

EFFICIENT INDUSTRIAL FINANCE LTD

Ref No.....

Date.....

Date: 05.10.2016

To,

Department of Corporate Services- Compliances
Metropolitan Stock Exchange of India Ltd
Vibgyor Tower, 4th Floor, G Block
C-62, BandraKurla Complex, Bandra (E)
Mumbai- 400098, Maharashtra

Sub: Annual Report 2015-16

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing Annual Report for the financial Year 2015-16 as required.

We hereby confirm that the Annual Report was approved and adopted by the members of the company at their 32nd Annual general Meeting held on 30th September, 2016, as per the provision of Companies Act, 2013.

You are requested kindly to take above in your record.

Thanking You

Yours Faithfully,
For Efficient Industrial Finance Limited



Raj Kumar Bardia
Managing Director

Encl: As above.

CIN: L65923DL1984PLC019608
Off: 3/14A, 1st Floor, Vijay Nagar,
Double Storey, Delhi-110009.

Mobile : 9311480885
E-Mail: efficientindustrial@gmail.com

32nd
Annual Report

-: CORPORATE INFORMATION:-

BOARD OF DIRECTORS

- | | |
|------------------------|-------------------|
| ➤ Mr. Raj Kumar Bardia | Managing Director |
| ➤ Mr. Mayank Lunia | Director |
| ➤ Mr. Abhishek Bardia | Director |
| ➤ Mr. Bharti Jain | Director |

STATUTORY AUDITOR

- **M/s. Devi Dayal & Associates**
Chartered Accountants,
D-168, LGF, Shanker Road , New Rajinder Nagar, New Delhi -110060

REGISTERED OFFICE

- 3/14A 1st Floor, Vijay Nagar, Double Storey, Delhi -110009
- **Telephone No.:-** +91-011-27132054
- **E-mail:** efficientindustrial@gmail.com
- **Website:** www.efficientindustrial.in,

LISTED WITH STOCK EXCHANGE

- **Metropolitan Stock Exchange of India Limited**
Vibgyor Tower, 4th Floor, G Block C62, Bandra Kurla Complex, Bandra (E), Mumbai City,
Maharashtra-400098.

REGISTRAR & SHARE TRANSFER AGENT

- **M/S Beetal Financial & Computer Services Private Limited**
- **Address:** Beetalhouse,3rd Floor 99
Madangir, Behind Local Shopping Centre New Delhi -110062
- **Contact No. -** 011-29961281-283
- **Fax No. -** 011-29961284

EFFICIENT INDUSTRIAL FINANCE LIMITED
(CIN- L65923DL1984PLC019608)
REGD. OFFICE :- 3/14A 1ST FLOOR ,VIJAY NAGAR, DOUBLE STOREY, DELHI -110009
Website:-www.efficientindustrial.in,
e-mail:-efficientindustrial@gmail.com

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DIRECTOR'S REPORT

To,
The Members,
Efficient Industrial Finance Limited

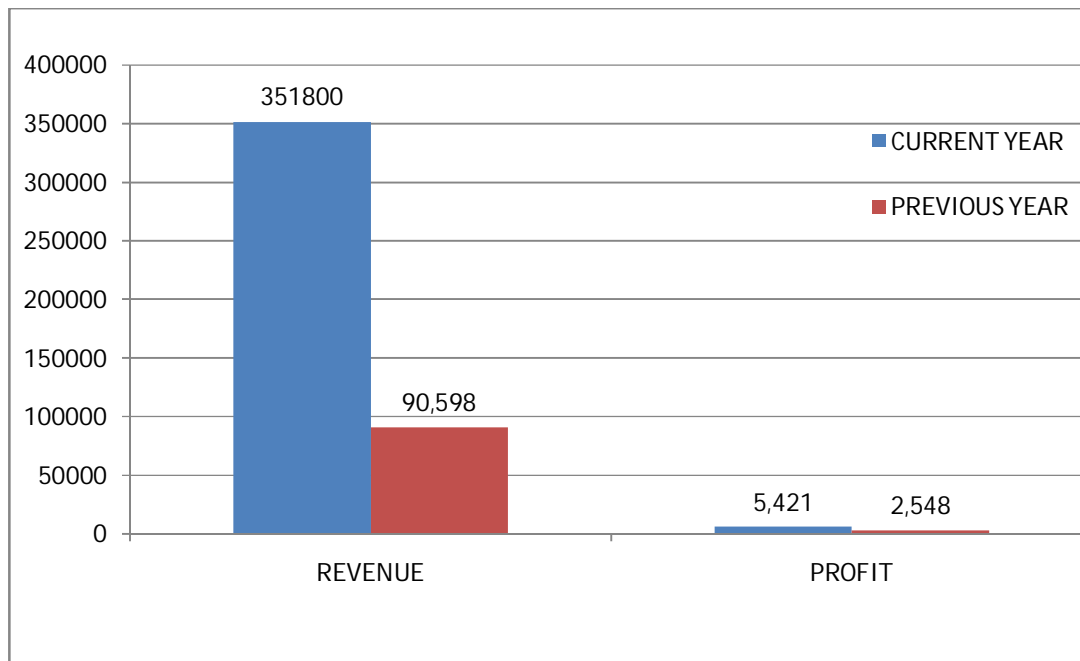
Your Directors have pleasure in presenting their 31st Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

1. **FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)**
(IN HUNDRED)

