

32nd
ANNUAL REPORT
2016-2017



GROVY INDIA LIMITED

CIN: L74130DL1985PLC021532



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**32ND ANNUAL GENERAL MEETING
ON
29TH DAY OF SEPTEMBER, 2017 AT 11:00 AM
AT
122, VINOBA PURI, LAJPAT NAGAR II, NEW DELHI
110024**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Prakash Chand Jalan
Chairman
DIN: 00475545

Mr. Nishit Jalan
Director & CEO
DIN: 02964239

Mrs. Anita Jalan
Non Executive Director
DIN: 00475635

Mr. Rajendar Prasad Rustagi
Independent Director
DIN: 07198708

Mr. Parveen Kumar
Independent Director
DIN: 07198705

Mr. Gagan
Independent Director
DIN: 07198705

AUDITORS

AUDITORS

M/s Wadhwa & Co.
Chartered Accountants
FRN: 021821N

INTERNAL AUDITOR

Mr. Murari Kumar Jha
122, Vinobapuri,
Lajpat Nagar II, New
Delhi-110024

SECRETARIAL AUDITORS

CS. Harpreet Parashar
M. No. 28820
Add:160, Basement,
Vinoba Puri, Lajpat Nagar
II, New Delhi-24

KEY MANAGERIAL PERSONNEL

Mr. Nishit Jalan
Chief Executive Officer
PAN No. - AFIPJ2857D

Mr. Ankur Jalan
Chief Financial Officer
PAN No. - AHOPJ9258Q

Ms. Neha Parbhakar
Company Secretary
M.No. - 26382

EMAIL ID:-

Company and Investor Grievances:
investor@grovyindia.com

COMPLIANCE OFFICER:-

grovyindia@gmail.com

WEBSITE:-

www.grovyindia.com

BANKERS OF THE COMPANY

Bank of India (Hauz Khas, New Delhi)

Axis Bank (Lajpat Nagar, New Delhi)

United Bank (SDE, New Delhi)

CIN: L74130DL1985PLC021532

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area, Phase I,
New Delhi Pin Code 110 020, INDIA
Tel No. 011 6473 2681-88

REGISTERED OFFICE

122, 1st Floor, Vinoba Puri, Lajpat Nagar II, New
Delhi - 110024



GROVY INDIA LIMITED
(Formerly known as Grovy Exports and Marketing Limited)
CIN: L74130DL1985PLC021532

Regd. Office: 122, 1st Floor, Vinoba Puri, Lajpat Nagar II, New Delhi-110024 IN
Web: www.grovyindia.com, Email: grovyindia@gmail.com

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second Annual General Meeting of Grovy India Limited will be held on Friday, 29th Day of September, 2017 at 11:00 A.M at 122, 1st Floor, Vinoba Puri, Lajpat Nagar II, New Delhi-110024 to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March 2017, including audited Balance Sheet as at 31st March, 2017 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.

ITEM NO. 2 – APPOINTMENT OF DIRECTOR

To appoint a director in place of Mrs. Anita Jalan (DIN: 00475635) who retires by rotation and being eligible to offer herself for re-appointment.

ITEM NO. 3 – APPOINTMENT OF AUDITORS

To appoint M/s. Nitin K Kumar & Co. Chartered Accounts, having FRN 029517N as the Statutory Auditors of the Company, to hold the office from conclusion of this Annual General Meeting to the conclusion of 37th Annual General Meeting and to fix their remuneration.

ITEM NO. 4 – DECLARATION OF DIVIDEND

“RESOLVED THAT the consent of the shareholders of the company is be and hereby given to pay a final dividend at the rate of 1% on the Company’s Share Capital of Rs. 14,000,000/- absorbing thereby Rs.140,000/- excluding distribution tax of Rs. 28,501/- for the Financial year ended on as at 31st. March, 2017, be and the same is hereby declared for payment to those holders of Equity Shares whose names appear in the Register of shareholders of the Company as on 22nd September, 2017 (being the cutoff date)

RESOLVED FURTHER THAT the dividend warrants be posted to all the shareholders who are entitled to receive the payment.

RESOLVED FURTHER THAT the board of directors of the company and Company Secretary of the company are being authorized to do the needful in order to give effect of the aforesaid resolution.”

**By Order of the Board
For Grovy India Limited**

**Sd/-
Nishit Jalan
Director**

**DIN: 02964239
G-6 South Extn, Part II,
New Delhi 110049**

**Place: New Delhi
Dated: 04.09.2017**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A 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 CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Additional Information, pursuant to regulation 36 of (Listing Obligation & Disclosure Requirements) Regulations 2015 in respect of director seeking appointment or re-appointment at the Annual General Meeting, is annexed hereto. The director has furnished consent/declaration for his appointment as required under the Companies Act, 2013.
3. Corporate members are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd day of September, 2017 to Friday, 29th day of September, 2017 (both days inclusive).
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Member having physical shares are requested to notify immediately any change in their registered address with the postal identity number and quoting their folio number. The members holding shares in demat form are required to update their address through their depositories.
7. The Members are requested to write their folio number/ DP ID/Client ID in the attendance slip for attending the meeting.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. The Register of Director's and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contract or arrangement in which director are interested maintained under section 189 of the Companies Act, 2013 will be available for Inspection by the Members at the Annual General Meeting.
10. A route map showing directions to reach the venue of the 32nd AGM is given along with this Annual Report as per the requirement of the “Secretarial Standards - 2” on General Meetings.
11. Please note that in accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from the Registrar & Share Transfer Agents, skyline Financial Services Private Limited and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialised mode, should file their nomination with their Depository Participant (DP).

12. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
13. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
14. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
15. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 09.00 a.m. on Tuesday, 26th September, 2017 and will end at 5.00 p.m. on Thursday, 28th September, 2017. The Company has appointed Mr. Yashlok Dubey, Practicing Company Secretary, having Membership No. 39066 to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given note no. 18.
16. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
17. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Corporate Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.
18. In terms of Section 108 of the Companies Act, 2013 Read with the rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 it is mandatory on the part of the Company to provide e-Voting facility. Company is providing facility for Voting by electronic means and the business may be transacted through such e-voting.

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

- i. The voting period begins on Tuesday, 26th September 2017 at 09.00 AM and ends on Thursday, 28th September 2017 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22nd September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio number / Client ID in the PAN Field.

	<ul style="list-style-type: none"> In case the Folio Number/Client ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio/ Client ID 1 then enter RA00000001 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in DD/MM/YYYY format.

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

- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of Grovy India Limited on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

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

**Details of Directors seeking Appointment or Re-appointment at the Annual General Meeting
(In pursuance of Regulation 36 of SEBI Listing Regulations)**

Name of Director	Anita Jalan
Date of Birth	19/01/1962
Age (Years)	55 Years
Date of Appointment	01/09/1995
Qualification	Graduate
Terms and condition of Appointment/reappointment	Retiring by rotation and being eligible offer herself for re-appointment
Details of remuneration	Nil
Relations with Other Director (Inter-Se)	Mr. Prakash Chand Jalan : Husband Mr. Nishit Jalan : Son
Expertise in specific functional areas	Excellent administrative Skills
Directorship held in Other listed Companies	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil
Committee Positions* in other Public Companies	Nil
Number of Shares held	62,000 Equity Shares

* Committee positions of only Audit, Shareholders'/Investors' Grievance and Remuneration and Nomination Committee included.

**By Order of the Board
For Grovy India Limited**

**Sd/-
Nishit Jalan
Director**

**DIN: 02964239
G-6 South Extn, Part II,
New Delhi 110049**

**Place: New Delhi
Dated: 04.09.2017**

REPORT OF BOARD OF DIRECTORS

Dear Shareholders,

Your Directors are pleased to present the Annual Report on the business and operation of the Company, along with Audited Accounts, for the financial year ended 31st March, 2017

Financial Summary

(Rs. In Lacs)

Details	Year 31.03.2017	Ended	Year 31.03.2016	Ended
Total Revenue		479.80		751.16
Expenditure		468.27		743.53
Depreciation		3.92		2.83
Exceptional Items		0.00		0.00
Profit/(Loss) before Tax		11.53		7.62
Tax Expenses		5.11		2.39
Net Profit/(Loss)		6.42		5.23

REVIEW OF OPERATIONS AND FUTURE PROSPECTS

Your Company is engaged in to the Business of development of property and trading of shares and commodities. During the year under review, your Company has shown commendable performance and managed to generate commendable revenue of Rupees 45,636,682.00. The total revenue of the Company has decreased in current financial year as compared to previous financial year. However the net profit after tax has been increased.

