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+91 84 37 088 888

NORTHLINK

FISCAL AND CAPITAL SERVICES LIMITED

CIN No. L65921PB1994PLC015365

Ref. No.

Dated : 05/10/2016....

To
Listing Department
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor, Plot No. C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (E),
Mumbai-400098

Sub: Annual Report for the Financial Year 2015-16

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report for the financial year 2015-16 as approved by the members at the Annual General Meeting held on 24.09.2016.

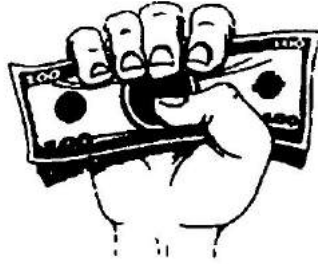
This is for your information please.

For Northlink Fiscal and Capital Services Limited

Sahil Khurana

(Sahil Khurana)
Company Secretary

Regd. & Corporate Office : 86, Mall Road, Ludhiana - 141 001 (Punjab) INDIA
Ph. & Fax : 0161-2449890, Email : northlink86mall@gmail.com
Website: www.northlink.co.in



NORTHLINK

Fiscal and Capital Services Ltd.

22nd

ANNUAL REPORT

2015-2016

**NORTHLINK FISCAL AND CAPITAL
SERVICES LIMITED**



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Fiscal and Capital Services Ltd.

MANAGEMENT

BOARD OF DIRECTORS

Managing Director	Sh. Sunny Maria
Company Secretary	Ms. Ridhima Aggarwal (upto 30.09.2015) Mr. Sahil Khurana (w.e.f. 01.02.2016)
Chief Financial Officer	Smt. Anuradha Rani
Executive Director -	Smt. Shamli Maria
Directors	Smt. Geeta Rani Sh. Jatinder Kumar Sh. Bharat Soni
Chief Executive Officer	Sh. Sunil Dutt Maria
Auditors	M/s. Parmod G Gupta & Associates. Chartered Accountants 412-A Model Town Extension Ludhiana.
Bankers	Bank of India, Partap Singh Wala, Ludhiana, Punjab Canara Bank, Bharat Nagar Chowk, Ludhiana, Punjab
Registered Office	86 Mall Road Civil Lines Ludhiana, Punjab-141001
Registrar & Share Transfer Agent	Skyline Financial Services Private Limited D-153 A, 1 st Floor, Okhla, Industrial Area, Phase-I, New Delhi-110020 Tel: 011 64732681-88 Fax: +91 11 26812682 Web: www.skylinerta.com

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Date: 24 th September, 2016	Directors' Report	10
Time: 11.00 A.M.	Management Discussion & Analysis Report	41
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NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED** will be held on Saturday, 24th day of September, 2016 at 11.00 A.M. at the Registered Office of the Company at 86 Mall Road, Civil Lines, Ludhiana (Pb.) -141001 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 including Audited Balance Sheet as at March 31, 2016, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.
2. To appoint Director in place of Smt. Shamli Maria (DIN 02915048), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To ratify the appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Parmod G Gupta & Associates, Chartered Accountants, Ludhiana, Registration No. 018870N, as the Statutory Auditors of the Company, be and is hereby ratified for the financial year 2016-17 at such remuneration as may be finalized by the Board of Directors of the Company."

SPECIAL BUSINESS:-

4. **To appoint Sh. Inderjit Singh as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Inderjit Singh (DIN: 07596360) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 13, 2016 whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."



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“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members, be and is hereby accorded to appoint Sh Inderjit Singh Jassal (holding DIN: 07596360) as an independent director of the company not liable to retire by rotation for a period of five years w.e.f. 13.08.2016.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to sign and file the necessary e-forms as required with the Registrar of Companies, Punjab and Chandigarh at Chandigarh and to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above said resolution.”

**By Order of the Board
For Northlink Fiscal and Capital Services Limited**

**Place: Ludhiana
Date: 13.08.2016**

**Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001**

**Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001**

NOTES:

- i) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
- ii) **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.**
- iii) 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.



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- iv) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- v) The Securities and Exchange Board of India (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/ Skyline Financial services Limited.
- vi) The register of members and the share transfer book of the company will remain closed from 22nd September, 2016 to 24th September, 2016 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- vii) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company 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 Gate of Venue of the AGM.
- viii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- ix) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- x) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- xi) M/s. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- xii) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with



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the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.

- xiii) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means.
- xiv) **The instructions for shareholders voting electronically are as under:**
- a. The Members whose name appears in the Register of Members of the Company as on 18.09.2016 (CUT OFF DATE). The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 21st September, 2016 at 9:00 AM and ends on 23rd September, 2016 at 05:00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
 - c. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - d. Click on "Shareholders" tab.
 - e. 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.
 - f. Next enter the Image Verification as displayed and Click on Login.
 - g. 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.
 - h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the



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	<p>Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none">• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 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 or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <Northlink Fiscal & Capital Services Limited> on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.



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- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non Individual Shareholders and Custodians
- Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18.09.2016 may follow the same instructions as mentioned above for e-voting.
- t. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

As recommended by Nomination and Remuneration Committee, Sh Inderjit Singh Jassal (DIN 07596360) was appointed as an Additional Director of the Company with effect from August 13, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Sh Inderjit Singh Jassal holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from her in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director.

Sh Inderjit Singh Jassal (DIN 07596360) was appointed as an Independent Director of the Company with effect from August 13, 2016 by the Board of Directors pursuant to Section 149 of the Companies Act, 2013 subject to the approval of shareholders of the Company. Accordingly, approval of Shareholders is required for appointment of Sh Inderjit Singh Jassal as an Independent Director of the Company with effect from August 13, 2016.

Sh Inderjit Singh Jassal is independent of the management and in the opinion of the Board fulfills the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Sh Inderjit Singh Jassal as an Independent Director.

A brief profile of Sh Inderjit Singh Jassal is provided at the end of this statement.

None of the Directors or Key Managerial Personnel are interested in the resolution.

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Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) regarding the Directors seeking appointment/re-appointment in the AGM.

Name of the Director	Shamli Maria	Inderjit Singh Jassal
Date of Birth	25/04/1988	04/07/1983
Date of Appointment	01/02/2013	13/08/2016
Qualification	Graduate	Diploma
Expertise in Specific functional Area	She has 3 Years of experience in Business Administration and expertise skills in the field of finance.	He has 3 years experience in the business management.
No. of Shares Held in the Company	7,07,600	NIL
Directorships held in other companies	Maria Steel Limited	NIL
Position held in mandatory committees of other companies	Nil	Member of Audit Committee and Nomination & Remuneration Committee
Relationship with other Directors	Wife of Sh. Sunny Maria, Managing Director	Sh Inderjit Singh Jassal does not have any pecuniary relationship with the Company.

**By Order of the Board
For Northlink Fiscal and Capital Services Limited**

**Place: Ludhiana
Date: 13.08.2016**

**Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001**

**Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001**



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DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the 22nd Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS

Particulars	Amount (Rs. In Lacs)	
	2015-16	2014-15
Operating and other income	279.60	208.81
Profit/(Loss) before Depreciation, exceptional and extra ordinary items and tax	16.16	12.13
Less: Depreciation	7.62	4.84
Profit/(Loss) for the year after depreciation before Tax and exceptional and extra ordinary items	8.54	7.29
Less: Exceptional and extra ordinary items	----	----
Profit/ (Loss) before Tax	8.54	7.29
Less: Transfer to Statutory Reserve	1.71	1.45
Less: Provision for taxation	2.98	2.25
Profit/(Loss) after Tax	3.85	3.58

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, your company's operating and other income was Rs. 279.60 lacs (previous year Rs. 208.81 Lacs). The company has earned a profit of Rs. 3.85 lacs (Previous year profit of Rs. 3.58 lacs) during the period under review.