Particulars		
	2015-2016	2014-2015
Gross Income	3,518.00	905.98
Profit/(Loss) Before Interest and Depreciation	83.31	36.88
Finance Charges	Nil	Nil
Gross Profit	83.31	36.88
Provision for Depreciation	Nil	Nil
Net Profit/(Loss) Before Tax	83.31	36.88
Provision for Tax	29.10	11.40
Net Profit/(Loss) After Tax	54.21	25.48
Balance of Profit brought forward	(21,648.93)	(21,674.41)
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	Nil	Nil
Surplus carried to Balance Sheet	(21594.72)	(21648.93)

2. **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR**

The company did not carry out any kind of business activity during the FY 15-16. However company has generated total revenue of Rs. 3,51,800/- in the current year as compared to Rs. 90,598/- in the previous year from its other activities. The company has profit of Rs.5,421/- in the current year as compared to profit of Rs. 2,548 /- in the previous year. Your directors are trying their level best to start business activity in the company and are expected to make profits in the near future.



3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of Business of the company.

4. DIVIDEND

Your board of Directors has not recommended any dividend for the year ended 31st March 2016 as there is inadequate profit for distribution.

5. RESERVES

Out of the amount available for appropriation, company's directors propose to transfer Rs. NIL/- lacs to General reserve and retain Rs.5,42,1/- to Profit and Loss A/C.

6. SHARE CAPITAL

The share capital of the company remains unchanged during the year and company also not issued any equity shares with differential rights and sweat equity shares.

7. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED AND RESIGNED DURING THE YEAR

There was no change in the composition of the Board of Directors of the Company during the financial year.

8. PARTICULARS OF EMPLOYEES

The require Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to company as there is no such employee in the company falling under the criteria laid down. Again there is no employee in the Company for the Financial Year ending March 2016, hence the list of top 10 employees is also not applicable.

9. **MEETINGS & BOARD OF DIRECTORS**

In the Compliance of Provisions of clause (b) of sub-section (3) of Section 134 of Companies Act, 2013, there were six Board Meetings held during the financial year. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The Board of Directors, which comprises Qualified entrepreneurs. The Board has formed three Committees- viz. Audit Committee, Nomination and remuneration Committee, Stakeholders Relationship Committee.

The Board of your Company presently consist Three (3) Directors who constitute an optimum combination of professionalism, knowledge and experience. Out of these three Directors, One is Executive Directors, and two are Non Executive Directors. None of the Directors on the Board are members of more than ten (10) committees or hold the post of Chairman on more than five Committees. The Directors have made necessary disclosures regarding the Committee positions on the Board of other Public Companies, as on March 31, 2016.

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and the numbers of Directorships and Committee Chairmanships/ Memberships held by them in other Companies are given below.

The Composition of Board and Attendance Record of Directors for 2015-16:

Name of Director	Category	Share holding in Company (No. of Shares)	No. of Board Meetings during the year 2015-16		Whether Attended the Last AGM	Number of Committee(s) position held in Public Company	
			Held	Attended		Member	Chairman
MAYANK LUNIA	Director	-	6	6	Yes	Nil	Nil
RAJKUMAR BARDIA	Managing Director	10500	6	6	Yes	Nil	Nil
ABHISHEK BARDIA	Director	12300	6	6	Yes	Nil	Nil

During the Year six (6) Board Meetings were held, the dates on which these meeting were held are 30th May, 2015 , 14th August 2015, 2nd September 2015 ,14th November, 2015, 02nd February, 2016 and 13th February 2016. Further none of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

COMMITTEES OF THE BOARD

(A) AUDIT COMMITTEE

The Audit Committee continued working under Chairmanship of Mr. Mayank Lunia with Mr .Raj Kumar Bardia, Mr. Abhishek Bardia as co-members. During the year, the committee met on three occasions with below mentioned attendance of the members.

The composition of the Audit Committee as at March 31, 2016 and date of the Meetings of the Committee are as under:

Date of the Meeting held: 30/05/2015, 14/08/2015, 14/11/2015, 13/02/2016

Name of Director	Category
Mr. Mayank Lunia.	Chairman (Non Executive)
Mr. Raj Kumar Bardia	Member (Managing Director)
Mr. Abhishek Bardia	Member (Non executive)

The Committee oversees the work carried out by the Management and Internal Auditors on the financial reporting process and the safeguards employed by them.

Powers and role of the Audit Committee :

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

Role of the Audit Committee

- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

(B) NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has constituted the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category
Mr. Mayank Lunia.	Chairman (Non Executive)
Mr. Raj Kumar Bardia	Member (Managing Director)
Mr. Abhishek Bardia	Member (Non executive)

(C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Board has constituted the **Stakeholders' Relationship Committee**

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;

- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The composition of the Stakeholders' Relationship Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category
Abhishek Bardia	Chairman
Mayank Lunia	Member (Non-Executive)
Raj Kumar Bardia	Member (Managing Director)

During the year, no investor grievance is pending.

10. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

11. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

All independent Directors have given their Independency declaration as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

12. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

MANAGERIAL REMUNERATION:

1	Ratio of remuneration of each director to median remuneration of employees	
	Abhishek Bardia	NIL
	Raj Kumar Bardia	NIL
	Mayank Lunia	NIL
2	Percentage increase in remuneration of each director and KMPs	
	Abhishek Bardia	NIL
	Raj Kumar Bardia	NIL
	Mayank Lunia	NIL
3	Percentage increase in the median remuneration of employees	NIL
4	Number of permanent employees	NIL
7	Average percentile increase in salary of employees, other than managerial personnel, comparison with percentile increase in managerial and justification	There is no increase in Non –managerial personnel's.
	Managerial Increase	NIL
	Non Managerial Increase	NIL
11	Affirmation that the remuneration is as per the remuneration policy of the Company	

13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company do not have any Subsidiary Company/Joint Ventures/Associate company during the year.

