessed on the website of the Company: <http://architholdings.com>.

## **DECLARATION**

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

## **B. COMMITTEE OF DIRECTORS**

### **AUDIT COMMITTEE:**

An Audit committee is a key element in Corporate Governance process of any Company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the Company to best serve the interest of all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

### **i) BOARD TERMS OF REFERENCE**

The composition of Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI(LODR) Regulation, 2015. The terms of reference of this Committee covers the matters specified for Audit Committee under Regulation 18 of SEBI (LODR) Regulation, 2015 read with Section 177 of the Companies Act, 2013. The terms of the reference of Audit Committee include inter alia the following:

#### **Powers of Audit Committee**

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Key responsibilities of Audit Committee**

1. 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.



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2. 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.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the Annual/Quarterly financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of section 134(3) 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.
  - h. The quality and acceptability of:
    - i) The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and
    - ii) Financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;
  - i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any guarantees to be disclosed, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;

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- j. the policies and process for identifying and assessing business risks and the management of these risks;
- k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;
- l. possible impairments of the Group's assets;
- m. compliance with financial reporting standards and relevant financial and governance reporting requirements;
- 5. 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;
- 6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- 7. 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.
- 8. Discussion with internal auditors any significant findings and follow up there on.
- 9. 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.
- 10. 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.
- 11. 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.
- 12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 13. Mandatory reviews the following information:
  - i. Management discussion and analysis of financial condition and results of operations;

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- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Chief internal auditor.

14. Overseeing the relationships with the external auditors as follows:

i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;

ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;

iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;

iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;

v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and

vi. To ensure that there are no restrictions on the scope of the statutory audit;

15. Such other function, as may be assigned by the Board of Directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 2013.

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## **THE COMPOSITION AND MEETING OF AUDIT COMMITTEE:**

The Audit Committee of the Company has been constituted as per the requirements of Regulation 18 of SEBI(LODR) Regulations, 2015. Audit Committee consists of four Directors, namely Mr. Sanjeev kumar Jha (Executive Director), Mr. Paras Shah(Non-Executive and Independent Director) and Mr. Sulabh Dikshit (Non-Executive and Independent Director), Ms. Sangeeta Mukherjee(Non-Executive and Independent Director). The Constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The Chairman of the Committee is Mr. Paras Shah, a Non-Executive and Independent Director nominated by the Board.

The Statutory Auditors and Internal Auditors are also the invitee to the meetings. During the year under review, the Committee met Four times on 14.05.2016, 14.08.2016, 14.11.2016, 13.02.2017. The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31st March, 2016 are as under:

**The Composition of Audit Committee is as follows**

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>
Mr. Sanjeev Kumar Jha	Director	Executive Director
Ms. Sangeeta Mukherjee	Director	Non – Executive & Independent Director
Mr. paras Shah	Director	Non – Executive & Independent Director
Mr. Sulabh Dikshit	Director	Non – Executive & Independent Director

**Details of attendance of each member of Audit Committee meetings of the Company is as follows:**

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Meeting attended</b>
Mr. Sanjeev Kumar Jha	Director	Executive Director	4
Ms. Sangeeta Mukherjee	Director	Non – Executive & Independent Director	3
Mr. paras Shah	Director	Non – Executive & Independent Director	2
Mr. Sulabh Dikshit	Director	Non – Executive & Independent Director	3

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## **SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:**

### Terms of Reference

The broad terms of reference includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc., and
- Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

### Composition, meetings and attendance

In compliance with the SEBI(LODR) Regulations requirements and provisions of the Companies Act, 2013, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive Independent Directors. As on 31<sup>st</sup> March 2016, Committee consists of four Directors, namely Mr. Sanjeev kumar Jha (Executive Director), Mr. Paras Shah(Non- Executive and Independent Director) and Mr. Sulabh Dikshit (Non-Executive and Independent Director), Ms. Sangeeta Mukherjee (Non-Executive and Independent Director)

The Chairman of the Committee is Mr. Paras Shah, a Non-Executive and Independent Director nominated by the Board.

The Composition of Shareholders'/Investors' Grievance Committee is as follows

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>
Mr. Sanjeev Kumar Jha	Director	Executive Director
Ms. Sangeeta Mukherjee	Director	Non – Executive & Independent Director
Mr. paras Shah	Director	Non – Executive Director& Independent Director
Mr. Sulabh Dikshit	Director	Non – Executive Director& Independent Director

During the year under review, the Committee met four times on 18.04.2016, 14.07.2016, 21.10.2016, 21.01.2017.