INFORMATION ON STATE OF COMPANY'S AFFAIR

The Company was incorporated in the year 1994 and started its commercial operations on 30.12.1994. The Company is a NBFC registered with Reserve Bank of India vide Certificate No.06.00130 dt.09.09.1998 issued by Reserve Bank of India, Chandigarh

DIVIDEND

During the year under review, the Company has earned profits of Rs. 3.85 lacs but the Board has decided to retain the profits for the further growth of the Company. Thus, your directors do not recommend any dividend for the year ended 31st March, 2016.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.



TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

During the year under review, the company has earned profits of Rs. 3.85 lacs and Rs.1.71 lacs is being transferred to Statutory Reserves.

CHANGES IN SHARE CAPITAL

There is no change in the Share capital of the company during the Financial Year 2015-16.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Company being a NBFC, provisions of section 186 does not applicable except provision (1), which states company cannot invest in more than two layers of investment company. The Company has not done any investments during the period under review.

AUDITOR'S

I) Statutory Auditors

At the 20th Annual General Meeting held on 30th September, 2014, M/s. Pramod G. Gupta & Associates, Chartered Accountants, Ludhiana were appointed as Statutory Auditors of the Company to hold the office till the conclusion 24th Annual General Meeting of the company in terms of provisions of section 139(1) of the Companies Act, 2013. The Appointment of Statutory Auditors shall be placed for ratification at every general meeting. Accordingly, the appointment of M/s. Pramod G. Gupta, as Statutory Auditor is placed for ratifications by the members.

There are no qualifications, reservations or adverse remarks or disclaimer made by Statutory Auditor in his report, thus no explanations or comments by the Board.

II) Secretarial Auditors

B.K Gupta & Associates, Company Secretaries, Ludhiana has been appointed as Secretarial Auditors of the Company by board to conduct the Secretarial Audit for the financial year 2015-16 and the report is attached.

III) Internal Auditors

Sh. Umesh Sharma has been appointed as an Internal Auditor of the company under section 138 of Companies Act, 2013 to conduct internal audit of functions and activities of the company.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Pursuant to Section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company required to disclose information related to remuneration paid during the year. The detailed information in this regard is annexed to this report as "**Annexure I**".

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Board of Directors of the company has adopted Related Party Transaction Policy



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and same is available on the following link <http://www.northlink.co.in/related-party-policy.pdf>.

Further all the necessary details of transaction entered with the related parties as defined under Section 188 of the Companies Act, as defined under Section 2 (76) of the said Act are attached herewith in form No.AOC-2 for your kind perusal and information as "Annexure II".

INVESTOR SERVICES

The Company is committed to provide the best services to the shareholders/ investors. M/s Skyline Financial Services Private Limited, New Delhi is working as Registrars and Share Transfer Agents (RTA) of the Company for transfer, dematerialization of shares and other investor related services. No correspondence / enquiry from any shareholder/ investor are pending with the company for reply.

DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (I) OF THE COMPANIES, ACT 2013

No material changes and commitments have taken place between the end of the financial year of the Company to which Balance Sheet relates and date of report, which affects the financial position of the Company.

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

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption has not been furnished considering the nature of activities undertaken by the company during the year under review. There are no foreign exchange earnings.

EXTRACT OF ANNUAL RETURN IN FORM MGT-9 AS PER THE REQUIREMENT OF SECTION 92(3), SECTION 134(3) (a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The extract of Annual Return, i.e. MGT-9, for the financial year 2015-16 has been enclosed with this report as "Annexure III".

CHANGES IN NATURE OF BUSINESS

There is no change in the nature of Business during the year under review.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no Subsidiary/Joint Venture or Associate companies.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- In accordance with provisions of Articles of Association of the Company, Ms. Shamli Maria is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors recommended her appointment for consideration of the members at the forthcoming Annual general Meeting.



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- Ms. Ridhima Aggarwal resigns from the post of Company Secretary w.e.f. 30.09.2015 and Mr. Sahil Khurana has been appointed as a Company Secretary in her place w.e.f 01.02.2016.
- Sh. Inderjit Singh Jassal has been appointed as an Independent Director of the Company with effect from 13.08.2016, due to sad demise of Sh. Jatinder Kumar Mehra, who could no longer continue on the Board of the Company.

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

Presently, the Company has two Independent Directors namely, Sh. Bharat Soni & Sh. Inderjit Singh who have given declaration that they meet the eligible criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

NUMBER OF MEETINGS

During the Financial year 2015-16, 10 meetings of Board of Directors and 4 Meetings of Audit Committee of the Company were held. Detailed information about the meetings is given in Corporate Governance Report which forms the part of Annual Report.

RISK MANAGEMENT POLICY

The Board of Directors of your Company in its meeting held on 14.08.2015 has adopted the Risks Management Policy. The policy establishes the process for the management of risk faced by the Company. The aim of risk management is to maximize opportunities in all activities and to minimize adversity. This policy applies to all activities and processes associated with the normal operations of Northlink Fiscal and Capital Services Limited. The Board of Directors has adopted Risk Management Policy and same is available on the following link <http://www.northlink.co.in/Risk+Management+Policy.pdf>.

The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities with regard to enterprise risk management. Further, the Committee strives to assist the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.

EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT

Pursuant to the above said provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, directors individually as well as the evaluation of the Committees as per the Criteria laid down in the Nomination Remuneration Evaluation policy. Further the Independent directors have also reviewed the performance of the Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the Company taken into account the views of the



Executive Directors and Non Executive Directors vide their separate meeting held on 31.03.2016 at the Registered office of the Company.

SECRETARIAL AUDIT REPORT

Secretarial Audit Report, i.e. Form MR-3, by B.K Gupta & Associates, Company Secretaries, Ludhiana, forms the part of this Report which is annexed herewith as **"Annexure IV"**.

There are no qualifications, reservations or adverse remarks or disclaimer made by Secretarial Auditor in his report, thus no explanations or comments by the Board.

DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178(3)

SEBI vide notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company in its meeting held on December 10, 2015 re-constituted Nomination & Remuneration Committee with the requisite terms of the reference as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Committee was framed, adopted and recommended "Nomination & Remuneration Evaluation Policy" vide its committee meeting dated December 10, 2015. The said policy forms the part of this report which is annexed at **"Annexure V"**.

AUDIT COMMITTEE

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the company is re-constituted on December 10, 2015 with the objectives to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy.

The Audit Committee comprised of Sh. Bharat Soni (Chairman), Sh. Inderjit Singh (Member), Smt. Shamli Maria (Member). The composition of the Audit Committee consists of Independent Directors viz., Sh. Inderjit Singh and Sh. Bharat Soni who forms the majority. The Audit Committee met four times during the year, the details of which are given in the Corporate Governance Report which forms the part of this Annual Report.