BUSINESS SEGMENTS:

Your Company is engaged in to the Businesses listed as under:

a) Construction Business :

Your company **Grovy India Limited** is engaged into construction activity and completed many projects and sustains credibility among its customers by providing possession on time to all of them.

Company has completed many projects some images of the same are as follows:



Images as inserted above are just few among many which the company completed; for rest of the details Stakeholders may visit <http://grovyindia.com>

b) Shares Trading

Your Company is also engaged in trading of Shares, commodities and other financial instruments. This segment is also very important in the view present situation of the Indian Capital Market. Your Company has opened an account with the Ganesh Stockinvest Private Limited & Ganesh Commodities Private Limited for the purpose of trading of shares, commodities and other financial instruments like mutual funds etc.

During the year under review, the Company has earned Rs. 1,04,57,012.00 from the shares trading business. Management believes that Company has potential to compete with its peer competitor in the same business and may be emerged as big name in the coming years.

SHARE CAPITAL

The issued, subscribed and paid up capital of the Company is Rs. 140 Lakh (Rupees One Crore Forty Lakh) divided into 14 Lakh equity shares having face value of INR. 10 each. There has been no change in the share capital of the Company during the period under review.



DIVIDEND

The Board of Directors of your Company is pleased to announce a Dividend of Rs. 140,000.00/-. The Board assures you to present a much strong financial statements in coming years.

TRANSFER TO RESERVES

The profits transferred and other additions to reserves are as follows:

Particulars	As at 31 st March,2017	As at 31 st March,2016
(a) Securities Premium Account		
Opening Balance	2,400,000	2,400,000
Add:- Premium on Shares issued during the year	0	
Closing Balance	2,400,000	2,400,000
(b) General Reserve		
Opening Balance	12,040,000	12,040,000
Add:- Transfer from Profit & Loss A/c	0	0
Closing balance	12,040,000	12,040,000
(c) Surplus in statement of Profit & Loss A/c		
Opening Balance	2,307,309	1,783,989
Add:- Profit/Loss Transferred for the year	642,084	523,320
Closing Balance	2,949,394	2,307,309
Total	17,398,394	16,747,309

CHANGE IN THE NAME OF THE COMPANY

The name of the Company was changed from **GROVY EXPORTS AND MARKETING LIMITED** to **GROVY INDIA LIMITED** after complying with all the provisions under Companies Act 2013 and by passing the Special Resolution in the Extraordinary General Meeting of the Company held on 28th April 2015. Further pursuant to name change there has been also alteration in the Memorandum of Association of the Company.

STATUTORY AUDITORS

The Board of Directors recommends appointment of M/s Nitin K Kumar & Co, Chartered Accountants, FRN 029517N as Statutory Auditor of the company.

Pursuant to the second proviso to Section 139(2) of the Companies Act, 2013, read with applicable rules and recommendation of the Audit Committee the board proposes name of M/s Nitin K Kumar & Co., Chartered Accountants for appointment as the Statutory Auditors of the Company and resolution for the same is inserted into the Notice of Annual General Meeting. The Company also obtained a written consent from the Auditors for the purpose of their proposed appointment as statutory auditor of the company and also a certificate from them has been taken as required and they have affirmed in it that they are not disqualified from being appointed as auditor of the company under Companies Act 2013, Chartered Accountant Act 1949 and their appointment, if made shall be within limits laid down under Companies Act.

AUDITORS' REPORT

The Auditors' report on the financial statement for the financial year 2016-17 is self explanatory and does not warrant any explanation or comment from the Directors.

SECRETARIAL AUDITOR

The Board of Directors has appointed Mrs. Harpreet Parashar, Company Secretary in Practice, to conduct Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2016-17.

SECRETARIAL AUDITORS' REPORT

The Secretarial Audit Report is annexed herewith and marked as **Annexure I** to this Report. The Secretarial Auditors has one observation:

1. Compliances under The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 were not complied with during the FY 201-2017.

MANAGEMENT REPLY

The Management of Company will take necessary steps in order to meet the requirements as stated under Secretarial Audit Report.

INTERNAL AUDITORS

The Company has appointed Mr. Murari Kumar Jha (B.Com Hon) having wide experience in finance Industry as the Internal Auditor of the Company to conduct the audit on the Business Operations and Internal Control of the Company in terms of Section 138 of Companies Act 2013.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TO DATE OF REPORT

There are no material change and commitment, affecting the financial position of Company which has occurred between the end of financial year of the Company to which the financial statements relate and the date of this report other than those disclosed in the Annual report

CHANGE IN NATURE OF BUSINESS

During the period under review, the Company has not changed its nature of business.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

There is no change in the composition of the Board of Directors of your company.

Further Ms. Anita Jalan who is liable to retire by rotation and eligible to offer her for reappointment has consented to be reappointed as the Director. A resolution for appointment of Mrs. Anita has been placed in the Notice of Annual General Meeting.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance and individual directors pursuant to the provisions of the Companies Act, 2013. The performance of the Board was evaluated by the Board on the basis of the criteria such as the Board composition and structure, effectiveness of Board process, information and functioning etc. The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of individual director to the Board and committee meetings like preparedness on the issue to be discuss meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent directors, performance of non-independent director, performance of the Board as a whole and performance of Chairman was evaluated.

NOMINATION & REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration as required under Section 178 of the Companies Act, 2013. The Nomination & Remuneration Policy of the Company is annexed herewith and marked as **Annexure II** to this Report.

RISK MANAGEMENT

The Company has a Risk Management policy that defines the strategies and methodology to decide on the risk taking ability of the organization.

The Company constantly reviews its exposure to various types of risk, whether it be regulatory, operational, environmental, financial or political. The Company has in place adequate systems to ensure compliance with all regulatory and statutory matters reviews the same on a periodic basis and takes appropriate corrective action when necessary.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2017 and state that:

- a. In the preparation of the annual accounts for the financial year ended on 31st March, 2017, 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;
- 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; and
- 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.

PARTICULARS OF EMPLOYEES

During the year under review no employee is covered as per rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore no statement is required be given showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are not applicable.

PARTICULARS OF REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17:

No Director has drawn any remuneration from the Company during the financial year 2016-17 therefore ratio of remuneration of each director the median remuneration of the employees of the Company is not ascertainable.

- ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17:

No Director has drawn any remuneration from the Company during the financial year 2016-17. However Mr. Ankur Jalan is getting a remuneration of Rs. 2,85,000.00/- as Chief Financial officer of the company in the current financial year. Therefore increase in remuneration of each Director is not ascertainable. Further there has been no increase in remuneration of the Company Secretary.

- iii) The percentage increase in the median remuneration of employees in the financial year 2016-17: 0.00%

- iv) The number of permanent employees on the rolls of company: 4

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

Amount in Rs.

	2016-17	2015-2016	Increase/Decrease in %
Average Salary of Employee other than key Managerial Personnel (Per Annum)	585,000	4,46,167	31.12
Managerial Remuneration	405,000	2,37,500	70.52

vi) The key parameters for any variable component of remuneration availed by the Directors:

The key parameters for the variable component of remuneration, if any, availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Nomination & Remuneration Policy for Directors.

vii) Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.

LISTING ON THE STOCK EXCHANGE

Directors of the Company are pleased to inform you that shares of the company has been listed on BSE Limited w.e.f. 30th December 2015 with Scrip Code 539522 in the list of XT Group Securities through direct listing.

DEMATERIALISATION OF EQUITY SHARES

The Company has entered in to agreement with National Securities Depository Limited and Central Depository Services (India) Limited for the purpose of dematerialization of the Equity Shares of the Company. The International Security Identification Number of the Company is INE343C01012. The Percentage of Total shares of the Company in dematerialized form is 99.06% of total number of equity shares.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The company has entered into some contracts with related parties amounting to Rs. 45,450,000 and the same is open for inspection for the members of company during business hours.