# **ARCHIT HOLDINGS & CREDITS LIMITED**

(Regd. Off.: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019)

Email : [architholdingsandcredits@gmail.com](mailto:architholdingsandcredits@gmail.com)

CIN No.L65993DL1990PLC039464

Details of attendance of each member of Shareholders/ Investors Grievance Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Meeting attende
Mr. Sanjeev Kumar Jha	Director	Executive Director	4
Ms. Sangeeta Mukherjee	Director	Non – Executive & Independent Director	3
Mr. paras Shah	Director	Non – Executive & Independent Director	3
Mr. Sulabh Dikshit	Director	Non – Executive & Independent Director	2

Share Transfers are processed and duly approved by the committee. Investor's Grievances are placed before the committee. There were no investors complaints pending at the end of the financial year ended on 31.03.2017.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

## **Role and Responsibilities**

The role of Shareholders/ Investors Grievances Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non- receipt of Balance Sheet, non receipt of declared dividedness.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the Company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the Board from time to time.

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## **NOMINATION AND REMUNERATION COMMITTEE**

The Board constituted a Nomination and Remuneration Committee on pursuant to Regulation 19 of SEBI(LODR) Regulations, 2015. The role, term of reference, authority and powers of the Nomination and Remuneration Committee are in conformity with the requirements of the Companies Act, 2013 and listing agreement.

### **Roles and Responsibilities of the Committee:**

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **COMPOSITION, MEETING AND ATTENDANCE OF COMMITTEE:**

The Chairman of the Committee is Mr. Paras Shah, a Non-Executive and Independent Director nominated by the Board.

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>
Mr. Sanjeev Kumar Jha	Director	Executive Director
Ms. Sangeeta Mukherjee	Director	Non – Executive & Independent Director
Mr. paras Shah	Director	Non – Executive & Independent Director
Mr. Sulabh Dikshit	Director	Non – Executive & Independent Director

During the year under review, the Committee met One time on 13.12.2016.

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CIN No. L65993DL1990PLC039464

Details of attendance of each member of Nomination and Remuneration Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mr. Sanjeev Kumar Jha	Director	Executive Director	1
Ms. Sangeeta Mukherjee	Director	Non – Executive & Independent Director	1
Mr. paras Shah	Director	Non – Executive & Independent Director	1
Mr. Sulabh Dikshit	Director	Non – Executive & Independent Director	1

## **PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTOR**

Independent directors have three key roles- governance, control and guidance. Some of the performance indicators based on which the Independent directors are evaluated include:

- i) The ability to contribute and monitor our Corporate Governance practices.
- ii) The ability to contribute by introducing best practices to address business challenges and risks.
- iii) Active participation in long term strategic planning
- iv) Commitment to the fulfillment of a Directors' obligations and fiduciary responsibilities; these include participation in Board and Committee Meetings.

## **SUB-DELEGATION**

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Services Private Limited as Share Transfer Agent and registrar of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investors Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by Company Secretary in Practice and a certificate to that effect is issued by them.

## **CODE OF CONDUCT:**

As per Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015, the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website (<http://archit holdings.com>) of the Company. Annual Compliance Report for the year



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ended 31st March, 2017 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

## **VIGIL MECHANISM**

The Company has established the necessary vigil mechanism as defined under regulation 22 of SEBI Listing Regulations and Companies Act,2013 for Directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link <http://architholdings.com>

## **MATERIAL NON-LISTED SUBSIDIARY COMPANIES:**

Regulation 24(1) of SEBI (LODR) Regulation, 2015 a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.

## **Archit Holdings & Credits Limited**

### **Registered Office:**

40/77, G/F, Chittaranjan Park,  
South Delhi, New Delhi- 110019

## **GENERAL MEETING:-**

Location and time for the last 3 AGMs were as follows:-

<b>Particulars</b>	<b>FY 2013-2014</b>	<b>FY 2014-2015</b>	<b>FY 2015-2016</b>
Date and time	30 <sup>th</sup> September, 2014, at 02:00 P.M.	30 <sup>th</sup> September, 2015, at 2:00 P.M.	30 <sup>th</sup> September, 2016, at 2:00 P.M.
Venue	D-395, Main Road, 35 Feet Road, D Block, Sonia Vihar, Delhi- 110094	B-1/A-20, Mohan Co- operative Industrial Estate, Mathura Road, New Delhi - 110044	B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044
Special Resolution	No	No	No

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No Extra-Ordinary General Meetings were held during the year.

## **POSTAL BALLOT**

During the year under review, we have not conducted any postal ballot in pursuance of Section 108 of the Companies Act, 2013.

## **STATUTORY DISCLOSURES**

No transactions of material nature have been entered into by the Company with any of the promoters, Directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company. The Company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI.

## **MEANS OF COMMUNICATIONS**

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports and latest presentation have been made to the institutional investors and also made available on the website of the Company <http://architholdings.com/>

The notice of the AGM along with Annual Report will be sent to the shareholders well in advance of the AGM.