14. AUDITORS:

The Auditors, M/s Devi Dayal & Associates., Chartered Accountants, Statutory Auditors of the Company, and who hold office till the conclusion of the ensuing Annual General Meeting and are eligible for ratification and have confirmed that they are not disqualified under any provisions of Section 141(3) of the Companies Act, 2013 and have shown their willingness to accept the office of Statutory Auditors.

The Company has received a letter from them to the effect that their ratification of re-appointment, if made, would be within the prescribed limits u/s 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

15. AUDITORS' REPORT

The Auditor's Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

16. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. Naubahar Singh, Practicing Company Secretary has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The point wise comments are enumerated as follows.

Reply to the observations in the Secretarial Audit:

- i. **Delay in Filing Forms**
Due to the oversight, the company failed to file some of the forms in prescribed time frame of Companies Act, 2013 and applicable additional fees has already been paid to Ministry of Corporate Affairs.
- ii. **Appointment of Company Secretary & Chief Financial Officer, Women director and Independent director.**
The compulsory appointment of Chief Financial Officer was introduced in Companies Act, 2013. At present, Company does not have any major business activity. However, Company is searching a suitable candidate keeping in mind the company's financial position and business and appoint the Chief Financial Officer soon.

The company is incurring losses and in respect of appointment of Company Secretary we are looking for a suitable candidate for our organization but unable to find the same. We will appoint a Company Secretary soon as suggested.
- iii. **Filing of Form**
The Company has failed to file forms for shareholder's resolution as required under the Act. We will file the same as early as possible.
- iv. **Provision of facility of e-voting**
The remote e-voting was introduced recently vide Companies Act, 2013. Due to lack of Professional expertise, failed to give e-voting facility in the EOGM. However, Company has provided-voting facility in the last AGM.
- v. **Explanatory statement for appointment of Independent directors**
Due to oversight, the explanatory statement for appointment of Independent Directors did not contain the necessary disclosures as required under proviso of section 152(5).
- vi. **Composition of Nomination and Remuneration Committee and Audit Committee**
The Company has already constituted the Nomination & Remuneration Committee and Audit Committee as per the provisions of Companies Act, 2013.
- vii. **Website of the Company**
The company has noted the observation relating to website and has already started working on it and also reconstitute the board as per provisions of Companies Act, 2013.

17. INTERNAL AUDIT & CONTROLS

In terms of Section 138 of the Companies Act, 2013 and Rule 13 of Company (Accounts) Rules, 2013, the Company has appointed M/s "VP Gupta & Co.", Chartered Accountants as Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor's findings are discussed and corrective steps taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

18. VIGIL MECHANISM:

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

19. RISK MANAGEMENT POLICY

The Company has an integrated Risk Management Policy identifying the possible risks & mitigants factors thereto.

20. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

21. 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 is no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc. However, following major events carried out after the financial year closing. The company has allotted 73,87,500 (Seventy Three Lacs Eighty Seven Thousand Five Hundred Only) 0.50% Non-Convertible Non-Cumulative redeemable Preference Shares (NCRPS) of Rs 10/- (Rupees Ten Only) to the various investor upon conversion of unsecured loans on private placement basis at a price of Rs.20/- each inclusive a premium of Rs. 10/- each.

22. COMPLIANCE TO REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT), REGULATIONS 2015

The said clause is not applicable on the company as there are no unclaimed shares in the company.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

The Company has not received any significant or material orders passed by the regulators or courts or tribunals which impacting the going concern status and company's operations in future.

24. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has well placed internal financial control system, which ensures the all assets are safeguard, and protected and that the transactions are authorized, recorded and reported correctly.

25. DEPOSITS

The company has neither accepted nor renewed any deposits falling under chapter V of Companies Act, 2013.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has neither provided any Security or Guarantee nor made any Investment during the financial year 2015-16. The Company has made Loan to the following parties-

Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient.
Abhinandan Const. Leasing & Inv. Ltd	25000	Ordinary Course of Business
Ajay Kumar Thakkar	10000	Ordinary Course of Business
Entity Trade Links P Ltd	2500	Ordinary Course of Business
Jagdish Kumar	135000	Ordinary Course of Business
Lucere Lighting Solution Pvt Ltd	36000	Ordinary Course of Business
Purne Aviation	25000	Ordinary Course of Business
Rajan Thukral	100315.6	Ordinary Course of Business
S.V. Multilogi-Tech Pvt Ltd	514000	Ordinary Course of Business
TOTAL	847815	

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has not entered into any transaction with the related party during the financial year 2015-16 as referred in sub-section (1) of section 188 of the Companies Act, 2013

28. MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March 2016 is annexed for the reference of the stakeholders.

29. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACTS, 2013

The Company does not have any women employee at present so adoption and set up of policy for Committee for implementation of said policy i.e. prevention of Sexual Harassment of Women at workplace does not arise.

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

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

(A) Conservation of energy:

The Company's operations are not power extensive. The Company is taking every step to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipments etc.