Further all the related party transactions are presented before the audit committee for its approval as prescribed under Company Act 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board can be accessed on the Company's website at the link: www.grovyindia.com

The details of the transactions with related party are provided in the accompanying financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Regulation 34 of the SEBI Listing Regulations, is annexed as **annexure III** to this Board Report.

CORPORATE GOVERNANCE REPORT

Your Company and all the directors are highly dedicated and believes in principle of Good Corporate Governance practices which are in line and with legal requirements of Regulation 16 to 27 of SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION 2015 and Companies Act 2013. The Company has adopted the practices which are transparent and in the best interest of the stakeholders, companies and all regulatory authority associated with the company.

Further as per regulation 15(2) of SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION 2015 exempted certain Companies from mandatory Compliance of provision of Regulation 17 to 27 of SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION 2015. In terms of said regulation every Company which has either paid up capital less than Rs. 10 Crore or Net worth less than Rs. 25 Crore are exempted from complying with the provisions of Corporate Governance regulations of listing agreement entered with the stock exchange.

Your Company is exempted from the complying with the provision of Corporate Governance as mentioned under SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, however your director assure you that your company will continue to follow the good corporate governance practices.

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

DISCLOSURES:

A) EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure-III** to this Report.

B) MEETINGS OF THE BOARD

During the financial year ended March 31, 2017, 8 (Eight) meetings of the Board of Directors were held as against the statutory minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days between them. The dates of meetings are mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	04.04.2016	5.	16.10.2016
2.	28.05.2016	6.	10.11.2016
3.	09.08.2016	7.	30.01.2017
4.	31.08.2016	8.	19.03.2017

C) COMPOSITION OF AUDIT COMMITTEE

The Company has constituted audit committee as per the provisions of section 177 of the Companies Act 2013 and rules framed thereunder

The Audit Committee as on date comprises of three members, details of the same is prescribed below:

Sr. No.	Member	Designation	No. of Meeting held	No. of Meeting attended
1.	Mr. Rajendra Prasad Rustogi	Independent Director	5	5
2.	Mr. Gagan	Independent Director	5	5
3.	Mr. Prakash Chand Jalan	Executive Director	5	5

* Company formed audit committee on 28th May 2016 for the financial year 16-17. Mr. Rajendra Prasad Rustogi elected as chairperson of the committee with the unanimous consent of all the members of committee.

* Ms. Neha Parbhakar, Company Secretary of the company is acting as secretary to the audit committee as required under SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

* Meetings of the audit committee are held on 28.05.2016, 13.07.2016, 29.08.2016, 10.10.2016, 29.01.2017. Company complied with the requirement of law and conducted

four (4) meetings of committee and time gap between two successive meetings is not more than 120 days.

D) COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE.

Your company has constituted nomination and remuneration committee as required under section 178 of Companies Act 2013 and rules and regulations made thereunder.

The Remuneration & Nomination Committee as on date comprises of three members, all the members are non-executive directors of the company, details of the same is mentioned below:

Sr. No.	Member	Designation	No. of Meeting held	No. of Meeting attended
1.	Mr. Rajendra Prasad Rustogi	Independent Director	2	2
2.	Mr. Gagan	Independent Director	2	2
3.	Mr. Praveen Kumar	Non-Executive Director	2	2

* Company formed remuneration committee on 26th May 2016. Mr. Gagan was elected as chairperson of the committee with the unanimous consent of all the members of committee.

* Dates of the meeting of nomination and remuneration committee are 26.05.2016, 30.08.2016.

E) COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

Your company has constituted stakeholder relationship committee as required under Regulation 20 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 read with section 178(5) of Companies Act 2013 and rules and regulations made thereunder.

The Stakeholder relationship committee as on date comprises of three members, details of the same is mentioned hereinafter:

Sr. No.	Member	Designation	No. of Meeting held	No. of Meeting attended
1.	Mr. Rajendra Prasad Rustogi	Independent Director	1	1
2.	Mr. Prakash Chand Jalan	Executive Director	1	1
3.	Mr. Nishit Jalan	Executive Director	1	1

Your Company formed committee in F.Y. 2016-2017 on May 24, 2016. Meeting of the Stakeholders Relationship Committee was held on 26.05.2016.

F) VIGIL MACHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013, the Board of Directors at its meeting held on 04th April, 2016 has adopted a vigil mechanism/whistle blower policy of the Company. The policy provides a framework for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Protected disclosures can be made by a whistle blower through an email or to the Chairman of the Audit Committee.

The vigil mechanism/whistle blower policy can be accessed on the Company's website at the link: www.grovyindia.com.

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

The Company has zero tolerance towards sexual harassment at workplace and during the year under review, your Board has constituted an Internal Complaints Committee to consider and redress complaints of sexual harassment & also adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with

the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2016-17, the Company has received zero complaints on sexual harassment.

H) PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITY PROVIDED DURING FINANCIAL YEAR 2016-2017

- ➡ Company has not provided any loan during the financial Year under review.
- ➡ Company has not provided any Guarantee during the financial Year under review
- ➡ Company has not provided any security during the financial Year under review.

However Company has made some investments during the Year details of the same are as follows:

Particulars	As at 31st March,2017
Investment in Equity Instruments	
P & G (150 Shares)	
P & G (120 Shares)	49,453
Uniphos Enterprises(1700 Shares)	27,553
Uniphos Enterprises(2000 Shares)	
Investment in Debentures/Bonds	
Insilco Debenture(499 Units)	74,850
Mutual Funds	
JM Financial Mutual Fund	-
Total	151,856

I) GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

SUBSIDIARY & ASSOCIATE COMPANY

Your Company does not have any subsidiary Company or associate Company within the meaning of the Companies Act 2013.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information required to be given pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's report for the year ended 31st March, 2017 are given below :

A. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

(i) The steps taken or impact on conservation of energy;

Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

(ii) The steps taken by the company for utilizing alternate sources of energy;

The Company has been taking energy saving measures viz., Use of energy saver electrical equipments, LED fittings are provided inside the building for common area lighting in the projects of the Company, Efficient ventilation system in offices and the projects of the Company.

(iii) The capital investment on energy conservation equipments;

Your company has nil capital investment on energy conservation equipments.

(B) Technology absorption-

- (i) The efforts made towards technology absorption; N.A.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - No technology has been imported by the Company during the last three years.
- (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 not taken place, and the reasons thereof; and
- (iv) The expenditure incurred on Research and Development. N.A.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details of Foreign Exchange, earnings and Outgo are given as below:-

Particulars	Year 2017 (Amt)	Year 2016 (Amt)
Foreign Exchange earning	NIL	NIL
Foreign Exchange outgoing	NIL	NIL

APPRECIATION NOTE:

Directors wish to place on record their deep thanks and gratitude to;

- a) The Central and State Government as well as their respective Departments and Development Authorities connected with the business of the Company, Bankers of the Company, Housing Finance as well as other Institutions for their co-operation and continued support.
- b) The Shareholders, Depositors, Suppliers and Contractors for the trust and confidence reposed and to the Customers for their valued patronage.
- c) The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavor towards attainment of better working results during the current year.

**By Order of the
Board
For Grovy India Limited**

**Reg. Office: 122, 1st Floor,
Vinobapuri, Lajpat Nagar II, New
Delhi - 110024**

**Place: New Delhi
Dated: 01.09.2017**

**Prakash Chand Jalan
Chairman
DIN: 00475545
G-6, Masjid Moth Village
South Extn, Part II,
New Delhi 110049**

Annexure I
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 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,
GROVY INDIA LIMITED
R.O. 122, 1st Floor, Vinoba Puri,
Lajpat Nagar Part II, New Delhi 110024

SUBJECT- SECRETARIAL AUDIT REPORT

Dear Members,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Grovy India 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 our 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, and subject to my separate letter attached as annexure A. I hereby report that in my 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:

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, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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;
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. 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;
 - iv. Other Laws specifically applicable to the Company as per the representation made by the Company.

I have also examined Compliance with the following:

- i. The Listing Agreements entered into by the Company with Stock Exchanges.
- ii. Secretarial Standards SS-1 and SS-2 issued by The Institute of Company Secretaries of India.