## **DISCLOSURES**

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the Company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

## **RISK MANAGEMENT**

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

## **ANNUAL GENERAL MEETING**

Date: 17<sup>th</sup> August 2017

Time: 11:00 A.M.

Venue: 40/77, G/F, Chittaranjan Park,  
South Delhi, New Delhi-110044

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CIN No. L65993DL1990PLC039464

## **FINANCIAL YEAR**

01<sup>ST</sup> April, 2016 to 31<sup>ST</sup> March, 2017

## **DATE OF BOOK CLOSURE:**

08<sup>th</sup> August, 2017 to 10<sup>th</sup> August, 2017 (both days inclusive)

## **LISTING ON STOCK EXCHANGE:**

### **Delhi Stock Exchange Limited**

DSE House

(DSE has been derecognized reason being Company has been shifted to dissemination Board of India)

3/1 Asaf Ali Road

New Delhi 110002 (India)

**CORPORATE IDENTIFICATION NUMBER: L65993DL1990PLC039464**

## **REGISTRAR TO AN ISSUE AND SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited,

D-153 A, 1st Floor, Okhla Industrial Area,

Phase - I,

New Delhi - 110 020

Contact no. 011-26812682, 83, 011-64732681

## **ADDRESS FOR CORRESPONDENCE**

40/77, G/F, Chittaranjan Park, South Delhi, New Delhi-110044

## **SHARE TRANSFER SYSTEM**

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Services Private Limited as Share Transfer Agent and registrar of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholder/ investors Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by the Company Secretary in Practice and a certificate to that effect is issued by them.

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## SHAREHOLDING AS ON MARCH 31, 2017

### (a) Distribution of Shareholding as on March 31, 2017

No. of Shares	Holding	% of capital	No. of Accounts	% of Total Accounts
1-100	500	0.	5	0.80
101-500	1,18,810		328	52.82
501-1000	63,750		79	12.72
1001-5000	3,16,940		182	29.31
5001-10000	0		0	0
10001-20000	0		0	0
20001-30000	0		0	0
30001-40000	0	0	0	0
40001-50000	0		0	0
50001-100000	0		0	0
100000-above	95,00,000		27	4.35

### (b) Categories of equity shareholders as on March 31, 2017

Category	Total No. of Shares	Percentage
Promoter		
a) Indian	3	0.48
b) Foreign	-	-
Public		
a) Institutional Shareholding	-	-
b) General Public	618	99.52

### (c) Top ten equity shareholders of the Company as on March 31, 2017

Sr. No.	Name of Shareholder	Number of Share Held	% of Holding
1	Mr. Rajan Jha	234000	2.34
2	Mr. Balwinder singh	228000	2.28
3	Mr. Raju singh	225635	2.26
4	Mr. Raju Singh	225635	2.26
5	Mrs. Uday nagal	225000	2.25
6	Mr. A K Singh	223100	2.23
7	Ms. Deepa gupta	222820	2.23
8	Mr. Uday Nagal	222500	2.22
9	Mr. Sanjay cheddi	222000	2.22
10	Mr. Prem Chand	222000	2.22

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## **CHIEF EXECUTIVE OFFICER (CEO)/ CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

I, Mr. Sanjeev kumar Jha, Director of the Archit Holdings and Credits Limited, to the best of my knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statements for the year and to the best of my knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in the internal control over financial reporting during the year under reference;
  - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board  
Archit Holdings & Credits Limited**

Sd/-

**Name: Sanjeev Kumar Jha**

**Designation: Director**

**DIN: 02840583**

**Address: A-72, A-Block,**

**Pandav Nagar Delhi 110092**

**Date: 12<sup>th</sup> July, 2017**

**Place: New Delhi**

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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CIN No. L65993DL1990PLC039464

## **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 Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2017, 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.

For the purpose of this declaration, Senior Management Team means the President, Sr. Vice Presidents and Vice President Cadre as on March 31, 2017.

**By Order of the Board  
Archit Holdings & Credits Limited**

Sd/-

**Name: Sanjeev Kumar Jha**

**Designation: Director**

**DIN: 02840583**

**Address: A-72, A-Block,**

**Pandav Nagar Delhi 110092**

**Date: 12<sup>th</sup> July, 2017**

**Place: New Delhi**

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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CIN No. L65993DL1990PLC039464

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of  
**Archit Holdings & Credits Limited**

We have examined the compliance of conditions of Corporate Governance by **Archit Holdings & Credits Limited** for the year ended on March 31, 2017, as stipulated in Regulations of SEBI(LODR)Regulations, 2015 of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Regulations of SEBI(LODR)Regulations, 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: New Delhi  
Dated: 12/07/2017

For Mittal Nirbhay & Co.  
Chartered Accountants  
Firm Registration No.013097C

Sd/-  
(CA Kamal Kumar)  
Partner  
M. No. 502549

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CIN No.L65993DL1990PLC039464

## **INDEPENDENT AUDITOR'S REPORT**

To,

**THE MEMBERS OF ARCHIT HOLDINGS & CREDITS LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Archit Holdings & Credits Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the 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 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.