DISCLOSURE IN RELATION TO VIGIL MECHANISM

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors of the Company in its meeting held on December 10, 2015 adopted the Vigil Mechanism Policy in compliance of Companies Act, 2013. The Policy is formulated to provide opportunity to employees and directors to report to management



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concerns about unethical behavior, actual or suspended fraud or violation of the Code of conduct or policy. The mechanism provides for adequate safeguards against victimisation of employees and directors who express their concerns and also provides for direct access to Chairman/ Members of Audit Committee in exceptional cases. The policy is applicable to all employees and directors of the Company.

The policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board may be accessed on the Company's website at the link:

<http://www.northlink.co.in/Whistle%20Blower%20Policy.pdf>

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

(a)	In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
(b)	They 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)	They 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)	They had prepared the annual accounts on a going concern basis; and
(e)	They had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
(f)	They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Corporate Governance together with Auditor's Certificate on compliance with this regard and Managing Director's declaration in this regarding compliance of code of conduct by Board Members and Senior Management Personnel is attached and forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required under the Regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith and forms the part of this Annual Report.

GENERAL DISCLOSURE

Your Director state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under Review.



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1. Details relating to Deposits covered under Chapter V of the Companies Act, 2013 and provisions of RBI Act, 1934.
2. Issue of Equity Shares with Differential right, as to dividend, voting or otherwise
3. Issue of shares with including Sweat Equity Shares to employees of the company under any scheme
4. No significant or Material order were passed by the regulators or courts or tribunal which impact the going concern states and company's operation in future, your director further state that during the year under review, there were no case filed pursuant o sexual harassment of women at workplace (Prevention, prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and look forward to the continuance of this supportive relationship in future.

Your Directors also places on record their deep sense of appreciation for the devoted services of the employees during the period under review.

**By Order of the Board
For Northlink Fiscal and Capital Services Limited**

Place: Ludhiana
Date: 13.08.2016

sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001

sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana- 141001



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Annexure I

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:

Median remuneration of all employees of the Company for the Financial Year 2015-16	1,36,000
The Percentage Increase in the median remuneration of employees in the Financial Year	16.24%
The number of permanent employees on the roll of the Company as on 31 st March, 2016	9

Name of Director/ KMP	Remuneration of Director/KMP for financial year 2015-16	Ratio of Remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2015-16	Comparison of the remuneration of the KMP against the performance of the Company
Independent Directors				
Sh. Inderjit Singh	Nil	N.A	Nil	Nil
Sh. Bharat Soni	Nil	N.A	Nil	Nil
Executive Directors/KMP				
Sh. Sunil Dutt Maria, Chief Executive Officer	2,00,000	1.47	(5.00%)	Profit before tax increased by 17.13%
Smt. Anuradha Rani, Chief Financial Officer	2,00,000	1.47	(5.00%)	
Sh. Sunny Maria, Managing Director	2,40,000	1.76	33.33%	
Smt. Shamli Maria, Executive Director	2,40,000	1.76	14.28%	
Ms. Ridhima Aggarwal, Company Secretary #	1,00,000	0.74		
Mr. Sahil Khurana, Company Secretary #	45,000	0.33		

Notes:-

#Ms. Ridhima Aggarwal resigns from the post of Company Secretary with effect from 30.09.2015.

#Mr. Sahil Khurana was appointed as Company Secretary with effect from 12.02.2016.



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- (2) There has been no average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2015-16 whereas the increase in the managerial remuneration for the same financial year was 8.64%.
- (3) It is hereby affirmed that remuneration paid is as per the remuneration policy of the Company.

**By Order of the Board
For Northlink Fiscal and Capital Services Limited**

**Place: Ludhiana
Date: 13.08.2016**

**Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001**

**Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001**



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Annexure-II

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	New Senior Secondary School, Sh. Sunil Dutt Maria is President of the School
b)	Nature of contracts/arrangements/transaction	Rent Received
c)	Duration of the contracts/arrangements/transaction	5 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 40,000 per month
e)	Date of approval by the Board	14.11.2012
f)	Amount paid as advances, if any	40,000

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shivalik Wala Doon School, Sh. Sunil Dutt Maria is President of the School
b)	Nature of contracts/arrangements/transaction	Rent Received
c)	Duration of the contracts/arrangements/transaction	5 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 10,000 per month
e)	Date of approval by the Board	14.11.2012
f)	Amount paid as advances, if any	Nil

By Order of the Board
For Northlink Fiscal and Capital Services Limited

Place: Ludhiana
Date: 13.08.2016

Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001

Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001



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Annexure III

FORM -MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31st March, 2016

(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management & Administrations) Rules, 2014)

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L65921PB1994PLC015365
2.	Registration Date	28/11/1994
3.	Name of the Company	Northlink Fiscal And Capital Services Limited
4.	Category / Sub-Category of the Company	Company Limited by Shares/Indian Non Government Company
5.	Address of the registered office and contact details	86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001
6.	Whether Listed Company	Yes
7.	Name, Address and contact details of Registrar & Transfer Agent, if any	Skyline Financial Services Private Limited, D-153A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel: 011 64732681-88

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.	Wholesale of construction materials	46632	94.09

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY:

S. No.	Name and Description of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares Held	Applicable Section
Not Applicable					



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IV. SHAREHOLDING 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 [01.04.2015]				No. of Shares held at the end of the year [31.03.2016]				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	19,24,500	----	19,24,500	59.22	19,13,080	----	19,13,080	58.86	(0.36)
b) Central Govt.	----	----	----	----	----	----	----	----	
c) State Govt.(s)	----	----	----	----	----	----	----	----	
d) Bodies. Corp.	----	----	----	----	----	----	----	----	
e) Banks/FI	----	----	----	----	----	----	----	----	
f) Any Other	----	----	----	----	----	----	----	----	
Sub-total (A) (1) :-	19,24,500	----	19,24,500	59.22	19,13,080	----	19,13,080	58.86	(0.36)
(2) Foreign									
a) NRIs-Individuals	----	----	----	----	----	----	----	----	
b) Other-Individuals	----	----	----	----	----	----	----	----	
c) Bodies-Corp	----	----	----	----	----	----	----	----	
d) Banks/FI	----	----	----	----	----	----	----	----	
e) Any Other	----	----	----	----	----	----	----	----	
Sub-total (A) (2) :-	----	----	----	----	----	----	----	----	
Total shareholding Of Promoter (A)=(A)(1)+(A)(2)	19,24,500	----	19,24,500	59.22	19,13,080	----	19,13,080	58.86	(0.36)
B. Public Shareholding									
1. Institution	----	----	----	----	----	----	----	----	----
a) Mutual Funds	----	----	----	----	----	----	----	----	----
b) Banks/FI	----	----	----	----	----	----	----	----	----
c) Central Govt	----	----	----	----	----	----	----	----	----
d) State Govt	----	----	----	----	----	----	----	----	----
e) Venture Capital Fund	----	----	----	----	----	----	----	----	----