I further report that during the year under review there were no actions or events in pursuance of the following:

- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- iii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

On the basis information provided by the Company and on the basis of representation and explanation made by the management I report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Compliances under The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 were not complied with during the FY 2016-2017.

I 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. NO change in the composition of the Board of Directors took place during the period under review.

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.

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 –

There were no instances of:

- (i) Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Merger / amalgamation / reconstruction, etc.
- (iv) Foreign technical collaborations

Sd/-

FCS HARPREET PARASHAR
Practicing Company Secretary
C.P. NO. 10380

Date: 31.08.2017

Place: New Delhi

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.

To,

The Members

Grovy India Limited

R.O. 122, 1st Floor, Vinoba Puri,
Lajpat Nagar Part II, New Delhi-110024

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

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.

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 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.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

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.

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.

Sd/-

FCS HARPREET PARASHAR

Practicing Company Secretary

C.P. NO. 10380

Date: 31.08.2017

Place: New Delhi

ANNEXURE [II] TO BOARD OF DIRECTORS' REPORT NOMINATION AND REMUNERATION POLICY

I. GUIDING PRINCIPLES

The Policy ensures 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.

II. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- 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 every 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.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.

III. FREQUENCY OF THE MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

IV. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

- 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 to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

Managing Director/Whole-time Director/Manager (Managerial Person): The Company shall appoint or re-appoint any person as its Managerial Person 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.

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 expiry 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1 October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation:

- The Committee shall carry out evaluation of performance of every Director.
- KMP and Senior Management on yearly basis or as when required.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a

Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

V. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

1. General:

- The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

2. Remuneration to Managerial Person, KMP and Senior Management:

- Fixed pay: Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force and also depend on the financial position of Company.
- Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

- Provisions for excess remuneration: If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non-Executive / Independent Director:

- Remuneration / Commission:
The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- Sitting Fees:
The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- Limit of Remuneration /Commission:
Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
- Stock Options:
An Independent Director shall not be entitled to any stock option of the Company.

VI. REVIEW AND AMENDMENT

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

ANNEXURE [III] TO BOARD OF DIRECTORS' REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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	L74130DL1985PLC021532
2	Registration Date	23.07.1985
3	Name of the Company	Grovy India Limited
4	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5	Address of the Registered office & contact details	122, 1sr Floor, Vinoba Puri, Lajpat Nagar Part II, New Delhi-110024 IN
6	Whether listed company	Listed at Bombay Stock Exchange Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi 110020, Tel No. 011 26812682,83

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.	Real Estate	68	78.05
2.	Share Trading	66	21.80

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	N.A.	N.A.

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	704946	0	704946	50.35	774446	-	774446	55.32	4.97
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	704946	0	704946	50.35	774446	-	774446	55.32	4.97

(2) Foreign									
a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2)	704946	0	704946	50.35	774446	0	774446	55.32	4.97
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0		0	0.00	0		0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	8	8	0.001	125557	0	125557	8.97	8.96
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	796	21000	21796	1.57	26553	11700	32482	2.32	0.75
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	534500	137000	671500	47.96	364244	0	364244	26.02	21.94
c) Others (specify)	0	0	0	0.00	0	0	0	0	0
Non Resident Indians	0	0	0	0.00	0	0	0	0	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0	0.00
Clearing	0	0	0	0.00	72000	0	72000	5.14	5.14

Members									
Trusts	0	0	0	0.00	0	0	0		
Foreign Bodies - D R	0	0	0	0.00	0	0	0		
HUF	0	1750	1750	0.13	24000	1500	25500	1.82	1.72
Any other	0	0	0	0.00	0	0	0	0	0
Sub-total (B)(2):-	535304	159750	695054	49.65	612354	13200	619783	44.68	-4.82
Total Public (B)	535304	159750	695054	49.65	612354	13200	619783	44.68	-4.82
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0		
Grand Total (A+B+C)	1240250	159750	1400000	100	1386800	13200	1400000	100	100

(ii) Shareholding of Promoter

S N	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	Abhishek Jalan	85446	6.10	0.00	85446	6.10	0.00	0.00
2	Anita Jalan	38500	2.75	0.00	62000	4.43	0.00	1.68
3	Rohan Jalan	69000	4.93	0.00	69000	4.93	0.00	0.00
4	P C Jalan	33500	2.39	0.00	57000	4.07	0.00	1.68
5	Rushabh Bimal Jalan	117000	8.36	0.00	117000	8.36	0.00	0.00
6	Radha Kishan Jalan (HUF)	5000	0.36	0.00	5000	0.36	0.00	0.00
7	Bimal Kumar Jalan (HUF)	35000	2.50	0.00	35000	2.50	0.00	0.00
8	Sushila Jalan	35000	2.50	0.00	35000	2.50	0.00	0.00
9	R.K. Jalan (HUF)	29500	2.11	0.00	29500	2.11	0.00	0.00
10	P.C. Jalan(HUF)	25500	1.82	0.00	25500	1.82	0.00	0.00
11	Raj Kumar Jalan	120000	8.57	0.00	142500	10.18	0.00	1.61
12	Nishit Jalan	33500	2.39	0.00	33500	2.39	0.00	0.00
13	Ankur Jalan	78000	5.57	0.00	78000	5.57	0.00	0.00

(iii) Change in Promoters' Shareholding

SN	Particulars	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	Anita Jalan	01/04/2016 31/03/2017	Purchase	38500 62000	2.75 4.43	38500 62000	2.75 4.43
2.	P C Jalan	01/04/2016 31/03/2017	Purchase	33500 57000	2.39 4.07	33500 57000	2.39 4.07
3.	Raj Kumar Jalan	01/04/2016 31/03/2017	Purchase	120000 142500	8.57 10.18	120000 142500	8.57 10.18

(iv) Change in Top Ten shareholders Shareholding:

Sr. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	Vinod Agarwal 01.04.2016 31.03.2017	200000 200000	14.29 14.29	200000 200000	14.29 14.29
2	CFS Financial Services 01.04.2016 17.03.2017 24.03.2017 31.03.2017	0 24800 20000 10200	0 1.77 1.43 0.73	0 24800 44800 55000	0 1.77 3.20 3.93
3	Pankaj Jain 01.04.2016 31.03.2017	34200 45000	2.44 3.21	34200 45000	2.44 3.21
4	SMC Securities 01.04.2016 31.03.2017	0 37500	0 2.68	0 37500	0 2.68
5	Deepti Jain 01.04.2016 31.03.2017	33000 37294	2.36 2.66	33000 37294	2.36 2.66
6	Priyanka Jain 01.04.2016 31.03.2017	67100 32000	4.79 2.29	67100 32000	4.79 2.29
7	Jyoti Portfolio Pvt. Ltd. 01.04.2016 24.03.2017 31.03.2017	0 35100 -4100	0 2.51 0.30	0 35100 31000	0 2.51 2.21
8	Ashish Sharma 01.04.2016 31.03.2017	68000 24000	4.86 1.71	68000 24000	4.86 1.71
9	Pukhraj A Bansal 01.04.2016 31.03.2017	0 24000	0 1.71	0 24000	0 1.71
10	CPR Capital Services 01.04.2016 24.03.2017 31.03.2017	0 14500 5000	0 1.04 0.35	0 14500 19500	0 1.04 1.39

(v) Shareholding of Directors and KMPs

S. N	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Prakash Chand Jalan At the beginning of the year	01.04.2016	Increase	33500	2.39	33500	2.39
	At the end of the year	31.03.2017		57000	4.07	57000	4.07
2	Nishit Jalan At the beginning of the year	01.04.2016	Nil Movement	33500	2.39	33500	2.39
	At the end of the year	31.03.2017		33500	2.39	33500	2.39
3	Anita Jalan At the beginning of the year	01.04.2016	Increase	38500	2.75	38500	2.75
	At the end of the year	31.03.2017		62000	4.43	62000	4.43
4	Ankur Jalan						

At the beginning of the year	01.04.2016	Nil	78000	5.57	78000	5.57
At the end of the year	31.03.2017	Movement	78000	5.57	78000	5.57