### **Auditors' 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.



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

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

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its **profit** and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

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 Companies Act, 2015, we give in the Annexure – "A" statement on the matters specified in paragraphs 3 of the Order.

1. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (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.

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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*CIN No.L65993DL1990PLC039464*

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For MITTAL NIRBHAY & CO.**

**FRN 013097C**

**Chartered Accountants**

**CA Kamal Kumar**

**Partner / 502549**

**New Delhi, May 30 2017**

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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## **ANNEXURE – “A”**

### **Archit Holdings & Credits Limited**

**Annexure to Independent Auditors' Report for the period ended March 2017**

**(Referred to in Paragraph 1 under the Heading of “Report on Other Legal and Regulatory Requirements” of our Report of even date)**

**(i) Fixed Assets**

The Company has no fixed assets, hence reporting under clause 3 (i) (a), (b) and (c) does not arise.

**(ii) Inventories**

As explained to us, inventories of traded good were physically verified during the year by the Management. In our opinion and according to the information and explanations given to us, the inventories have been verified by the management at reasonable intervals in relation to size of the Company and nature of business and no material discrepancies were noticed on physical verification.

**(iii) Loans given**

The Company has not granted any Secured or unsecured loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence reporting under clause 3 (iii) (a), (b) and (c) does not arise.

**(iv) Compliance of Sec. 185 & 186**

The Company has not entered into any transaction in respect of loans, investments, guarantee and security which attracts compliance to provisions of section 185 & 186 of the Companies Act, 2013, therefore, paragraph 3 (iv) of the order is not applicable to the company.

**(v) Public Deposit**

During the year, the company has not accepted any deposits from the public, therefore, paragraph 3 (v) of the order is not applicable.

**(vi) Cost Records**

In our opinion and according to information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government

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CIN No. L65993DL1990PLC039464

under Section 148(1) of the Companies Act, for the sales made and services provided by the company.

## **(vii) Statutory Dues**

- a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing its undisputed statutory dues applicable to it with the appropriate authorities.
- b) There are no undisputed dues payable to it with the appropriate authorities, outstanding as on 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no amounts in respect of statutory dues that have not been deposited with the appropriate authorities on account of any dispute.

**(viii)** According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken any loans or borrowings from any financial institutions & banks.

**(ix)** According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not raised money by way of initial public offer or further public offer (including debt instrument) any term loans during the period under audit therefore, paragraph 3 (ix) of the order is not applicable to the company.

**(x)** Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.

**(xi)** In our opinion and according to the information and explanations given to us, the Company has not paid managerial remuneration during the year under audit. Therefore paragraph 3 (xi) of the order regarding paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013 is not applicable to the company.

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CIN No.L65993DL1990PLC039464

- (xii) As explained, the company is not a Nidhi Company. Therefore paragraph 3 (xii) of the order is not applicable to the company.
- (xiii) As per the information and explanations given by the management, company has no related party transaction during the year under audit Hence reporting under clause 3(xiii) doesnot arise.
- (xiv) As per the information and explanations given by the management, company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore paragraph 3 (xiv) of the order is not applicable to the company.
- (xv) As per the information and explanations given by the management, the company has not entered into any non-cash transaction with directors or persons connected with him. Therefore paragraph 3 (xv) of the order is not applicable to the company.
- (xvi) As per the information and explanations given by the management, company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore paragraph 3 (xvi) of the order is not applicable to the company.

For MITTAL NIRBHAY & CO.  
FRN 013097C  
Chartered Accountants

CA Kamal Kumar  
Partner / 502549  
New Delhi, May 30, 2017

# **ARCHIT HOLDINGS & CREDITS LIMITED**

(Regd. Off.: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019)

Email : [architholdingsandcredits@gmail.com](mailto:architholdingsandcredits@gmail.com)

CIN No. L65993DL1990PLC039464

ANNEXURE -"B"

## **THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ARCHIT HOLDINGS & CREDITS LIMITED**

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

We have audited the internal financial controls over financial reporting of Archit Holdings & Credits Limited ("the Company") as of 31 March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

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

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CIN No. L65993DL1990PLC039464

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

## **Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2017, based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For MITTAL NIRBHAY & CO.