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f) Insurance Companies	----	----	----	----	----	----	----	----	----
g) FIIs	----	----	----	----	----	----	----	----	----
h) Foreign Venture Capital Funds	----	----	----	----	----	----	----	----	----
i) Other (Specify)	----	----	----	----	----	----	----	----	----
Sub-total (B)(1)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Non-Institution									
a) Bodies Corp.	----	2900	2900	0.09	36160	2900	39060	1.20	1.11
i) Indian	----	----	----	----	----	----	----	----	
ii) Overseas	----	----	----	----	----	----	----	----	
b) Individual	----	----	----	----	----	----	----	----	
i) Individual Shareholders Holding nominal Share capital Upto Rs.1 Lakh	----	156900	156900	4.83	20059	155700	175759	5.41	0.58
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1056400	109300	1165700	35.87	1012800	109300	1122100	34.53	(1.34)
c) Other (NRI, HUF, & Clearing Members)	----	----	----	----	1	----	1	0	0
Sub-total (B) (2):-	1056400	269100	1325500	40.78	1069020	267900	1336920	41.14	0.36
Total Public Shareholding (B)=(B)(1)+(B)(2)	1056400	269100	1325500	40.78	1069020	267900	1336920	41.14	0.36
C. Shares held by Custodian for GDRs & ADRs	----	----	----	----	----	----	----	----	----
Grand Total (A+B+C)	2980900	269100	3250000	100.00	2982100	267900	3250000	100.00	----



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(ii) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning Of the year [01.04.2015]			Shareholding at the End of the year[31.03.2016]			% Change in share holding during the year
		No. of Shares	% of total Shares of the Com-Pany	% of Shares Pledged/enc-umbered to total shares	No. of Shares	% of total Shares of the Com-Pany	% of Shares Pledged/enc-umbered to total shares	
1.	Sunny Maria	754000	23.20	----	754000	23.20	----	0.00
2.	Shamli Maria	707600	21.77	----	704600	21.68	----	(0.09)
3.	Gauri Khanna	241400	7.44	----	241800	7.44	----	0.00
4.	Aarti Thapar	220500	6.78	----	211680	6.51	----	(0.27)
5.	Sunil Dutt Maria	800	0.02	----	800	0.02	----	0.00
6.	Anuradha Rani	200	0.01	----	200	0.01	----	0.00
	TOTAL	1924500	59.22	0.00	1913080	58.86	0.00	58.86

(iii) (a) Change in Promoter's Shareholding

SN	Particulars	Shareholding at the Beginning of the year [01.04.2015]		Cumulative Shareholding during the year		
		No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company	
1.	Shamli Maria					
	At the beginning of the year	707600	21.77			
	Date	Reason				
	03.07.2015	Sale	3000	(0.09)	704600	21.68
	At the End of the year			704600	21.68	

SN	Particulars	Shareholding at the Beginning of the year [01.04.2015]		Cumulative Shareholding during the year		
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company	
2.	Aarti Thapar					
	At the beginning of the year	220500	6.78			
	Date	Reason				
	24.04.2015	Sale	1100	(0.03)	219400	6.75
	08.05.2015	Sale	500	(0.01)	218900	6.74
	15.05.2015	Sale	500	(0.01)	218400	6.72
	29.05.2015	Sale	6720	(0.21)	211680	6.51
	At the End of the year			2,11,680	6.51	



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SN	Particulars		Shareholding at the Beginning of the year [01.04.2015]		Cumulative Shareholding during the year	
			No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
3.	Gauri Khanna					
	At the beginning of the year		241400	7.43		
	Date	Reason				
	03.07.2015	Sale	3000	(0.09)	238400	7.34
	31.03.2016	Purchase	3400	0.10	241800	7.44
	At the End of the year				241800	7.44

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

SN	Particulars		Shareholding at the beginning of the year [01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
			No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
	For Each of the Top 10 Shareholders					
1.	NITIKA KHANNA					
	At the beginning of the year		451200	13.88	--	--
	At the End of the year (or on the date of separation, if separated During the year)				451200	13.88

SN	Particulars		Shareholding at the beginning Of the year[01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
			No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
	For Each of the Top 10 Shareholders					
2.	KEWAL KRISHAN					
	At the beginning of the year		303900	9.35		
	Date	Reason				
	24.04.2015	Sale	1000	(0.03)	302900	9.32
	01.05.2015	Sale	7000	(0.22)	295900	9.10
	08.05.2015	Sale	5000	(0.15)	290900	8.95
	15.05.2015	Sale	1000	(0.03)	289900	8.92
	29.05.2015	Sale	8000	(0.25)	281900	8.67
	At the End of the year (or on the date of separation, if separated During the year)				281900	8.67



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SN	Particulars	Shareholding at the beginning Of the year[01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
3.	RAJESH KHANNA				
	At the beginning of the year	301300	9.27		
	Date	Reason			
	01.05.2015	Sale	5000	(0.15)	296300
	29.05.2015	Sale	15000	(0.46)	281300
	26.06.2015	Sale	2000	(0.07)	279300
	03.07.2015	Purchase	400	0.02	279700
	At the End of the year (or on the date of separation, if separated During the year)			279700	8.61

SN	Particulars	Shareholding at the beginning Of the year[01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
4.	PRABHA RANI				
	At the beginning of the year	48000	1.48		
	At the End of the year (or on the date of separation, if separated During the year)			48000	1.48

SN	Particulars	Shareholding at the beginning Of the year[01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
5.	SATISH KUMAR				
	At the beginning of the year	39600	1.22		
	At the End of the year (or on the date of separation, if separated During the year)			39600	1.22



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SN	Particulars		Shareholding at the beginning Of the year[01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
			No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
6.	LSE SECURITIES LTD.					
	At the beginning of the year		--	--		
	Date	Reason				
	19.06.2015	Purchase	20986	0.65	20986	0.65
	26.06.2015	Sale	51	(0.00)	20935	0.65
	30.06.2015	Sale	101	(0.01)	20834	0.64
	03.07.2015	Sale	389	(0.01)	20445	0.63
	10.07.2015	Purchase	51	0.00	20496	0.63
	17.07.2015	Purchase	751	0.02	21247	0.65
	24.07.2015	Purchase	2000	0.07	23247	0.72
	07.08.2015	Purchase	200	0.00	23447	0.72
	11.09.2015	Purchase	100	0.00	23547	0.72
	18.09.2015	Sale	50	0.00	23497	0.72
	18.12.2015	Sale	3	0.00	23494	0.72
	At the End of the year (or on the date of separation, if separated During the year)				23494	0.72

SN	Particulars		Shareholding at the beginning Of the year[01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
			No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
7.	KAMAL KISHORE					
	At the beginning of the year		21700	0.67		
	At the End of the year (or on the date of separation, if separated During the year)				21700	0.67



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Fiscal and Capital Services Ltd.