(B) Technology absorption:

The Company has not imported any technology during the year 2015-16.

(C) Foreign exchange earnings and Outgo:

There was no inflows and outflows of the foreign exchange during the year.

31. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the provisions of section 135 of the Companies Act, 2013 i.e. "**Corporate Social Responsibility**" Company does not required to constitute CSR Committee during the financial year 2015-16.

32. CORPORATE GOVERNANCE REPORT

As the attachment of corporate governance report with Annual Report is not applicable to our Company, we have not attached the said report. However, your Board of Directors are trying their best to comply the prescribed corporate governance compliances.

33. HUMAN RESOURCES

Your Company does not have large "human resources" as the primary business is investing activity. However, your Company continuously invests in attraction, retention and development of talent on an ongoing basis.

34. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors after due inquiry confirms that: -

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) 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.

35. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of the said sections are not applicable to the company as no unpaid dividend is lying with the company.

36. LISTING WITH STOCK EXCHANGES:

The Company has listed its Equity Shares on the platform of Metropolitan Stock Exchange of India Limited. The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to MCX where the Company's Shares are listed.

37. ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors
Efficient Industrial Finance Limited

Sd/-
Bharti Jain
Director
DIN-07196139

Sd/-
Raj Kumar Bardia
Managing Director
DIN-01736079

Place: Delhi
Date: 03/09/2016

ANNEXURE INDEX

ANNEXURE No.	CONTENT
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report

Annexure-I to Directors Report for the Year ended 31st March 2016

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Company (Management & Administration) Rules, 2014**

I. REGISTRATION & OTHER DETAILS:

1	CIN	L65923DL1984PLC019608
2	Registration Date	18/12/1984
3	Name of the Company	Efficient Industrial Finance Limited
4	Category of the Company Sub-category of the Company	Company limited by shares Non government company
5	Address of the Registered office & contact details	3/14 A,1st Floor, Vijay Nagar, Double Storey, Delhi- 110009 Tel: 011-32601237
6	Whether Listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S Beetal Financial & Computer Services Private Limited Address: Beetal House,3rd Floor 99,Madangir, Behind Local Shopping Centre New Delhi - 110062 Contact No.- 011-29961281-283 Fax No.- 011-29961284

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Financing	641	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	%age of Shares	Applicable Section
1	Nil	N.A	N.A	N.A	N.A

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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	10500	10500	4.23%	0	10500	10500	4.23%	0
b) Central Govt	0	0	0	0%	0	0	0	0%	0
c) State Govt(s)	0	0	0	0%	0	0	0	0%	0
d) Bodies Corp.	0	0	0	0%	0	0	0	0%	0
e) Banks / FI	0	0	0	0%	0	0	0	0%	0
f) Any other	0	0	0	0%	0	0	0	0%	0
SUB TOTAL (A) (1)	-	10500	10500	4.23%	-	10500	10500	4.23%	0
(2) Foreign									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	10500	10500	4.23%	-	10500	10500	4.23%	0
B.Public Shareholding	0	0	0	0%	0	0	0	0%	0
01. Institutions	0	0	0	0%	0	0	0	0%	0

a) Mutual Funds	0	0	0	0%	0	0	0	0%	0
b) Banks / FI	0	0	0	0%	0	0	0	0%	0
c) Central Govt	0	0	0	0%	0	0	0	0%	0
d) State Govt(s)	0	0	0	0%	0	0	0	0%	0
e) Venture Capital Funds	0	0	0	0%	0	0	0	0%	0
f) Insurance Companies	0	0	0	0%	0	0	0	0%	0
g) FIs	0	0	0	0%	0	0	0	0%	0
h) Foreign Venture Capital Funds	0	0	0	0%	0	0	0	0%	0
i) Others (specify)	0	0	0	0%	0	0	0	0%	0
Sub-total (B)(1):-	0	0	0	0%	0	0	0	0%	0
2. Non-Institutions									
a) Bodies Corp.	0	1500	1500	.60%	0	1500	1500	.60%	0
i) Indian	0	0	0	0%	0	0	0	0%	0
ii) Overseas	0	0	0	0%	0	0	0	0%	0
b) Individuals	0	0	0	0%	0	0	0	0%	0
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	64800	64800	26.13%	0	64800	64800	26.13%	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	171200	171200	69.03%	0	171200	171200	69.03%	0
c) Others (specify)	0	0	0	0%	0	0	0	0%	0
Non Resident Indians	0	0	0	0%	0	0	0	0%	0

Overseas Corporate Bodies	0	0	0	0%	0	0	0	0%	0
Foreign Nationals	0	0	0	0%	0	0	0	0%	0
Clearing Members	0	0	0	0%	0	0	0	0%	0
Trusts	0	0	0	0%	0	0	0	0%	0
Foreign Bodies - D R	0	0	0	0%	0	0	0	0%	0
Sub-total (B)(2):-	0	237500	237500	95.77%	0	237500	237500	95.77%	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	237500	237500	95.77%	0	237500	237500	95.77%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0%	0	0	0	0%	0
Grand Total (A+B+C)	0	248000	248000	100%	0	248000	248000	100%	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Raj Kumar Bardia	10500	4.23%	0	10500	4.23%	0	Nil

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	10500	4.23%	10500 0	4.23%
	There was no change in Promoters Shareholding during the year 2015-16	NIL	NIL	10500 0	4.23%
	At the end of the year	10500	4.23%	10500 0	4.23%

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN1	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	NAME				
1	YOGESH PATWARI	12300	4.96%	12300	4.96%
2	ANJU JAIN	12300	4.96%	12300	4.96%
3	RAJESH JAIN	12300	4.96%	12300	4.96%
4	NARENDER YADAV	12300	4.96%	12300	4.96%
5	GIRIJESH SURANA	12300	4.96%	12300	4.96%
6	KAMAL JAIN DUGAR	12300	4.96%	12300	4.96%

7	ABHISHEK BARDIA	12300	4.92%	12300	4.96%
8	AMIT SETHIA	12200	4.92%	12200	4.92%
9	C.S.BANTHIA	12200	4.92%	12200	4.92%
10	PRAKASH SETHIA	12200	4.92%	12200	4.92%

There was No Change in the Top 10 Shareholders during the Year.