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment.(As on 31st march, 2017)				
(Amt. in Rs)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	55,750,000	0	55,750,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	55,750,000	0	55,750,000
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	10,300,000	0	10,300,000
Net Change	0	10,300,000	0	10,300,000
Indebtedness at the end of the financial year				
i) Principal Amount	0	45,450,000	0	45,450,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	45,450,000	0	45,450,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager: N.A.				
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Name			(Rs/Lac)
1	Designation			
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00
	Total (A)	0.00	0.00	0.00
	Ceiling as per the Act	#	#	#

#Company has not appointed Managing Director, Whole Time Director or Manager. Further the ceiling as per act is 10% of Net Profit to be calculated in terms of section

B. REMUNERATION TO OTHER DIRECTORS				
SN.	Particulars of Remuneration	Name of Directors		
				Total Amount
	Independent Directors	Gagan	Praveen Kumar	Rajendra Prasad
				(Rs/Lac)

				Rustagi	
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00
2	Other Non-Executive Directors	Prakash Chand Jalan	Anita Jalan	Nishit Jalan	
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	0.00	0.00
	Overall Ceiling as per the Act				0.00

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	Nishit Jalan	Ankur Jalan	Neha Parbhakar	(Rs)
	Designation	Director & CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	285000	120000	405000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00
4	Commission				
	- as % of profit	0.00	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00	0.00
	Total	0.00	285000	120000	270000

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 Punishment Compounding B. DIRECTORS Penalty Punishment Compounding C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					
NIL					

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company's business is quite diversified as it is engaged in two different sectors i.e., **Real Estate (Construction Business)** and **Securities Trading (Broking Business)**. The Industry structure of both the sectors is described below:

THE INDIAN REAL ESTATE SECTOR

Till now the real estate was dominated by few big players. Announcements like Smart Cities, RERA, Housing for All and GST will bring Indian real estate at par with the global cities. If you see, major cities like Delhi, Mumbai, Bangalore and Chennai, are where people wish to come for better opportunities and these cities don't have the requisite infrastructure to cater. With the smart cities coming around these major cities, it will help in providing better infrastructure and more people would get better prospects.

BROKING BUSINESS

Business brokers, also called business transfer agents, or intermediaries, assist buyers and sellers of privately held business in the buying and selling process. They typically estimate the value of the business; advertise it for sale with or without disclosing its identity; handle the initial potential buyer interviews, discussions, and negotiations with prospective buyers; facilitate the progress of the due diligence investigation and generally assist with the business sale.

Agency relationships in business ownership transactions involve the representation by a business broker (on behalf of a brokerage company) of the selling principal, whether that person is a buyer or a seller. The principal broker (and his/her agents) then become the agent/s of the principal, who is the broker's client. The other party in the transaction, who does not have an agency relationship with the broker, is the broker's customer.

OPPORTUNITIES AND THREATS

Opportunities

- Long-term economic outlook positive, will lead to opportunity for Real Estate business.
- Growing Financial Services industry's share of wallet for disposable income.
- Regulatory reforms would aid greater participants on by all class of investors.
- Leveraging technology to enable best practices and processes.

Threats

- Execution risk.
- Short term economic slowdown impacting investor sentiments and business activities.
- Slowdown in global liquidity flows.
- Increased intensity of competition from local and global players.
- Market trends making other assets relatively attractive as investment avenues.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

REVIEW OF OPERATIONS AND FUTURE PROSPECTS

Real Estate Business:

The Development Business is focused primarily on the development of premium and luxury residential projects and plotted "gated" colonies and certain strategically located commercial projects. Your Company intends to continue outsourcing most of its construction related activities as well as project management to high quality third party contractors and firms with an aim to improve execution timetables, to enable focus on the Company's core activity of real estate development and embark on more complex and ambitious projects.

Trading Business:

The focus is on building scale and competitiveness through high-quality advisory, digital initiatives, assets-based product distribution, system-driven trading products and network

expansion. Advisor quality has been improved through training modules, certification on processes and productivity monitoring. Research-call quality is also being monitored.

OUTLOOK

Your Company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks and also the investment outlook towards Indian real estate sector. Some of the risks that may arise in its normal course of business and impact its ability for future developments include inter-alia, credit risk, liquidity risk, counterparty risk, regulatory risk, commodity inaction risk and market risk. Your Company's chosen business strategy of focusing on certain key products and geographical segments is also exposed to the overall economic and market conditions. Your Company has implemented robust risk management policies and guidelines that set out the tolerance for risk and your Company's general risk management philosophy. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

RISK AND CONCERN

Aggressive competitions by new players, who wish to enter the category, pose a risk of the Company losing its market share. The Company will focus on contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.

INTERNAL CONTROLS AND THEIR ADEQUACY

The company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets.

HUMAN RESOURCES

The Company conducts continuous training and development programmes for employees of all classes at all major locations of the operations. Your company recognizes the value of human resource, therefore, the human resource policies are framed in such fashion that they not only aim at achieving the organizational goal but also recognize, appreciate and develop the individual interest of the employees. The Human Resource Development policies of the company are so framed that it is in the best interest of the organization as well as employees of the company.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GROVY INDIA LIMITED

Report On the Financial Statements

We have audited the attached financial statements of **GROVY INDIA LIMITED** comprising of the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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 Standards referred to in Section 133 of the Companies Act, 2013 (hereinafter referred to as the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and in accordance with the accounting principles generally accepted in India. 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 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. 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 reasonable basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and correct view in conformity with the accounting principles generally accepted in India.

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017.

(b) In the case of statement of Profit and Loss Account, of the profit for the year ended on that date.

(c) In the case of the statement of cash flow of the company for the year ended on that date.

Report On Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose

in the **Annexure A**, a statement on the matters specified in paragraph 3 and 4 of the said Order, to the extent applicable to the Company during the year under review.

2. Further to our comments in the Annexure referred to in 1 above as per the requirements of Section 143(3) of the Act, we report as follows:
- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in 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 respective directors as on 31st March 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;
 - (f) The company has complied with the MCA notification G.S.R 308(E) dated 30th March 2017 in respect of disclosure of Specified bank notes (SBNs) or other denomination notes.
 - (g) With respect to adequacy of internal financial controls over financial reporting of the company and operating effectiveness of such controls, refer to our separate report in **Annexure B** and
 - (h) 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; and
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Wadhwa & Co
Chartered Accountants
(Firm Registration No.021821N)

Signature
FCA Sushil Wadhwa
Prop.
(Membership No. 091435
Place: New Delhi
Date: 30.05.2017

GROVY INDIA LIMITED
Annexure A to the Auditors' Report

(Referred to in paragraph of our report of even date)

In terms of the information and explanations given to us and the books and records examined by us and on the basis of such checks as we considered appropriate, we further report as under:

1.
 - a) The Company has maintained proper records showing full particulars including Quantitative Details and the situation of the fixed assets.
 - b) The company has a regular programme of physical verification of fixed assets by which fixed assets are verified in a physical manner over a period of three years. In accordance with this programme certain fixed assets were verified during the year.
 - c) No material discrepancies were noticed on such verification.
2.
 - a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the procedures of such verification followed by the management are both reasonable and adequate in relation to the size of the Company and nature of the business.
 - b) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification of the said inventory.
3. During the year, the Company has not granted any loans, secured or unsecured to the parties covered in the register maintained under Section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public and hence reporting under clause (v) of the CARO 2016 is not applicable.
6. The maintenance of cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013 are not applicable on the company.
7. According to information and explanations to us, in respect of statutory dues
 - a. The Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Excise Duty, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - b. There are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Excise Duty, Customs Duty, Cess and other material statutory dues in arrears as at 31 March, 2017 for a period of more than six months from the date they became payable.
8. In our opinion and according to information and explanation given to us, during the year, Company has not defaulted in repayment of secured loans taken from Financial Institutions/Banks. The company has not issued any debentures.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instrument) or term loans and hence reporting under clause (ix) of the CARO 2016 is not applicable.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on the examination of records of the company, the Company has not made any preferential allotment or private placement of shares during the year under review.
15. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve bank of India Act, 1934.