SN	Particulars		Shareholding at the beginning Of the year[01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
			No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
8.	SHRI PARASRAM HOLDINGS PVT.LTD.					
	At the beginning of the year		--	--		
	Date	Reason				
	19.06.2015	Purchase	9035	0.28	9035	0.28
	03.07.2015	Sale	1	(0.00)	9034	0.28
	10.07.2015	Sale	1	(0.00)	9033	0.28
	17.07.2015	Purchase	3	0.00	9036	0.28
	31.07.2015	Sale	4	(0.00)	9032	0.28
	25.09.2015	Sale	25	(0.00)	9007	0.28
	30.09.2015	Purchase	40	0.00	9047	0.28
	02.10.2015	Purchase	5	0.00	9052	0.28
	09.10.2015	Purchase	20	0.00	9072	0.28
	16.10.2015	Sale	20	(0.00)	9052	0.28
	06.11.2015	Sale	15	(0.00)	9037	0.28
	13.11.2015	Sale	5	(0.00)	9032	0.28
	20.11.2015	Purchase	3	0.00	9035	0.28
	27.11.2015	Purchase	5	0.00	9040	0.28
	04.12.2015	Purchase	5	0.00	9045	0.28
	11.12.2015	Purchase	3	0.00	9048	0.28
	18.12.2015	Purchase	13	0.00	9061	0.28
	08.01.2016	Purchase	2	0.00	9063	0.28
	22.01.2016	Sale	1598	(0.05)	7465	0.23
	29.01.2016	Purchase	1	0.00	7466	0.23
	At the End of the year (or on the date of separation, if separated During the year)				7466	0.23



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SN	Particulars	Shareholding at the beginning Of the year [01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
9.	MANMOHAN				
	At the beginning of the year	5800	0.18		
	At the End of the year (or on the date of separation, if separated During the year)			5800	0.18

SN	Particulars	Shareholding at the beginning Of the year [01.04.2015]		Cumulative Shareholding during the year [31.03.2016]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
10.	DAVINDER KUMAR GARG				
	At the beginning of the year	4800	0.15		
	At the End of the year (or on the date of separation, if separated During the year)			4800	0.15

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Shareholder	Shareholding at the beginning Of the year (01.04.2015)		Shareholding at the end of the year (31.03.2016)	
		No. of Shares	% of total shares Of the Company	No. of Shares	% of total shares Of the Company
Directors					
1.	Sunny Maria	754000	23.20	754000	23.20
2.	Shamli Maria	707600	21.77	704600	21.68
3.	Bharat Soni	100	0.003	100	0.003
4.	Jatinder Kumar Mehra	100	0.003	100	0.003
5.	Geeta Rani	0	0.00	0	0.00



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Sr. No.		Shareholding at the beginning of the year (01.04.2015)		Shareholding at the end of the year (31.03.2016)	
	Name of the Shareholder	No. of Shares	% of total shares Of the Company	No. of Shares	% of total shares Of the Company
Key Managerial Personnel					
1.	Anuradha Rani (CFO)	200	0.01	200	0.01
2.	Sunil Dutt Maria (CEO)	800	0.02	800	0.02
3.	Sahil Khurana (CS)	0	0.00	0	0.00

(VI) INDEBTEDNESS

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	1448365	-	-	1448365
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1448365	-	-	1448365
Changes in Indebtedness during the Financial year				
Addition	4276090.14	-	-	4276090.14
Reduction	-	-	-	-
Net Change:	4276090.14	-	-	4276090.14
	Secured Loans Excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the end of the financial year				
(i) Principal Amount	5724455.14	-	-	5724455.14



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(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5724455.14	-	-	5724455.14

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Sunny Maria (Managing Director)	Shamli Maria (Wholetime Director)	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 © Profits in lieu of salary under section 17(3) Income-tax Act,1961	2,40,000	2,40,000	4,80,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission -as % of profit -others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	2,40,000	2,40,000	8,80,000
	Ceiling as per the Act			30,00,000#

Individual limit is Rs. 30,00,000 as per Schedule-V of the Companies Act, 2013.



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B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Jatinder Kumar Mehra	Bharat Soni	
				--
1.	Independent Directors <ul style="list-style-type: none"> • Fee for attending board/ Committee meetings • Commission • Others, Please specify 	-	-	-
	Total (1)	-	-	-
	Other Non Executive Directors <ul style="list-style-type: none"> • Fee for attending board/ Committee meetings • Commission • Others, Please specify 	-	-	-
	Total (2)	-	-	-
	Total (B)+(1)+(2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act			Upto 100,000 each meeting

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		CEO	Company Secretary		Chief Financial Officer	
		Sunil Dutt Maria	Ridhima Aggarwal (upto 30.09.2015)	Sahil Khurana (w.e.f 01.02.2016)	Anuradha Rani	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,00,000	1,00,000	45,000	2,00,000	5,45,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	© Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-

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2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission -as % of profit - others, specify	-	-	-	-	-
5.	Others, please specify					
	Total	2,00,000	1,00,000	45,000	2,00,000	5,45,000

VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:-

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

**By Order of the Board
For Northlink Fiscal And Capital Services Limited**

Place: Ludhiana
Date: 13.08.2016

Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001

Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001



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Annexure-IV

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To
The Members,
Northlink Fiscal and Capital Services Limited
86 Mall Road, Civil Lines,
Ludhiana-141001**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Northlink Fiscal and Capital Services Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

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



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- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- Not applicable during the audit period;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- Not applicable during the audit period;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- Not applicable during the audit period;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- Not applicable during the audit period and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- Not applicable during the audit period.
- (vi) We have relied on the representation made by the Company & its Officers that company does not have any manufacturing unit so the other acts such as Environmental Laws & Labour Laws are not applicable to the company during the audit period.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited & Metropolitan Stock Exchange of India Limited;
- (iii) NBFC Reporting Compliances as per Circular No DNBS(PD).CC.No.03.02.02/2015-16 issued on 26th Nov, 2015.

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

We further report that

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

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

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



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

**For B.K. Gupta & Associates,
Company Secretaries**

Date: 13.08.2016

Place: Ludhiana

**Sd/-
(Bhupesh Gupta)
FCS No.: 4590
C.P. No.: 5708**

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



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Annexure:-A

**To
The Members,
Northlink Fiscal and Capital Services Limited
86 Mall Road, Civil Lines,
Ludhiana-141001**

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

**For B.K. Gupta & Associates,
Company Secretaries**

**Date: 13.08.2016
Place: Ludhiana**

**Sd/-
(Bhupesh Gupta)
FCS No.: 4590
C.P. No.: 5708**



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Fiscal and Capital Services Ltd.

Annexure-V

NOMINATION AND REMUNERATION POLICY

NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

(U/s 178 of the Companies Act, 2013 and Regulation 19 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. PREFACE:

In pursuance of the Northlink Fiscal and Capital Services Limited policy to consider human resources as its invaluable assets, to pay appropriate remuneration to all Directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been re-constituted by the Board of Directors in their meeting held on 10th December, 2015.

In order to align with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board re-constituted "Nomination and Remuneration Committee" on 10th December, 2015.

2. OBJECTIVES:

- a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- b) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the similar industry.
- c) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage

3. DEFINITIONS:

(a) Key Managerial Personnel:

- (i) Managing Director;
- (ii) Company Secretary;
- (iii) Chief Executive officer
- (iv) Chief Financial Officer; and
- (v) Such other officer as may be prescribed.



(b) **Senior Management:** Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the Executive Directors including all functional heads.

4. APPLICABILITY:

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

5. ROLE OF COMMITTEE:

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

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- b) to recommend to the Board the appointment and removal of Senior Management;
- c) To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
- d) To recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management;
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan.

6. MEMBERSHIP:

- a) The Committee shall consist of a minimum 3 non-executive directors, out of which half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

7. CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.



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- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

8. FREQUENCY OF MEETINGS:

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

9. COMMITTEE MEMBERS' INTERESTS:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

10. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

11. VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

12. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness.
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions provided under the Companies Act, 2013.
- c) Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.
- d) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan.
- e) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective.
- f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- g) Due to reasons for any disqualification mentioned in the Companies Act, 2013 read with rules made there under, recommending, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel.