E) Shareholding of Directors and Key Managerial Personnel:

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Raj Kumar Bardia				
	At the beginning of the year	10500	4.23	10500	4.23
	There was no changes	Nil	Nil	10500	4.23
	At the end of the year	10500	4.23	-	-
SN		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
2.	Abhishek Bardia				
	At the beginning of the year	12300	12300	12300	4.96
	There was no changes	Nil	Nil	12300	4.96

	At the end of the year	12300	12300	-	-
SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
3.	Mayank Lunia	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	-	-

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

INDEBTEDNESS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	-	247500	-	247500
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	676000	-	676000
* Reduction	-	-	-	-
Net Change	-	676000	-	676000
Indebtedness at the end of the financial	-	-	-	-

year				
i) Principal Amount	-	923500	-	923500
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Nil	923500	Nil	923500

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Managing Director	Raj Kumar Bardia (MD)	
1	Gross salary	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act		11%

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		ABHISHEK BARDIA	MAYANK LUNIA	RAJ KUMAR BARDIA	
1	Independent Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
Total (B)=(1+2)		Nil	Nil	Nil	Nil
Total Managerial Remuneration		Nil	Nil	Nil	Nil
Overall Ceiling as per the Act		Sitting Fee- 1Lakh per Meeting			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CS	Total
1	Gross salary	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil

2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil

Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

Efficient Industrial Finance Limited

Sd/-

Raj Kumar Bardia
Managing Director

DIN-01736079

Place: Delhi

Date: 03/09/2016

Sd/-

Bharti Jain
Director

DIN-07196139

Annexure-II to Director Report for the year ended 31stMarch, 2016

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Efficient Industrial Finance Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Efficient Industrial Finance Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

PARA ONE

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) *Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) *The Securities and Exchange Board of India (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-

* No Event took place under these regulations during the Audit Period.

- (vi) I have also examined the Compliances of the Provisions of the following other laws applicable specifically to the Company wherein I have also relied on the Compliance Certificates/declaration issued by the head of the respective department/management in addition to the checks carried out by me and found that company has complied with all the provisions of said Acts except the below mentioned observation in respect of the said Acts.

- (1) The Stamp Duty Act, 1899

Observations in Clause (i) Para One of Our Report

1. According to information and Explanation and verification of forms and returns maintained by Company, the Company as required under Section 403 pays the prescribed additional fees in case of delayed filing.
2. The Company has not appointed Company Secretary & Chief Financial Officer as required under section 203 of the Companies Act, 2013.
3. The company is yet to file MGT 14 for Shareholder's resolution dated 16th November 2015 for investment made and for Appointment of Internal Auditor during the year.
4. The Company has not provided e-voting facility to the members for the EOGM held on 16th November 2015.
5. The explanatory statement for appointment of Independent directors did not contain the Board of Director's opinion relating to the fulfillment of conditions specified in the act as required under proviso of Section 152(5).
6. The Composition of Nomination and Remuneration Committee is not as per Section 178 of the Companies Act, 2013 due to non-availability of Non-Executive Directors on the Board.

PARA SECOND

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

- (i) Secretarial Standards on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India and made effective w.e.f. 01st July 2015.
- (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited (formerly known as MCX Stock Exchange Limited) (applicable upto November 2015) and listing regulations applicable w.e.f. 01st December 2015.

Observations in Para Second of our Report

1. The Company is not having a working website as required under Regulation 46 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

Based on our verification of the Company's Books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and its authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is not duly constituted as per the provisions of the section 149(1) and 149(6)(b) of the Companies Act, 2013 and there is a vacancy of a Woman Director and Independent Directors in the Board. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

I further report that during the audit period the company has:

1. Taken Approval of Shareholders in 30th Annual General Meeting of the Company held on 30th September, 2015
 - (a) Regularization of Mr. Mayank Lunia as Director of the Company.
 - (b) Regularization of Mr .Abhishek Bardia as Director of the Company.

- (c) Appointment of Mr. Raj Kumar Bardia as Managing Director of the Company.
- 2. Taken following Shareholder's approval in EOGM held on 16th November 2015
 - (a) Borrow money in excess of the limit u/s 180(1)(c) u/s 186 of the Companies Act, 2013
 - (b) To invest in excess of the prescribed limit u/s 186 of the Companies Act, 2013
 - (c) To Appoint Internal Auditor of the Company u/s 138 of the Companies Act, 2013

Place: New Delhi

Date: 26th August 2016

For Naubahar Singh & Co
Company Secretaries

Sd/-

CS Naubahar Singh

Proprietor

M No. 18202,

CP No. 16234

Note: This report is to be read with our letter of even date, which is annexed as Annexure-A, and forms an integral part of this report.