FRN 013097C

Chartered Accountants

CA Kamal Kumar

Partner / 502549

New Delhi, May 30, 2017

# ARCHIT HOLDINGS & CREDITS LIMITED

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CIN No. L65993DL1990PLC039464

<b>ARCHIT HOLDINGS AND CREDITS LIMITED</b>			
CIN: L65993DL1990PLC039464			
<b>BALANCE SHEET AS AT 31ST MARCH, 2017</b>			
<b>(INR)</b>			
Particulars	Note No.	As at 31/03/2017	As at 31/03/2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	100,000,000	100,000,000
(b) Reserves and Surplus	3	(18,055,836)	(18,080,587)
<b>(2) Share application money pending allotment</b>			
<b>(3) Non-Current Liabilities</b>			
<b>(4) Current Liabilities</b>			
(a) Other Current Liabilities	4	154,391	30,000
(b) Short term provisions	5	11,200	-
<b>TOTAL</b>		<b>82,109,755</b>	<b>81,949,413</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	6	-	-
(i) Intangible Assets		-	-
(b) Non- Current Investments	7	13,687,968	13,687,968
(c) Long term loans and advances	8	597,206	43,597,206
<b>(2) Current Assets</b>			
(a) Inventories	9	43,000,000	-
(b) Cash and Bank Balances	10	24,814,069	24,664,239
(c) Other Current Assets	11	10,512	-
<b>Total</b>		<b>82,109,755</b>	<b>81,949,413</b>
<b>Significant Accounting Policies and Notes on Financial Statements</b>			
<b>Additional Information to the financial statements</b>			
As per our report of even date attached			



# **ARCHIT HOLDINGS & CREDITS LIMITED**

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CIN No. L65993DL1990PLC039464

Notes 1 to 11 form an integral part of Financial Statements.

As per our report of even date annexed

For Archit Holdings & Credits Ltd.

**For Mittal Nirbhay & Co.**

(Firm Registration Number 013097C)  
Chartered Accountants

Sd/-

**CA Kamal Kumar**  
Partner/502549

Sd/-

**Sanjeev Kumar Jha**  
DIN -  
**02840583**  
Director

Sd/

**Nishant Gupta**  
DIN -  
**07633796**  
Director

New Delhi, May 30, 2017

# ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019)

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CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS AND CREDITS LIMITED			
CIN: L65993DL1990PLC039464			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017			
(INR)			
Particulars	Not e No.	For the year ending on 31.03.2017	For the year ending on 31.03.2016
<b><u>Income</u></b>			
Revenue from Operations	10	1,121,100	235,000
Other Income		-	-
<b>Total Revenue</b>		<b>1,121,100</b>	<b>235,000</b>
<b><u>Expenses:</u></b>			
Purchases of stock-in-trade		43,811,000	-
Changes in inventories of finished goods		(43,000,000)	-
Employee benefit expense	11	142,040	183,210
Depreciation and amortization expense		-	-
Other expenses	12	132,109	33,945
<b>Total Expenses</b>		<b>1,085,149</b>	<b>217,155</b>
<b>Profit/(Loss) before exceptional and extraordinary items and tax</b>		35,951	17,845
Exceptional items		-	-
<b>Profit/ (Loss) before extraordinary items and tax</b>		35,951	17,845
Extraordinary Items		-	-
<b>Profit/ (Loss) before tax</b>		35,951	17,845
<b>Tax Expenses</b>			
(1) Current tax		11,200	-
(2) Deferred tax		-	(22,073)
<b>Profit(Loss) from continuing operations</b>		<b>24,751</b>	<b>39,918</b>
<b>B. Discontinuing Operations</b>			

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Profit/ (Loss) from discontinuing operation (before tax)		-	-
Profit/ (Loss) from discontinuing operations		-	-
<b>C. TOTAL OPERATIONS</b>		<b>24,751</b>	<b>39,918</b>
Profit/ (Loss) for the year		<b>24,751</b>	<b>39,918</b>
<b>Earning per equity share (in Rupees)</b>			
(1) Basic		0.0002	0.00
(2) Diluted		-	0.00

**Notes 1 to 11 form an integral part of Financial Statements.**

As per our report of even date annexed

For Archit Holdings & Credits Ltd.