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- h) Delegating any of its powers to one or more of its members of the Committee.
- i) Recommend any necessary changes in this policy to the Board.
- j) Considering any other matters as may be required by the Board.

13. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company.
- c) To delegate any of its powers to one or more of its members of the Committee.
- d) To consider any other matters as may be required by the Board.

14. MINUTES OF COMMITTEE MEETING:

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

15. EFFECTIVE DATE & AMENDMENTS:

This policy will be effective from 10th December, 2015 and may be amended subject to the approval of Board of Directors.

**By Order of the Board
For Northlink Fiscal And Capital Services Limited**

Place: Ludhiana
Date: 13.08.2016

Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001

Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Non Banking Financial Companies (NBFCs) have become an integral part of India's financial system. In recent times NBFCs have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers. In spite of strong competition face by the NBFCs, the inner strength of NBFCs viz. local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban areas. NBFCs are playing significant role in financing needs and have reached the gross root level through Micro finance.

Opportunities and Threats

OPPORTUNITIES & THREATS, RISKS & CONCERNS, PERFORMANCE AND OUTLOOK

The company bears the normal risk in terms of inherent business risk in the kind of business the company is into. The Board of the company has taken a balanced approach for investing in these activities. After bad experience in the past, the Board is adopting a cautious approach and not an aggressive one. After stabilization for existing business, the company will foray into other related areas to have good growth in future.

INTERNAL CONTROL AND THEIR ADEQUACY

Internal control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place and further supplemented by MIS which provided for planned expenditure and information in disposal and acquisition of assets.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company has achieved a turnover of Rs. 279.60 Lacs and has earned profit of Rs. 3.85 Lacs during the year under review.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT, INCLUDING NO. OF PEOPLE EMPLOYED

Your company continues to lay great stress on its most valuable resource people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety products and services to the customers of the company.

The company had employed 9 persons as on 31st March, 2016.



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CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing our company objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence company operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factor.

**By Order of the Board
For Northlink Fiscal And Capital Services Limited**

**Place: Ludhiana
Date: 13.08.2016**

**Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001**

**Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001**



CORPORATE GOVERNANCE REPORT

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interest of all stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. It provides a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and accepted best practices.

The aim of 'Good Corporate Governance' is to manage affairs of the Company in a transparent manner in order to maximize long-term value of the Company for the benefits of its shareholders and all other stakeholders.

1. A brief statement on Company's Philosophy on code of Corporate Governance.

This Report on Corporate Governance forms part of the Annual Report. Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices which ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society.

The Principles of Corporate Governance and Code of Business Principles are the cornerstones of your Company. Your Company believes these principles distinguish a well managed Company from a not so well managed Company. These principles ensure transparency, integrity and accountability which are vital for the long and sustained growth of your Company.

Your Company has been practicing these principles long before these were made mandatory for listed Companies.

Your Company's endeavor has always been to engage persons of eminence as independent directors who can contribute to the corporate strategy, provide an external perspective and be a source of challenge and evaluation wherever appropriate. Your Company has the good fortune of having independent directors.

2. Board of Directors

a) Size and composition of the Board

The Company has a strong and broad-based Board consisting of five Directors with adequate blend of professionals, executive, non-executive and independent Directors. The Composition of the Board of Directors comprises of eminent and distinguished personalities, two of which are executive directors and three non-executive directors. The Company is having an executive Chairman. The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors are given hereunder



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Name	Designation	Category	Number of Directors held#	Number of Board Committee memberships held@	Number of Board Committee Chairmanships held@
Sh. Sunny Maia	Managing Director	Promoter	3	-	-
Smt. Shamli Maria	Executive Director	Promoter	2	1	-
Smt. Geeta Rani	Non-Executive Director	Promoter	2	1	1
Sh. Jatinder Kumar Mehra	Non-Executive Director	Independent	1	1	2
Sh. Bharat Soni	Non-Executive Director	Independent	1	3	0

#including Northlink Capital and Fiscal Services Limited

@ Board Committee for this purpose includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee (Including Board Committee of Northlink Capital and Fiscal Services Limited).

None of the Directors is a member of more than 10 Board level Committees or a Chairman of more than 5 such Committees as required under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Number of Board Meetings

During the year under review, Ten Board Meetings were held on the following dates:

Date of Board Meeting	Board Strength	Number of Directors present
30 th May, 2015	5	5
2 nd July, 2015	5	5
31 st July, 2015	5	4
3 rd August, 2015	5	4
14 th August, 2015	5	4
30 th September, 2015	5	5
31 st October, 2015	5	5
14 th November, 2015	5	4
10 th December, 2015	5	5
12 th February, 2016	5	4

c) Directors' Attendance Record and directorships held

The following table gives details of the Directors' Attendance Record at the Board Meetings

Name of the Director	Number of Board Meetings	
	Held	Attended
Sh. Sunny Maria	10	10
Smt. Shamli Maria	10	9
Smt. Geeta Rani	10	9
Sh. Jatinder Kumar Mehra	10	8
Sh. Bharat Soni	10	9



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d) Materially significant related party transactions

Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under paragraph no. 24 of the Notes to the Accounts attached with the financial statements for the year ended March 31st, 2016.

The transactions with the related parties are neither materially significant nor they have any potential conflict with the interests of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties or strictures were imposed by Stock Exchange, SEBI or by any other statutory authority during the period under review.

e) Board Committees

The Board has constituted the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees. Recommendations/decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

AUDIT COMMITTEE

The Audit Committee consists of three directors i.e. Sh. Bharat Soni (Chairman), Sh. Inderjit Singh and Smt. Shamli Maria.

The committee met four times during the last year on 30th May 2015, 14th August 2015, 14th November 2015, 12th February 2016 the details of which are as under:

Director	No of Meetings	
	Held	Attended
Sh. Jatinder Kumar Mehra	4	4
Sh. Bharat Soni	4	4
Smt. Shamli Maria	4	4

No Sitting Fees was paid during the year for attending meetings of Audit Committee.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee consists of three members Smt. Geeta Rani (Chairman), Sh. Bharat Soni and Sh. Inderjit Singh.

The details of the meetings are as under:

Director	No of Meetings	
	Held	Attended
Smt. Geeta Rani	10	10
Sh. Bharat Soni	10	10
Sh. Jatinder Kumar Mehra	10	10

Ms Ridhima Aggarwal, Company Secretary was the Compliance Officer of the Company upto 30.09.2015 and now Mr. Sahil Khurana, has been appointed as Company Secretary in her place w.e.f. 01.02.2016.

No Sitting Fees was paid during the year for attending meetings of Stakeholders Relationship Committee.



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Fiscal and Capital Services Ltd.

No investor grievance was pending on March 31, 2016.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three members Sh. Bharat Soni (Chairman), Sh. Inderjit Singh and Smt. Geeta Rani.

The Nomination and Remuneration Committee met two times during the year on 30th June, 2015 and 12th February, 2016.

No Sitting Fees was paid during the year for attending meeting of Nomination And Remuneration Committee

3. Management

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Code of Conduct

The Board has laid down a code of conduct for all Board members and Senior Management of the Company. All Board members and Senior Management Personnel have complied with the Code of Conduct. Declaration to this effect signed by the Chairman-cum-Managing Director is enclosed with the Annual Report.