Annexure A to the Secretarial Audit Report

The Members

Efficient Industrial Finance Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of 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 the random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 26th August 2016

Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

❖ FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

❖ FUTURES PROSPECTS

The management of the Company cautioned the Readers that this management discussion and analysis report is only future prospects and not confirmation. The statement/future prospects involve risks and uncertainties. The actual results may be varying from future prospects.

❖ COMPANY BUSINESS

The company is currently not engaged in any kind of business activity. However, the company has earned non operational income during the year. The company is trying to improve/spread the business of the company throughout the India.

❖ INDUSTRY STRUCTURE AND DEVELOPMENTS

Since the Company could not work well itself in the business, it will diversify into the field of other business segment in near future. The Company is building up its network to play a significant role from time to time.

❖ BUSINESS OVERVIEW

The Revenue from operation during the year 2015-16 is Rs. 3,51,800/- in the current year as compared to . Rs. 90,598/- in the previous year.

The financial highlights are as under: -

(Rs. in hundred)

Revenue/Sales for the year 2015-2016	3,518.00
Provision for taxation	29.1
Profit/(Loss) after tax	54.21
Paid up equity share capital as on 31 st March 2016	24800.00

❖ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This improved the management of the affairs of the Company and strengthened transparency and accountability.

❖ **SEGMENT REPORTING**

The company is not currently engaged in any kind of business activity

❖ **OUTLOOK**

Company decides to continue to focus on core business and also will try to keep the relation with outsider as wider as possible. We will continue to focus on our performance. It is believed that the economic recovery is in its way.

❖ **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The industrial relation is very cordial and peaceful. The implementation of Corporate Governance in the Company showing various measures to provides more scope for development of human resource thereby allowing the employee better opportunities to achieve higher performance and efficiency in their respective assignments and employment.

❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The management of the company has discussed the financial of the company during the year, which is lower down in the current year. The matter is serious concern for management and it is decide to overcome from the situation and of loss and make the company a wealthy and profit making entity.

❖ **RISKS AND CONCERNS**

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

❖ **CAUTIONARY STATEMENT**

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

❖ **STRATEGY**

As like the other business enterprises company is also having strategy for same strategy for expansion of business.

❖ **LEADERSHIP AND CORPORATE GOVERNANCE**

The company exceptionally believe in good corporate governance and trying to follow all the rules, regulations, law prescribed by the applicable law for the time being such as Corporate Law, Listing Agreement with Stock Exchange etc.

❖ **RISKS AND CONCERNS**

The ever existing risks that company is exposed to is credit risk, market risk and operational risk. Deriving from the long years of experience your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

To,
The Members
Efficient Industrial Finance Limited

As provided under regulation 34 of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31st, 2016.

For and on behalf of
Efficient Industrial Finance Limited

Sd/-
Raj Kumar Bardia
Managing Director

Date:
Place: Delhi

INDEPENDENT AUDITOR'S REPORT

**To the Members of
EFFICIENT INDUSTRIAL FINANCE LIMITED.**

Report on the Financial Statements

We have audited the accompanying financial statements of M/s EFFICIENT INDUSTRIAL FINANCE Ltd having registered office at 3/14A, 1st Floor, Vijay Nagar Double Story , Delhi-110009 which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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,

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

Report on Other Legal and Regulatory Requirement

As required by the Companies (Auditor's Report) Order, 2016(the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

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 Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) with respect to 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, we report as under
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred by the Company to the Investor Education and Protection Fund.

For Devi Dayal and Associates
Chartered Accountants
FRN: 003910N

Sd/-
Devi Dayal Gupta
(Partner)
Membership No. :
082663

Place: New Delhi
Date: 30/05/2016

Annexure B to Auditor's Report For F.Y.2015-16

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 M/s Efficient Industrial Finance Limited as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 2016.

For Devi Dayal and Associates

Chartered Accountants

FRN: 003910N

Sd/-

Devi Dayal Gupta

(Partner)

Membership No. : 082663

Place: New Delhi

Date: 30/05/2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(In Hundred)

Particulars	Note No.	Figures as at the end of current reporting period (Rs)	Figures as at the end of previous reporting period (Rs)
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	24,800	24,800
(b) Reserves and Surplus	3	(21,594.72)	(21,648.93)
<u>(2) Non Current Liabilities</u>			
(a) Long-Term Borrowings	4	2475.00	2475.00
(b) Long-Term Provisions	5	6,591.75	6,591.75
<u>(3) Current Liabilities</u>			
(a) Short Term Borrowings	6	676,000.00	-
(b) Other Current Liabilities	7	159,818.09	201.45
(c) Short-Term Provisions	8	29.10	73.36
Total Equity & Liabilities		848,119.22	12,492.63
II. ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Gross Block		-	-
(ii) Depreciation		-	-
(iii) Net Block		-	-
(b) Non-current investments	9	1830	1,830.00
(c) Long term loans and advances	10	847,815.60	2,500.00
<u>(2) Current Assets</u>			
(a) Trade Receivable		-	-
(b) Cash and cash equivalents	11	(1,800.67)	8,162.63
(c) Short-term loans and advances		-	-
(d) Other current Assets	12	274.29	-
Total Assets		848,119.22	12,492.63

Notes to Accounts

1

Notes referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

For Devi Dayal & Associates.