**For Mittal Nirbhay & Co.**

(Firm Registration Number 013097C)

Chartered Accountants

Sd/-

**CA Kamal Kumar**

Partner/502549

New Delhi, May 30, 2017

**Sanjeev Kumar Jha**

DIN -

**02840583**

Director

Sd/-

**Nishant Gupta**

DIN -

**07633796**

Director

# ARCHIT HOLDINGS & CREDITS LIMITED

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CIN No. L65993DL1990PLC039464

**ARCHIT HOLDINGS AND CREDITS LIMITED**  
**CIN: L65993DL1990PLC039464**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017**

Particulars	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax	35,951	39,918
<b>Adjustments for:</b>		
Depreciation/Amortization	-	-
<b>Operating profit before working capital changes</b>	<b>35,951</b>	<b>39,918</b>
<b>Adjustments for changes in working capital</b>		
Increase / (Decrease) in Other Current Asset	(10,512)	-
Increase/ (Decrease) in Other Current Liabilities	124,391	(17,073)
<b>Cash generated from operations</b>	<b>149,830</b>	<b>22,845</b>
Taxes paid / received	-	-
<b>Net Cash from Operating Activities</b>	<b>149,830</b>	<b>22,845</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	-
<b>Net Cash used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Share Capital	-	24,499,450
<b>Net Cash from Financing Activities</b>	<b>-</b>	<b>24,499,450</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>149,830</b>	<b>24,522,295</b>
<b>Cash and Cash Equivalents at the beginning of the period</b>	<b>24,664,239</b>	<b>141,944</b>
<b>Cash and Cash Equivalents at the end of the period</b>	<b>24,814,069</b>	<b>24,664,239</b>
<b>Cash and Cash Equivalents at the end of the period comprise of:</b>		

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Cash on Hand	309,695	159,865
Balances with Banks in Current Accounts	24,504,374	24,504,374
	<b>24,814,069</b>	<b>24,664,239</b>

Note : The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 issued by the Central Government under the Companies (Accounting Standards) Rule 2006.

**Notes 1 to 11 form an integral part of Financial Statements.**

**As per our report of even date annexed**

**As per our report of even date annexed**

**For Mittal Nirbhay & Co.**

(Firm Registration Number 013097C)  
Chartered Accountants

Sd/-  
**CA Kamal Kumar**  
Partner/502549

**For Archit Holdings & Credits Ltd.**

Sd/-  
**Sanjeev Kumar Jha**  
DIN -  
**02840583**  
Director

Sd/-  
**Nishant Gupta**  
DIN -  
**07633796**  
Director

New Delhi, May 30, 2017

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CIN No.L65993DL1990PLC039464

## **ARCHIT HOLDINGS AND CREDITS LIMITED**

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT  
31ST MARCH, 2016**

<b>Particulars</b>	<b>As on 31.03.2017</b>	<b>As on 31.03.2016</b>
<b>Note - 2 <u>SHARE CAPITAL</u></b>		
<b><u>Authorised Share Capital</u></b>		
1,05,00,000 Equity Shares of Rs. 10/- each.	105,000,000	105,000,000
	<b>105,000,000</b>	<b>105,000,000</b>
<b><u>Issued, Subscribed &amp; Paid Up Share Capital</u></b>		
1,00,00,000 Equity Shares of Rs. 10/- each, Fully Paid up Calls in Arrears	100,000,000 -	100,000,000 -
<b>Total</b>	<b>100,000,000</b>	<b>100,000,000</b>

### **2.1 RECONCILIATION OF SHARE CAPITAL**

<b>Particulars</b>	<b>Equity Shares Number</b>	
	<b>As on 31.03.2017</b>	<b>As on 31.03.2016</b>
Shares Outstanding at the beginning of the year	100,000,000	100,000,000
Add: Shares issued during the year	-	-
Shares bought back during the year	-	-
Shares Outstanding at the end of the year	<b>10,000,000</b>	<b>100,000,000</b>

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## 2.2 NAME OF SHARE HOLDERS HOLDING SHARES MORE THAN 5%

Name of Shareholders	As at 31.03.2017		As at 31.03.2016	
	% of Holding	No. of Shares held	% of Holding	No. of Shares held
Dev Versha Publication Private limited	24.00%	2,400,000	24.00%	2,400,000
Dev Versha Jatro Energy Private Limited	24.00%	2,400,000	24.00%	2,400,000

## Note - 3

### RESERVE & SURPLUS

#### Profit & Loss Account

	As at 31.03.2017	As at 31.03.2016
Opening Balance	(18,080,587)	(18,044,804)
Add : Current year Profit/ (Loss)	24,751	39,918
Amount available for Appropriation		
Less : Appropriations	-	(75,701)
<b>Total</b>	<b>(18,055,836)</b>	<b>(18,080,587)</b>

#### CURRENT LIABILITIES

## Note - 4

### Other Current Liabilities

	As at 31.03.2017	As at 31.03.2016
Audit Fees Payable	15,000	30,000
Salary Payable	15,000	-
Other Payables	124,391	-
<b>Total</b>	<b>154,391</b>	<b>30,000</b>