For Wadhwa & Co
Chartered Accountants
(Firm Registration No.021821N)

Signature
FCA Sushil Wadhwa
Prop.
(Membership No. 091435)

Place: New Delhi
Date: 30.05.2017

GROVY INDIA LIMITED
Annexure B to the Auditors' Report

(Referred to in paragraph of our report of even date)

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

We have audited the internal financial controls over financial reporting of Grovy India Limited ("the Company") as of March 31, 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

(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, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control 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 systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st 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 Wadhwa & Co
Chartered Accountants
(Firm Registration No.021821N)

Signature
FCA Sushil Wadhwa
Prop.
(Membership No. 091435)

Place: New Delhi
Date: 30.05.2017

GROVY INDIA LIMITED
(Formerly known as the Grovy Exports & Marketing Limited)
Balance Sheet As on 31.03.2017

Particulars	Note No.	31 st March, 2017	31 st March, 2016
Equity & Liabilities			
Shareholders' Funds:-			
(a) Share Capital	2.1	14,000,000	14,000,000
(b) Reserves & Surplus	2.2	17,389,394	16,747,309
Current Liabilities			
(a) Short Term Borrowings	2.3	45,450,000	55,750,000
(b) Other Current Liabilities	2.4	2,725,155	633,978
(c) Short Term Provisions	2.5	566,751	264,000
Total		80,131,300	87,395,287
Assets			
Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	2.6	945,122	1,336,708
(b) Non Current Investments	2.7	151,856	34,151,856
(c) Deferred Tax Assets(Net)	2.8	122,839	67,199
Current Assets			
(a) Current Investment	2.09	950,526	754,494
(b) Stock-in-trade	2.10	74,290,102	39,412,900
(c) Cash & Cash equivalents	2.11	2,178,163	7,795,074
(d) Short term loan & advances	2.12	1,492,693	3,877,056
Total		80,131,300	87,395,287

Accounting Policies & Notes to Accounts forming part of the Financial Statements

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

For Grovy India Limited

For Wadhwa & Co.

NISHIT JALAN

**PRAKASH CHAND
JALAN**

Chartered Accountants

**Director
DIN :02964239**

**Director
DIN :00475545**

**Proprietor
FCA Sushil Wadhwa
Membership No. 091435
FRN NO :-021821N**

**NEHA PARBHA KAR
Company Secretary**

Date:- 30.05.2017

Place:- New Delhi

GROVY INDIA LIMITED
(Formerly known as the Grovy Exports & Marketing Limited)
Statement of Profit and Loss for Year Ended on 31.03.2017

Particulars	Note No.	31 st March, 2017	31st March, 2016
CONTINUING OPERATION			
Revenue from Operations	2.13	45,636,682	60,250,000
Other Income	2.14	2,343,697	14,865,647
Total Revenue		47,980,379	75,115,647
Expenses:-			
(a) Cost of Goods Sold	2.15	36,735,537	71,157,688
(b) Commodities Purchase		8143365	-
(b) Employee Benefits Expense	2.16	678,551	483,660
(c) Finance Cost	2.17	4,680	123,640
(d) Depreciation	2.6	391,586	282,767
(e) Audit Fees		25,000	25,000
(f) Other Expenses	2.18	848,465	2,280,520
Total Expenses		46,827,184	74,353,276
Profit / (Loss) before tax		1,153,195	762,371
			264,000
Less:- Provision for Income Tax/paid		398,250	
Less: Proposed Dividend		140,000	
Less: Provision for DDT		28,501	
Less:- Provision for Deferred Tax Liability/(Asset)		(55,641)	(28,426)
Less:- Income Tax for Earlier Years		-	3477
Net Profit after Tax		642,084	523,320
Earning Per Equity Share			
(Nominal Value Per Share Rs 10)			
(a) Basic		0.46	0.37
(b) Diluted		0.46	0.37

Accounting Policies & Notes to Accounts forming part of the Financial Statements

As per our report of even date attached

For Grovy India Limited

For Wadhwa & Co.

NISHIT JALAN

**PRAKASH CHAND
JALAN**

Chartered Accountants

**Director
DIN :02964239**

**Director
DIN :00475545**

**Proprietor
FCA Sushil Wadhwa
Membership No. 091435
FRN NO :-021821N**

**NEHA PARBHAKE
COMPANY SECRETARY**

Date:- 30.05.2017

Place:- New Delhi

GROVY INDIA LIMITED
(Formerly known as the Grovy Exports & Marketing Limited)
Cash flow Statement for the Year Ended on 31.03.2017

(Amount in Lakh)

PARTICULARS	2016-2017	2015-2016
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit before tax, extraordinary items & Interest	1,153	762
<u>Adjustment for</u>		
Depreciation	392	283
Profit on Sale of old Car	-	-
Misc Receipt	(9)	(31)
Other Income Received	-	-
FDR Interest	(73)	(61)
Operating Profit before Working capital changes	1,463	953
<u>ADJUSTMENT FOR INCREASE/DECREASE IN</u>		
1.Trade & Other Receivables	-	-
2. Inventories	(34,877)	51,850
3. Trade Payable	-	-
4. Loans & advances	2,384	6739
5. Other Liabilities	2,091	604
Cash generated from operation	(28,939)	60,146
Direct Taxes Paid	-	-
Income Tax	(264)	(333)
Dividend Tax	-	-
Miscellaneous Expenses	-	-
Net cash flow from operating activities	(29,203)	59,814
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
1. Purchase of fixed Assets	-	(658)
2. Purchase of Investments	(196)	(34,754)
3. Sale of Investments	34,000	-
4. Sale of fixed assets	-	-
5. Other Income	-	-
6. Misc received	9	31
7. FDR Interest/ Int on Property Booking	73	61
Net cash Used in Investing Activities	33,886	(35,321)
<u>C. CASH FLOW FROM FINANCIAL ACTIVITIES</u>		
Proceeds from issue of share capital	-	-
Proceeds from borrowings	(10,300)	(18,000)
Dividend paid	-	-
Interest Paid	-	-
Net cash used in Financing activities	(10,300)	(18,000)
Net Cash used in Operating, Investing & Financing Activities(A+B+C)	(5,617)	6,493
Opening Cash & Cash equivalents	7,795	1,302
Closing Cash & Cash equivalents	2,178	7,759

Accounting Policies & Notes to Accounts forming part of the Financial Statements

As per our report of even date attached

For Grovy India Limited

For Wadhwa & Co.

NISHIT JALAN

PRAKASH CHAND JALAN

Chartered Accountants

Director

Director

DIN :02964239

DIN :00475545

Proprietor

FCA Sushil Wadhwa

Membership No. 091435

FRN NO :-021821N

Date:- 30.05.2017

Place:- New Delhi

NEHA PARBHAKAR

Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The Previous period figures have been regrouped / reclassified, wherever necessary to conform to the current period presentation.

Note No. 2.1: Share Capital Amount(Rs.)

	As at 31.03.2017	As at 31.03.2016
Authorised Share Capital 15,00,000(15,00,000) Equity Shares of Rs.10/-each with voting rights	15,000,000	15,000,000
Issued, Subscribed & Paid Up Share Capital 14,00,000(14,00,000) Equity Shares of Rs.10/-each with voting rights	14,000,000	14,000,000
	14,000,000	14,000,000

The Company has only one class of shares referred to as equity shares having a par value of Rs 10/-. 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 will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

As the opening & closing balances of the issued, subscribed & paid up are same, hence no reconciliation is necessary.