Chartered Accountants

Sd/-

CA Devi Dayal Gupta

(Partner)

Membership No. : 082663

Firm Reg. No.: 003910N

For and on behalf of Board of Directors

For Efficient industrial Finance Limited

Sd/-

Abhishek Bardia

(Director)

DIN-06670438

Sd/-

Raj Kumar Bardia

(Managing Director)

DIN-01736079

Place: New Delhi

Date: 30.05.2016

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016

Sr. No	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from Operations Other Income Total Revenue	13	3,518.00 3,518.00	905.98 905.98
II	Expenses: Employee Benefit Expenses Other Administrative Expenses Depreciation Total Expenses	14	2,000.00 1434.69 - 3434.69	0.00 869.10 - 869.10
III	Profit before tax		83.31	36.88
IV	Tax expense and Provision: (1) Current tax (2) Previous Year Tax (4) Deferred Tax (5) Provision for NPA (6) Provision for Doubtful Debts		29.10 - - - -	11.40 - - - -
V	Profit/(Loss) for the period		54.21	25.48
VI	Earning per equity share: (1) Basic (2) Diluted		0.02 0.02	0.01 0.01

Notes to Accounts

1

*Notes referred to above and notes attached there to form an integral part of Balance Sheet
This is the Balance Sheet referred to in our Report of even date.*

For and on behalf of Board of Directors

For Devi Dayal & Associates.
Chartered Accountants

For Efficient Industrial Finance Limited

Sd/-

CA Devi Dayal Gupta
(Partner)

Membership No. : 082663

Firm Reg. No.: 003910N

Sd/-

Bharti Jain

(Director)

DIN- 07196139

Sd/-

Raj Kumar Bardia

(Managing Director)

DIN- 01736079

Date: 30.05.2016

Place: Delhi

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

	Amount (In Hundred) Year ended 31.03.2016	Amount (In Hundred) Year ended 31.03.2015
A		
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
NET PROFIT AFTER TAX & ADJUSTMENTS AS PER P&L A/C	54.21	25.48
Adjustments for :		
Depreciation	-	-
Provision for Tax	29.1	11.4
Direct Tax Paid	(73.36)	0.00
Profit on sale of shares	(149.50)	(20.90)
Interest on FDR	0.00	(6.14)
Operating Profit before working capital Changes	(139.55)	9.84
Adjustments for Trade & other receivables:		
Short Term Borrowings	826000.00	0.00
Trade and Other Payable	9616.64	(20.00)
Other Current Assets	(274.29)	2.44
Cash generation from operations	835202.80	(7.72)
Net Income tax Paid	-	-
NET CASH FLOW GENERATING FROM OPERATING ACTIVITIES	835202.80	(7.72)
B <u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Sale of Investment	0	8213.90
Profit on Sale of Shares	149.5	0.00
Interest on FDR	0	6.14
NET CASH USED IN INVESTING ACTIVITIES	(149.50)	8220.04
C <u>CASH FLOW FROM FINANCIAL ACTIVITIES</u>		
Loans and Advances	(845315.60)	(2500.00)
Unpaid Calls received	0.00	72.50
NET CASH USED IN FINANCIAL ACTIVITIES	845315.60	2427.50
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(9963.30)	5784.82
CASH AND CASH EQUIVALENTS-OPENING BALANCE	8162.63	2377.81
CASH AND CASH EQUIVALENTS-CLOSING BALANCE	(1800.67)	8162.63

NOTES:

1. Cash and Cash equivalents include cash, FDR and balance with scheduled banks
2. Previous Year's figure have been re-grouped/re-arranged wherever necessary to confirm to the current years presentations.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

(In
Hundred)

Note : 2 Share Capital

Sr. No	Particulars	Current Year	Previous Year
1	<u>AUTHORISED CAPITAL</u> 250,000 Equity Shares of Rs. 10/- each.	25,000	25,000
		25,000	25,000
2	<u>ISSUED , SUBSCRIBED & PAID UP CAPITAL</u> Paid up Share capital 248,000 Equity Shares of Rs. 10/- each, Fully paid up	24,800	24,800
	Total	24,800	24,800
3	In the period of five years immediately preceding the date of Balance sheet (a) Bonus Shares Issued (b) Aggregate number of shares brought back	NIL NIL	NIL NIL
4	Number of shares held by each share holders, holding more than 5% of shares:- <u>Name of share holders</u>	31/03/2016	31/03/2015
		Shares %	Shares %
5	Reconciliation of the number of shares and amount at the beginning and at the end of the reporting year Number of shares:- Opening Balance (In No.s) Add Issued during the year Closing Balance (Nos)	248,000 NIL 248,000	248,000 NIL 248,000
	Amount in rupees:- Opening Balance (In Rs.) Add Issued during the year Closing Balance (Rs)	2480000 NIL 2480000	2480000 NIL 2480000
6	<u>Terms/Rights attached to equity shares</u> The Company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares shall be entitled to receive remaining assets of the company , after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the shareholders.		