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Note -5	<b>Short Term Provision</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Provision for Income Tax	11,200	-
		<b>11,200</b>	<b>-</b>
	<b>NON CURRENT ASSETS</b>		
Note -6	<b>Non Current Investments</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Non Current Investments	13,687,968	13,687,968
	716236 Equity Shares of Shamken Spinners Ltd.		
	579800 Equity Shares of Shamken Cotsyn Ltd.		
	794 Equity Shares of Shamken Multifab Ltd		
		<b>13,687,968</b>	<b>13,687,968</b>
Note -8	<b>Long Term Loans &amp; Advances</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Long term Loans and Advances	597,206	43,597,206
		<b>597,206</b>	<b>43,597,206</b>
Note -9	<b>Inventories</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Stock in Hand of Traded Goods	43,000,000	-
		<b>43,000,000</b>	<b>-</b>
Note -10	<b>CASH &amp; BANK BALANCES</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Cash In Hand	309,695	159,865
	Balance with scheduled banks- Current A/c	24,504,374	24,504,374
		<b>24,814,069</b>	<b>24,664,239</b>



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CIN No. L65993DL1990PLC039464

Note – 11	<b>OTHER CURRENT ASSETS</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Other Current Assets	10,512	-
		<b>10,512</b>	<b>-</b>
Note – 12	<b>REVENUE FROM OPERATION</b>	<b>For the Year 31.03.2017</b>	<b>For the Year 31.03.2016</b>
	Sale of Product	1,121,100	-
	Sale of Services	-	235,000
	<b>Total</b>	<b>1,121,100</b>	<b>235,000</b>
Note – 13	<b>PURCHASES OF STOCK-IN-TRADE</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Purchase of traded goods	43,811,000	-
		<b>43,811,000</b>	<b>-</b>
Note – 14	<b>CHANGES IN INVENTORIES OF TRADED GOODS</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Opening Stock of Traded Goods	-	-
	Closing Stock of Traded Goods	43,000,000	-
		<b>(43,000,000)</b>	<b>-</b>
Note – 15	<b>EMPLOYEE BENEFIT EXPENSES</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Salaries & Wages	135,000	180,000
	Staff Welfare	7,040	3,210
		<b>142,040</b>	<b>183,210</b>

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CIN No.L65993DL1990PLC039464

Note –  
16

<b>OTHER EXPENSE</b>	<b>For the Year 31.03.2017</b>	<b>For the Year 31.03.2016</b>
Auditor's Remuneration	5,000	5,000
Business Promotion	13,230	23,420
Staff Welfare Expense	-	-
Legal, Professional & Consultancy Charges	113,300	-
Rent Rates & Taxes	363	-
Misc. Expenses	216	5,525
<b>Total</b>	<b>132,109</b>	<b>33,945</b>

# **ARCHIT HOLDINGS & CREDITS LIMITED**

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CIN No.L65993DL1990PLC039464

## **NOTE11- Additional information to the financial statement**

### **A. Related Party Disclosures:**

#### **Names of related parties & description of relationship:**

##### **Key Management Personnel:**

Sanjeev Kumar Jha- Director

Sangeeta Mukherjee - Director

<b>S.No</b>	<b>Particulars</b>	<b>Amount</b>	<b>Nature of Transaction</b>	<b>Closing balance as on 31/03/2016</b>
<b>Nil</b>				

#### **Notes:**

1 No amount has been written off or written back during the Year in respect of debts due from/to related parties. (Previous Year Nil).

2 The Company has not given/provided any guarantee/collaterals for and on behalf of the aforementioned related parties.

### **B. Contingent liabilities not provided for**

Claims against the company not acknowledged as debts Rs NIL(previous Year NIL Rs NIL)

### **C. Capital Commitments**

The estimated amount of contracts remaining to be executed on capital account not provided for net of advance Rs NIL (Previous Year Rs Nil)

### **D. Other Commitments**

The company has no outstanding commitment at the current as well as previous year which are of onerous nature i.e. the cancellation of which might result in losses disproportionate to the benefits involved.

### **E. CIF Value of Imports Rs NIL (Previous Year Rs Nil)**

### **F. Expenditure in foreign currency Rs NIL (Previous Year Rs Nil)**

### **G. Earning in foreign exchange of FOB Basis)Rs NIL (Previous Year Rs Nil)**

### **H. Previous year figures have been regrouped/reclassified wherever considered necessary, to make them comparable with current year figures.**

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CIN No. L65993DL1990PLC039464

As per notification No. G.S.R.308(E) dated 30th March, 2017 regarding disclosure of specified bank notes, the details of specified bank note held and transacted during the period from 08th nov, 2016 to 30th December, 2016 is provided as follows:

	*SBN		Other Denominatio n Notes			Total		
	Denomi nation	Amo unt	Denomination	Amo unt	Denomi nation	Amo unt	A m o u n t	
Cash Balance								
Closing Balance as at Novemver 08, 2016	-	-	-	-	-	-	-	-
<b>Transactions between November 9th 2016 to December 30, 2016</b>								
<b>Add:</b>								
Withdrawal from bank accounts	-	-	-	-	-	-	-	-
Receipt for permitted transactions	-	-	-	-	-	-	-	-
Receipt for non-permitted transactions	-	-	-	-	-	-	-	-
<b>Less:</b>								
Deposited in Bank Accounts	-	-	-	-	-	-	-	-
Paid for permitted transctions	-	-	-	-	-	-	-	-
Paid for non permitted transactions	-	-	-	-	-	-	-	-
Closing Balance as at december30, 2016	-	-	-	-	-	-	-	-

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CIN No.L65993DL1990PLC039464

## **ARCHIT HOLDINGS & CREDITS LTD.**

### **NOTE1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

#### **1. Significant Accounting Policies:**

##### **A. General**

The Financial Statements are prepared under the historical cost convention, on basis of going concern and as per applicable Accounting Standards. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.

##### **B. Use of Estimates**

The Preparation of the financial statements require the management to make the estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of the income and expenses during the year. Differences between the actual results and the estimates are recognized in the year in which the results are known and/materialized.

##### **C. Fixed Assets**

Fixed Assets are stated at their original cost including incidental expenses related to acquisition and installation, less accumulated depreciation. Cost comprises of the purchase price and any other attributable cost of bringing the assets to its working condition for its intended use.

##### **D. Depreciation**

Depreciation on assets is provided on the Written Down Value method at rates and in the manner prescribed in schedule II to the Companies Act, 2013. Depreciation has not been recognized due to non operation of Business.

##### **E. Miscellaneous expenditure**

Preliminary Expenses will be written off over a period of Five years.

# **ARCHIT HOLDINGS & CREDITS LIMITED**

(Regd. Off.: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019)

Email : [architholdingsandcredits@gmail.com](mailto:architholdingsandcredits@gmail.com)

CIN No. L65993DL1990PLC039464

## **F. Revenue Recognition**

The Company recognizes the revenue as the rendering of services are performed.

## **G. Taxes on Income**

Deferred tax is recognized on timing difference between the accounting income and the taxable income for the year that originates in one period and is capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

## **H. Contingent Liabilities**

There is no contingent liability of the company.

## **I. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the period wherever applicable.

**For MITTAL NIRBHAY & CO.**  
(Firm Registration Number 013097C)  
Chartered Accountants

Sd/-  
(Sanjeev Kumar  
Jha)  
DIN- 02840583  
Director

Sd/-  
**CA KAMAL KUMAR**  
Partner/502549  
Delhi, May 30,2017

Sd/-  
(Nishant Gupta)  
DIN - 07633796  
Director

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## **ARCHIT HOLDINGS AND CREDITS LIMITED**

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CIN: L65993DL1990PLC039464, E-mail: [architholdingsandcredits@gmail.com](mailto:architholdingsandcredits@gmail.com)

### **ATTENDANCE SLIP**

Regd. Folio No.....

Mr./Ms.....

Father's/Husband's Name.....

I certify that I am a registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 27<sup>th</sup> Annual General Meeting of the Company at 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019 at 11:00 A.M. on Thursday, 17<sup>th</sup> August, 2017.

.....	.....
..	....
Members'/Proxy's Name in BLOCK Letters	Members'/Proxy's Signatures

#### **Note :**

- (1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- (2) Member's Signatures should be in accordance with the specimen signatures registered with the Company
- (3) Please bring your copy of the Annual Report for reference at the Meeting

# **ARCHIT HOLDINGS & CREDITS LIMITED**

(Regd. Off.: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019)

Email : [archit holdingsandcredits@gmail.com](mailto:archit holdingsandcredits@gmail.com)

CIN No. L65993DL1990PLC039464

## **Form No. MGT-11**

Proxy form

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

Name of the company: **ARCHIT HOLDINGS AND CREDITS LIMITED**

Regd. Off: 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019

CIN : L65993DL1990PLC039464, E-mail : [archit holdingsandcredits@gmail.com](mailto:archit holdingsandcredits@gmail.com)

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 27<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 17<sup>th</sup> August, 2017 at 11:00 a.m. at 40/77, G/F, Chittaranjan Park, New Delhi, South Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

### **ORDINARY BUSINESS**

- 1) Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.



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CIN No. L65993DL1990PLC039464

2) Ratification of appointment of the Statutory Auditors and their remuneration.

## **SPECIAL BUSINESS**

3) Regularization of Mr. Nishant Gupta who was appointed as an Additional Director by the Board in their meeting held on 13.12.2016.

Signed this..... day of..... 20....

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.*