5. Shareholders

a) Disclosures regarding appointment or re-appointment of Directors

- i. According to the Articles of Association of the Company, one third of such of the Directors for the time being are liable to retire by rotation shall retire and, if eligible, offer themselves for re-election at the Annual General Meeting. Accordingly, Smt Geeta Rani retires by rotation in the ensuing Annual General Meeting. The Board has recommended the re-election of Smt Shamli Maria to the shareholders.
- ii. Due to sad demise of Sh. Jatinder Kumar Mehra on 26.06.2016, he could not continue on the Board of the Company
- iii. Sh. Inderjit Singh Jassal is appointed as Independent Director of the Company with effect from 13.08.2016.

b) Communication to Shareholders

The quarterly, half yearly and annual results are generally published in The Business Standard and Deshsewak.

c) Compliance Officer

Mr. Sahil Khurana is the Compliance Officer of the Company. He can be contacted for any investors' related matter relating to the Company. His contact nos. is 91-161-2449890 and e-mail ID is northlink86mall@gmail.com



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d) General Body Meetings

I. The details of last three Annual General Meetings were held as per the details given below:

Year	Venue	Date & Time
2014-2015	86, Mall Road, Civil Lines, Ludhiana, (Pb.)-141001	30 th September, 2015 at 03:00 p.m.
2013-2014	86, Mall Road, Civil Lines, Ludhiana, (Pb.)-141001	27 th September, 2014 at 02:00 p.m.
2012-2013	86, Mall Road, Civil Lines, Ludhiana, (Pb.)-141001	30 th September, 2013 at 10:00 a.m.

e) Postal Ballot:

The shareholders of the Company have not approved any resolution by means of Postal Ballot.

6. Means of Communication

Timely disclosure of consistent, comparable, relevant & reliable information on corporate financial performance is at the core of good governance. Towards this end:

- a) **Quarterly/Half Yearly/Annual Results:** Quarterly, half yearly and annual results of the company are sent to the stock exchanges immediately after they are approved by the Board.
- b) **Publication of Quarterly/Half Yearly/Annual Results:** Quarterly, half yearly and annual results of the company are published in the prescribed format within 48 hours of the conclusion of the meeting of the Board, at least in one English national newspaper and in one vernacular newspaper of Punjab, where the registered office of the company is situated.

Quarterly financial results during the financial year 2015-16 were published as detailed below:

Quarter Ended	Date of Board Meeting	Date of Publication	Name of Newspapers
30 June, 2015	14 August, 2015	15 August, 2015	The Business Standard (English) Desh Sewak (Punjabi)
30 September, 2015	14 November, 2015	16 November, 2015	The Business Standard (English) Desh Sewak (Punjabi)
31 December, 2015	12 February, 2016	13 February, 2016	The Business Standard (English) Desh Sewak (Punjabi)
31 March, 2016	30 May, 2016	1 June, 2016	The Business Standard (English) Desh Sewak (Punjabi)



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(c) Website:

Quarterly, half yearly and annual results of the company are sent to the stock exchanges as well as displayed on Company's website www.northlink.co.in at the time of its release to the media.

7. General Shareholders Information

The following information would be useful to our shareholders:

a) Annual General Meeting

Date & Time : 24th day of September, 2016 at 11.00 a.m.

Venue : 86, Mall Road, Civil Lines, Ludhiana, Punjab-141001.

Financial Year : 1st April 2015 to 31st March 2016.

b) Financial Calendar:

Last financial year of the Company was of twelve months from 1st April, 2015 to 31st March, 2016. Tentative financial calendar of the Company for the year 2016-2017 shall be as follows:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 th June, 2016	During August, 2016
Financial Results for the quarter ending 30 th September, 2016	During November, 2016
Financial Results for the quarter ending 30 th December, 2016	During February, 2017
Financial Results for the quarter ending 31 st March, 2017	During May, 2017

c) Date of Book Closure:

22nd day of September, 2016 to 24th day of September, 2016 (both days inclusive)

d) The shares of the Company are listed on the following stock exchange:

Name and Address of Stock Exchanges	Stock Code
Bombay Stock Exchange Limited	539110
Metropolitan Stock Exchange of India Limited	NFCSL

There are no pending dues with Bombay Stock Exchange.

e) Registrar & Transfer Agent

Skyline Financial Services Private Limited

D-153-A, First Floor

Okhla Industrial Area, Phase-I

New Delhi- 110020

Phones: 011-64732681-88

Fax: 011-26812682

E-mail: admin@skylinerta.com



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Fiscal and Capital Services Ltd.

f) Market price data

Monthly high and low prices of equity shares of Northlink Fiscal and Capital Services Limited at the Stock Exchange, Mumbai (BSE) in comparison to Sensex are given hereunder

Month	BSE				
	Share Prices		Volume	Sensex	
	High	Low		High	Low
April, 2015	16.71	12.50	56	29094.61	26897.54
May, 2015	26.45	16.35	355	28071.16	26423.99
June, 2015	21.95	17.50	167	27968.75	26307.07
July, 2015	24.00	16.50	74	28578.33	27416.39
August, 2015	18.50	12.40	18	28417.59	25298.42
September, 2015	14.55	11.80	17	26471.82	24833.54
October, 2015	16.50	13.15	10	27618.14	26168.71
November, 2015	19.37	15.60	16	26824.30	25451.42
December, 2015	22.05	18.05	17	26256.42	24867.73
January, 2016	26.90	21.75	14	26197.27	23839.76
February, 2016	24.35	24.35	1	25002.32	22494.61
March, 2016	-	-	-	25479.62	23133.18

Source: www.bseindia.com

g) Share transfers

Share transfers are done by the Company's Registrar and Share Transfer agents **Skyline Financial Services Private limited**, New Delhi. Share transfers are registered and returned within a period of 30 days from the date of receipt.

h) Dematerialization of Shares

91.75% of Equity Shares of the Company are in dematerialized form as on 31st March, 2016. The shares of the Company are available for dematerialization with both the depositories i.e. NSDL and CDSL vide ISIN No. INE736P01019

i) Outstanding Convertible Instruments

The Company has no outstanding convertible instruments

j) Shareholding Pattern:

Shareholding pattern in Northlink Fiscal and Capital Services Limited as on March 31st, 2015 and March 31st, 2016 for the purpose of reporting in the Annual Report of the Company for the year 2015-16 is given as under:

Category	As On 31.03.2016		As On 31.03.2015	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group	1913080	58.86	1924500	59.22
Mutual Funds/ UTI	---	---	---	---
Body Corporate	39060	1.20	2900	0.09
NRIs	---	---	---	---
Others	1297860	39.94	1322600	40.69



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k) Distribution of Shareholding

As on March 31st, 2016 the distribution of shareholding was as follows:

Range No of Shares	Shareholders		No. of Shares / Debentures	
	Number	% of Total No.	Number	% of Total No.
Up to 500	560	86.15	58220	1.79
501 to 1000	50	7.69	46985	1.45
1001 to 2000	12	1.85	18980	0.58
2001 to 3000	5	0.77	13375	0.41
3001 to 4000	4	0.62	14300	0.44
4001 to 5000	6	0.92	27200	0.84
5001 to 10000	2	0.31	13266	0.41
10001 And Above	11	1.69	3057674	94.08
Total	650	100.00	3250000	100.00

l) Address for Correspondence

Northlink Fiscal and Capital Services Limited,

Regd. Office: 86, Mall Road, Civil Lines, Ludhiana (Pb.)-141001

Phone Nos. 0161-2449890

By Order of the Board
For Northlink Fiscal and Capital Services Limited

sd/-
(Sunny Maria)
Managing Director

Din: 01006699

62-B, Kitchlu Nagar,
Ludhiana (Pb.)-141001

Date: Ludhiana
Place: 13.08.2016



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STATUTORY AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members of
Northlink Fiscal and Capital Services Limited

We have examined the compliance of the conditions of the Corporate Governance by Northlink Fiscal and Capital Services Limited for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchanges for the period April 01, 2015 to November 30, 2015 and as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and Management, we certify that:

- (i) The Paid-up Equity Share Capital of the Company as on March 31, 2016 is Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five Lacs only).
- (ii) The Net Worth of the Company as on March 31, 2016 is Rs. 3,42,27,380/- (Rupees Three Crores Forty Two Lacs Twenty Seven Thousand Three Hundred Eighty only.)