The Details of shareholder holding more than 5% are given as follows together with its holding in no. of shares:-

Name of Shareholders	31st March, 2017		31st March, 2016	
	No. of Shares held	% holding in Shares	No. of Shares held	% holding in Shares
Abhishek Jalan	85,446	6.10	85,446	6.10
Ankur Jalan	78,000	5.57	78,000	5.57
Raj Kumar Jalan	142,500	10.18	120,000	8.57
Rushabh Bimal Jalan	117,000	8.36	117,000	8.36
Vinod Aggarwal	200,000	14.29	200,000	14.29

Note No. 2.2: Reserves & Surplus

Particulars	As at 31.03.2016	As at 31.03.2015
(a) Securities Premium Account		
Opening Balance	2,400,000	2,400,000
Add:- Premium on Shares issued during the year		
Closing Balance	2,400,000	2,400,000
(b) General Reserve		
Opening Balance	12,040,000	12,040,000
Add:- Transfer from Profit & Loss A/c	-	-
Closing balance	12,040,000	12,040,000
(c) Surplus in statement of Profit & Loss A/c		
Opening Balance	2,307,309	1,783,989
Add:- Profit/Loss Transferred for the year	642,084	523,320
Less:- Proposed Dividend	-	-
Less:- Tax on Dividend	-	-
Less:- Tax Refund W/off	-	-
Closing Balance	2,949,394	2,307,309
Total	17,389,394	16,747,309

Note No. 2.3: Short Term Borrowings

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured		
Loans & Advances from Directors	45,450,000	55,750,000
	45,450,000	55,750,000

Note No. 2.4: Other Current Liabilities

Particulars	As at 31.03.2017	As at 31.03.2016
Shri Ganeshji Maharaj Auditors Remuneration	153 25,000	143 25,000
Professional Fee Payables	-	-
Others	2,700,000	608,835
	2,725,153	633,978

Note No. 2.5: Short Term Provisions

Particulars	As at 31.03.2017	As at 31.03.2016
Provision for Income Tax	398,250	2,64,000
Provision for Dividend Distribution Tax	28,501	-
Proposed Dividend	140,000	-
	566,751	2,64,000

Note No. 2.6 :Depreciation Chart As Per Companies Act 2013 As On 31.03.2017

DESCRIPT ION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Original Cost as on 01.04.20 16	Additio ns during the year	Deleti ons During the Year	Total as on 31.03.201 7	Upto 01.04.201 4	For the Year	Depreci ation till date sold asset	Total as on 31.03.20 17	W.D.V. as on 31.03.20 17	W.D.V. as on 31.03.20 16
OFFICE BUILDING	648,000	-		648,000	513,107	-	-	513,107	134,893	134,893
CAR	1,058,41 4	-	-	1,058,414	514,747	186,017	-	700,764	357,650	543,667
CAR BALENO	658,148	-		658,148	-	205,568		205,569	452,579	658,148
CURRENT YEAR	2,364,56 2	-	-	2,364,562	1,027,854	391,586	-	1,419,44 0	945,122	1,336,70 8

Details of Assets Sale/ Purchase during the Year

Particulars	Amount(Rs.)	Purcha se/Sale Date	Total Days(P ut to use)	Depreciati on
Car BALENO	658,148	3-31- 2016	-	-

Depreciation Chart As Per Income Tax Act 1961

DESCRIPTI ON	RATE	W.D.V. as on 01-04-16	Additions Before 01/10/2016	Additions After 01/10/2016	Deletions During the Year	Total Up to 31.03.20 16	Depreciati on During the Year	W.D.V. as on 31-03- 2017
Car	15.00%	1,410,124	-	-	-	1,410,124	211,519	1,198,605

Note No. 2.7: Non Current Investment

Particulars	As at 31.03.2017	As at 31.03.2016
Investment in Equity Instruments		
P & G (150 Shares)	-	-
P & G (120 Shares)	49,453	49,453
Uniphos Enterprises(1700 Shares)	27,553	27,553
Uniphos Enterprises(2000 Shares)	-	-
Investment in Debentures/Bonds		
Insilco Debenture(499 Units)	74,850	74,850
Mutual Funds		
JM Financial Mutual Fund	-	34,000,000
	151,856	34,151,856

Note No. 2.8: Provision for DTL/DTA

As per Accounting Standard 22 " Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has recognized Rs 122,840/- as Deferred Tax Assets which result from the timing difference between the Book

Profits & the Tax Profits. Details are as follows:-

Provision For DTL/DTA	Amount
Opening Balance	67,199
Dep as per Co. Act.	391,586
Dep as per It. Act.	211,519
Difference	180,067
Disallowance u/s 37	-
Provision for Deferred Tax Assets during the year	55,641
Deferred tax assets as on 31.03.2017	122,840

Note 2.9 Current Investments

Particulars	As at 31.03.2017	As at 31.03.2016
FDR with Banks Including Interest Accrued	820,526 130,000	754,494
Total	950,526	754,494

Note 2.10: Stock In Trade

Particulars	As at 31.03.2017	As at 31.03.2016
Stock In Hand Including Properties	74,290,102	39,412,900
	74,290,102	39,412,900

Note 2.11 Cash & Cash Equivalent

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Cash in hand	111,166	79,566
(b) <u>Balances with banks</u> - In Current Accounts	2,066,997	7,715,508
	2,178,163	7,795,074

Note 2.12: Short term loan & advances

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Balances with government authorities		
Unsecured, considered good		
- Tax Deducted at Source and advance tax	379,637	608,556
- Refund Due A.Y. 2016-17	344,556	-
- Income Tax Refundable A.Y. 11-12	10,000	10,000
(b) Others		
Unsecured, considered good		
-Advance against Property	2,58,500	258,500
- Other Advances	500,000	3,000,000
	1,492,693	3,877,056

In the opinion of the Board of Directors, the realizable values of Short Term Loans & Advances in the course of business is at least equal to the amount stated in the Balance Sheet.

Advance against Property includes a sum of Rs 2,58,500/- (Previous year Rs 2,58,500/-) for which the company have been undergoing legal proceedings.

Note 2.13:- Revenue from Operations

Particulars	As at 31.03.2017	As at 31.03.2016
Sales	37,450,000	60,250,000
Commodities Sales	8,186,682	-
	45,636,682	60,250,000

Note 2.14: Other Income

Particulars	As at 31.03.2017	As at 31.03.2016
Income from Mutual Fund	1,880,640	13,151,577
Income from Trading in Commodities	381,190	1,622,113
FRD interest	73,367	60,552
Other Income	8,500	31,406
	2,343,697	14,865,647

Note 2.15: Cost of Goods Sold

Particulars	As at 31.03.2017	As at 31.03.2016
Opening Stock	39,412,900	91,236,204
Add: Purchase/ Construction	71,612,739	19,307,385
Less: Closing Stock (Property under Construction)	74,290,102	39,412,900
	36,735,537	71,157,688

Note 2.16: Employee Benefits Expense

Particulars	As at 31.03.2017	As at 31.03.2016
Salaries	585,000	446,167
Staff Welfare	93,551	37,493
	678,551	483,660

Note 2.17: Finance Cost

Particulars	As at 31.03.2017	As at 31.03.2016
Bank Charges	4,680	13,640
Interest paid	-	110,000
	4,680	123,640

Note 2.18: Other Expenses

Particulars	As at 31.03.2017	As at 31.03.2016
General Expenses	37,129	21,718
Printing & Stationery	28,704	24,522
Postage & Telegrams	17,358	12,325
Depository Charges	24,023	25,426
Listing Fees	229,000	1,391,900
RTA Charges	31,353	36,493
Car Expenses	84,271	34,713
Advertisement	24,211	71,073
Legal & Professional Fees	193,725	200,692
Property Tax	10,888	2,598
Membership & Subscription	33,230	7,225
Telephone	20,627	9,707
Conveyance/Traveling Expenses	103,086	61,231
Security Transaction Tax	1,210	338,397
ROC Fees		-
Rent Paid	9,650	42,500
Total	848,465	2,280,520

Accounting Policy

1. Background and Nature of operation of the company

The company was incorporated on 23rd July 1985 & is carrying on the business of Trading in Commodity & Financial Markets and Property Developers

2. Statement of significant accounting Policies

(a) Basis of Preparation

“These financial statements have been prepared to comply in all material aspects with all the applicable accounting principles in India. The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial policies adopted in the preparation of financial statements are consistent with those of previous year.”

(b) Use of Estimates

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(c) Tangible Fixed Assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and the recognized in the statement of profit and loss when the asset is derecognized.

(d) Impairment of Tangible and Intangible Fixed Assets

The Company assess at each reporting date whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists or when annual impairment testing is required, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the net selling price and the value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. However, the increase in carrying amount that would have been determined (net of depreciation) had no impairment loss been recognized for the asset in prior years.

(e) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(f) Investment

Investments, which are readily and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investment are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of the investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(g) INCOME TAXES

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the authorities in accordance with the income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. it recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the guidance note on Accounting for credit Available in respect of Minimum Alternative Tax under the Income –tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

(h) Provisions:

Provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best management estimate required to settle

the obligation at the balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates.

(i) Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential Equity shares.