Note 3 Reserve and Surplus

Sr. No	Particulars	Current Year	Previous Year
1	<u>Surplus in Statement of Profit & Loss</u> Balance brought forward from previous year	(21648.93)	(21674.4)

	Add: Profit/Loss for the period	54.21	25.48	
	Total	(21594.72)	(21648.93)	

Note: 4 Long Term Borrowings

Sr. No	Particulars	Current Year	Previous Year	
	Provision –others Provision for Diminution in value of Investment	2475.00	2475.00	
	Total	2475.00	2475.00	

Note: 5 Long Term Provisions

Sr. No	Particulars	Current Year	Previous Year	
	Provision –others Provision for Diminution in value of Investment	6591.75	6591.75	
	Total	6591.75	6591.75	

Note : 6 Short Term Borrowing

Particulars	Current Year	Previous Year	
As Per Annexure	676000	0	
Total	676000.00	-	

Note : 7 Other Current Liabilities

Sr. No	Particulars	Current Year	Previous Year	
1	Audit fee Payable	229	112.36	
2	Professional charges Payable	89.09	89.09	
3	Trade Payable	159500.00	-	
	Total	229	287.12	

Note : 8 Short Term Provisions

Sr. No	Particulars	Current Year	Previous Year	
	Provision – Others Provision for Tax(Net of TDS)	29.10	73.36	
	Total	29.10	73.36	

Note : 9 Non Current Investment

Sr. No	Particulars	Current Year	Previous Year
1	Investment in Equity Instrument:- 18300 equity shares of Ujala Holdings Ltd of Rs 10/- each fully paid up	1830.00	1830.00
	Total	1830.00	1830.00

Note: 10 Long Term Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
	As Per Annexure	847815.60	2500.00
	Total	847815.60	2500.00

Note : 11 Cash & Cash Equivalent

Sr. No	Particulars	Current Year	Previous Year
1	Cash Balance	8023.78	8130.98
2	Bank Balance In Corporation Bank In ICICI Bank	31.94 (9856.39)	31.65 -
	Total [1 + 2]	3274.38	3361.17

Note: 12 Other Current Assets

Sr. No	Particulars	Current Year	Previous Year
1	TDS 2015-16	274.29	-
	Total	274.29	-

Note: 13 Other Income

Sr. No	Particulars	Current Year	Previous Year
1	Other Non Operating Income		
2	Commission Received	310.00	-
3	Profit on Sale of Shares	149.50	20.90
4	Interest on FD	-	6.14
5	Miscellaneous Income	-	878.94
6	Interest Received	3058.50	-
	Total	3518.00	905.98

Note : 14 Other Expenses

Sr. No	Particulars	Current Year	Previous Year
1	Payment to Auditor	229.00	112.36
2	Filling Fee	367.30	65.00
3	Bank Charges	17.41	6.21
4	Fee & subscription	165.90	-
5	Advertisement Expense	324.25	-

6	Miscellaneous Expenses	13.40	134.95
7	Printing and stationery	32.00	26.00
8	Professional Charges	200.00	175.00
9	Postage Charges	17.50	12.50
10	Listing Fees	57.00	337.08
11	Interest on Income Tax	10.94	-
	Total	1434.69	869.10

Note 15 Addition Information to Balance Sheet**(Rs. in Hundred)**

Note	Particulars										
15.1	Previous years figures have been regrouped / reclassified wherever necessary to correspond with the current years classification/ disclosure										
15.2	Personal accounts of the parties, whether in debit or credit, are subject to confirmation of parties.										
15.3	Other information pursuant to Revised Schedule VI of the Companies Act, 2013 are not given , as the same are not applicable for the year.										
15.4	Provision for tax for the year comprised estimated current income tax determined to be payable in respect of taxable income . The company has not recognised deferred tax for the year due to consideraion of prudence as in the opinion of management sufficient future taxable income may not be available against which deferred tax assets can be realised.										
15.5	In the opinion of the Management, the value on realization of Current/ Non Current Assets, Loans & Advances in the ordinary Course of business will not be less than the amount at which they are stated in the Balance Sheet and all liabilities have been adequately provided for.										
15.6	Related Party Disclosure: Details of transaction entered into with related parties during the year as required by Accounting Standard -18 on Related parties. Disclosures issued by institute of Chartered Accountants of india are as under: <table data-bbox="300 1417 1169 1585"> <tr> <td>List of Related Parties</td> <td>Key Management Personnel</td> </tr> <tr> <td></td> <td>Mr. Raj Kumar Bardia</td> </tr> <tr> <td></td> <td>Mr. Mayank Lunia</td> </tr> <tr> <td></td> <td>Mr. Abhishek Bardia</td> </tr> </table> <table data-bbox="300 1617 1169 1659"> <tr> <td>Transaction with Related Parties</td> <td>No transaction during the year</td> </tr> </table>	List of Related Parties	Key Management Personnel		Mr. Raj Kumar Bardia		Mr. Mayank Lunia		Mr. Abhishek Bardia	Transaction with Related Parties	No transaction during the year
List of Related Parties	Key Management Personnel										
	Mr. Raj Kumar Bardia										
	Mr. Mayank Lunia										
	Mr. Abhishek Bardia										
Transaction with Related Parties	No transaction during the year										

EFFICIENT INDUSTRIAL FINANCE LIMITED
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 Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

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

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the ____ day of ____ at ____ a.m. / p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016		
2.	Ratification of appointment of M/s. Devi Dayal & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix Revenue Stamps

Signature of Shareholder
across Revenue Stamp

Signature of Proxy holder

Signature of the shareholder

Note:

- 1) 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.
- 2) The proxy need not be a member of the company

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

32nd Annual General Meeting on 30th September, 2016

Full name of the members attending
_____ (In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the _____ Annual General Meeting of the Efficient Industrial Finance Limited, Address, on Wednesday, the 30th September 2015

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will may not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHTHOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

To

If undelivered please return to

..... Limited

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