(j) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arise in extremely rare cases where there is a liability cannot be recognized because it control be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(k) Cash and cash equivalents

Cash and cash an equivalent for the purposes of cash flow statement comprises cash at bank and in hand short-term investments with an original maturity of three months or less.

(l) RELATED PARTY DISCLOSURES

A. Related parties with whom Transactions have taken place during the year

Nature of the relationship	Name of the person.
Director	Anita Jalan Prakash Chand Jalan Raj Kumar Jalan Nishit Jalan
Relatives of Directors	RK Jalan HUF

B. Transactions that have taken place during the period 1st April, 2016 to 31st March, 2017

S.N	Particulars	Nature of Transaction	Amt.(Rs.) During the Year	Outstanding amount as on 31.03.2017(R s.)
1	Raj Kumar Jalan	Interest Free Unsecured Loan taken Loan Returned During the Year	4,500,000 NIL	4,500,000
2	Anita Jalan	Interest Free Unsecured Loan taken Loan Returned During the Year	1,100,000 26,000,000	12,000,000
3	Prakash Chand Jalan	Interest Free Unsecured Loan taken Loan Returned During the Year	5,900,000 NIL	23,250,000
4	Raj Kumar Jalan HUF	Interest Free Unsecured Loan taken Loan Returned During the Year	5,700,000 NIL	5,700,000
5	Nishit Jalan	Interest Free Unsecured Loan taken Loan Returned During the Year	18,00,000 3,300,000	NIL

(n) SEGMENT REPORTING POLICIES

i. Primary Segment Reporting

Business Reporting

Particulars	Property	SHARE MARKET SEGMENT	Other Income	Total
Revenue	37,450,000	10,457,012	73,367	47,980,379
Identified Operating Exp	36,735,537	10,091,647	-	46,827,184
Net Profit Before Tax	714,463	365,365	73,367	1,153,195
Adjustment				
Net Profit After Tax				810,586
Segment Assets	77,433,357	2,697,943	-	80,131,300
Total Assets	7,74,33,357	2,697,943	-	80,131,300
Segment Liabilities	48,150,000	591,904		48,741,904
Capital Employed	29,783,357	2,106,038	-	31,389,396

ii. Secondary Segment Information Geographical Segments

The Sales/Services of the Company are mainly in India, hence there is no reportable Geographical Segments Reporting

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

For Grovy India Limited

For Wadhwa & Co.

NISHIT JALAN

**PRAKASH CHAND
JALAN**

**Chartered Accountants
Proprietor**

**Director
DIN :02964239**

**Director
DIN :00475545**

**FCA Sushil Wadhwa
Membership No. 091435**

**NEHA
PARBHAKE
COMPANY SECRETARY**

FRN NO :-021821N

Date:- 30.05.2017

Place:- New Delhi



GROVY INDIA LIMITED
CIN: L74130DL1985PLC021532
Regd. Office: 122, 1st Floor, Vinoba Puri, Lajpat Nagar II, New Delhi-110024
Web: www.grovyindia.com Email: grovyindia@gmail.com

ATTENDANCE SLIP
(To be presented at the entrance)

DP ID _____

Client ID _____

Folio No. _____

I/We hereby record my/our presence at the 32nd ANNUAL GENERAL MEETING of the Company at 122, 1st Floor, Vinoba Puri, Lajpat Nagar II, New Delhi-110024 on Friday, 29th September, 2017 at 11.00 A.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

PROXY FORM

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

GROVY INDIA LIMITED

CIN: L74130DL1985PLC021532

Regd. Office: 122, 1st Floor, Vinoba Puri, Lajpat Nagar II, New Delhi-110024 IN

Name of Member(s)	
Registered Address	
Folio No./DP ID Client Id:	
E-mail Id:	

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

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 11:00 A.M. at 122, 1st Floor Vinoba Puri, Lajpat Nagar II, New Delhi - 110024 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	For	Against
ORDINARY BUSINESSES			
1.	Adoption of Financial Statements of the Company for the year ended 31 st March, 2017 including Balance Sheet as at 31 st March, 2017 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.		
2.	Appoint a Director in place of Anita Jalan (DIN: 00475635), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Nitin K Kumar & CO., Chartered Accountant as Auditors of the Company to hold the office from conclusion of this AGM, till the conclusion of 37 th Annual General Meeting.		
4.	To Declare Dividend of Rs. 140,000/- on the equity share capital of the company, for those shareholders whose name appears on the register of members of the company as on cutoff date i.e. 22.09.2017		

Signed this _____ day of _____ 2017

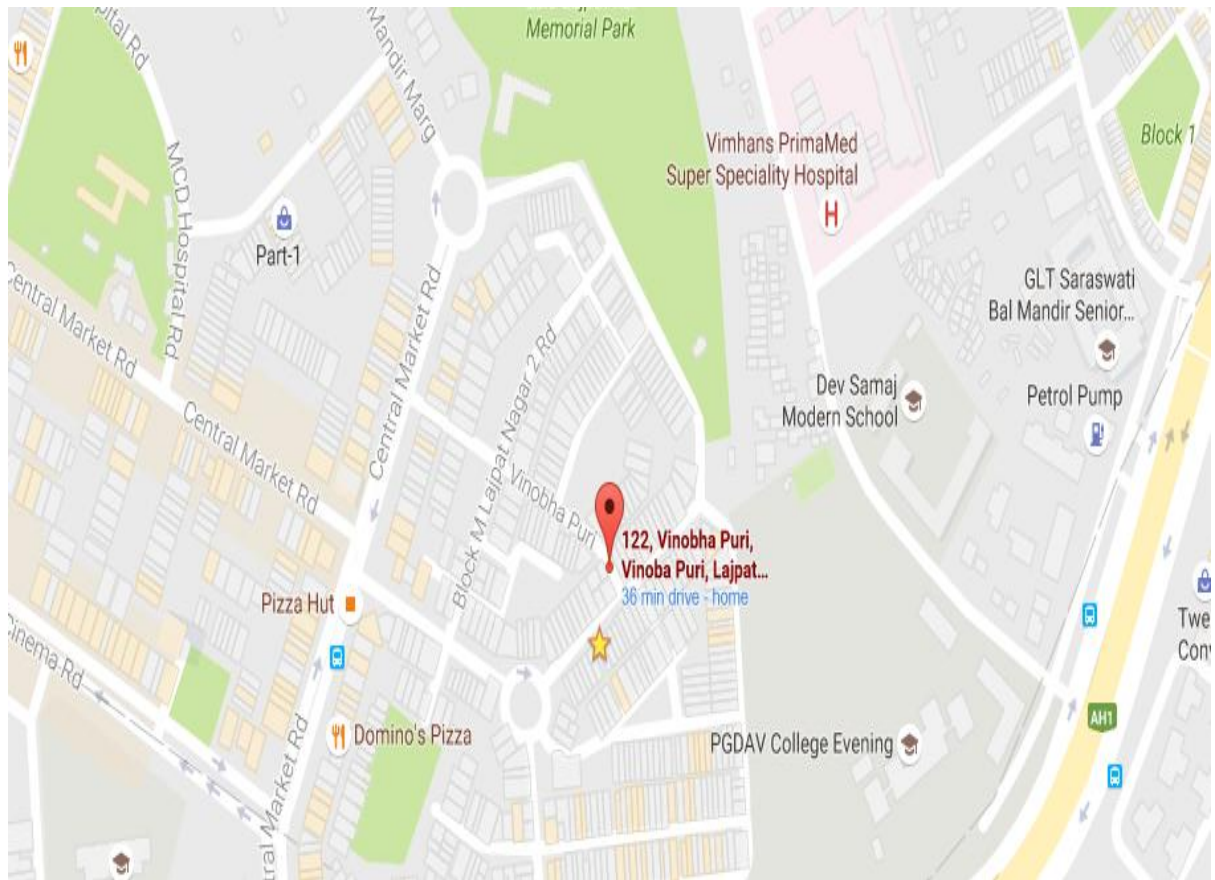
Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy; however, such person shall not act as proxy for any other person or Shareholder.

ROUTE MAP TO THE VENUE OF THE AGM



If undelivered, please return to:
Skyline Financial Services Pvt. Ltd.
D-153A, Okhla Industrial Area, Phase-I,
New Delhi-110 020