Accordingly, as per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 compliance of conditions of Corporate Governance is not applicable on the Company. However, the Company has voluntarily complied with the conditions of the Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

We state that no investor grievance is pending for a period of exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

Place: Ludhiana
Dated: 13.08.2016

For Parmod G. Gupta & Associates
Chartered Accountants

Sd/-
(Parmod Gupta)
Partner
M. No. 096109
FRN: 018870N



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CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Board of Directors**

Northlink Fiscal and Capital Services Limited,

We, Sunil Dutt Maria, Chief Executive Officer & Anuradha Rani, Chief Financial Officer of the Company hereby certify that :-

- a. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2016 and to the best of our knowledge and belief;
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have not found any significant deficiencies in the design or operation of such internal controls;
- d. We have indicated to the Auditors and the Audit Committee that there are:
 - i. No significant changes in internal control over financial reporting during the year;
 - ii. No significant changes in accounting policies during the year; and
 - iii. No instances of significant fraud have come to our notice, which involve the management or an employee of the Company having significant role in the Company's internal control system.

For Northlink Fiscal and Capital Services Limited

**Place: Ludhiana
Date: 13.08.2016**

sd/-
(Sunil Dutt Maria)
Chief Executive Officer
PAN: AAXPM2719D
62-B, Kitchlu Nagar,
Ludhiana (Pb.) -141001

sd/-
(Anuradha Rani)
Chief Financial Officer
PAN: ACNPR6359N
62-B, Kitchlu Nagar,
Ludhiana (Pb.) -141001



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Declaration by Chief Executive Officer under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I Sunil Dutt Maria, Chief Executive Officer of the Company hereby certify that all the Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

**For and on behalf of the Board
For Northlink Fiscal and Capital Services Limited**

sd/-
(Sunil Dutt Maria)
Chief Executive Officer
PAN: AAXPM2719D
62-B, Kitchlu Nagar,
Ludhiana (Pb.) -141001



INDEPENDENT AUDITOR'S REPORT

To the Members of

NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

Report on Financial Statements

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

Managements' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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 control relevant to the Company's preparation of the financial statement that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal controls systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2016 and its profit and its cash flows for the year ended on that date except the following.

- a. The company is not registered with Service Tax Act for the Goods Transport Agency service availed during the year 2015-16 and not paid any service tax on the payment of freight paid.

Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act 2013 read with the rule 7of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is



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disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the 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 has no pending litigation with any department so no impact on its financial statements;
 - ii) As there is not any material foreseeable losses, on long term contracts, therefore the company has not made any provision, required under the applicable law or accounting standards.
 - iii) There has been no delay in transferring amounts, required to be transferred if any, to the investor Education and Protection Fund by the Company.

Place : LUDHIANA
Dated : 30.05.2016

For PARMOD G GUPTA & ASSOCIATES
CHARTERED ACCOUNTANTS
(FIRM'S REG. NO. 018870 N)

Sd/-
(PARMOD GUPTA)
PARTNER
M. NO. 096109



ANNEXURE REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT'S PARAGRAPH OF OUR REPORT ON THE FINANCIAL STATEMENT OF EVEN DATE.

- (i) (a) The company has maintained the proper records showing the full particulars including quantitative details and situation of all the fixed assets.
- (b) The fixed assets are physical verified by the management according to a phased programme designed to cover all the items every year , which in our opinion , is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) The company has no immoveable property during the year under review.
- (ii) (a) In our opinion, and according to the information and explanations given to us , the inventory has been physically verified by the management during the year.
- (b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventories. As explained to us, the discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt with in the books of accounts.
- (iii)(a) As per information & explanation given to us, the company is NBFC and given unsecured loan during the year 2015-16 to the other parties Rs. 5.00 Lac and the total o/s balance is Rs. 93.21 Lac which are covered in the register maintained under section 189 of the Companies Act, 2013.
- (b) The company is receiving the interest regularly.
- (c) There is no overdue amount o/s as on 31.3.2016.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loans and investment made.
- (v) The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.



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- (vi) The Central Govt. has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 for any of the services/material rendered or supply by the company.
- (vii)(a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provided fund, investor education and protection fund, employee's state insurance, income tax, sale tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable except of service tax on freight.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the company has no dues of Income Tax, Sales tax, Custom Duty, Wealth tax, Excise duty, Service Tax and cess, which have not been deposited on account of any dispute.
- (viii) According to the records of the company examined by us and the information and explanation given to us, in our opinion, the company has not defaulted in repayment of its dues to banks/ financial institutes.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) except of term loans for the purchase of vehicle during the year which is applied for the purchase of the vehicle only.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to The Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.



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- (xiv) According to the information and explanations give to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him with regards to acquisition or to be acquired any fixed assets. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The company is registered with Reserve Bank of India vide certificate No. 06.00130 dt. 09.09.1998.

Place : LUDHIANA
Dated : 30.05.2016

For **PARMOD G GUPTA & ASSOCIATES**
CHARTERED ACCOUNTANTS
(FIRM'S REG. NO. 018870 N)

Sd/-
(PARMOD GUPTA)
PARTNER
M. NO. 096109



Annexure - B to the Auditors' Report

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 NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



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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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place : LUDHIANA
Dated : 30.05.2016

For PARMOD G GUPTA & ASSOCIATES
CHARTERED ACCOUNTANTS
(FIRM'S REG. NO. 018870 N)

Sd/-
(PARMOD GUPTA)
PARTNER
M. NO. 096109

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BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Refer Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	32,500,000.00	32,500,000.00
(b) Reserves and Surplus	2	1,727,380.00	1,171,578.17
(2) Share Application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	5,724,455.14	1,448,365.00
(b) Deferred Tax Liabilities (Net)		136,193.00	40,709.00
(c) Other Long Term Liabilities		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	6,946,364.39	7,097,823.71
(c) Other Current Liabilities	5	1,706,445.47	395,400.00
(d) Short-Term Provisions	6	647,705.00	329,794.44
Total Equity & Liabilities		49,388,543.00	42,983,670.32
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets			
Gross Block	7	8,657,418.66	2,572,341.66
(-) Depreciation		1,012,517.61	477,477.46
Net Block		7,644,901.05	2,094,864.20
(ii) Intangible Assets			
(iii) Capital Work-in-Progress			
(iv) Intangible Assets Under Development			
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		28,489,746.20	8,000,000.00
(e) Other non-current assets	8	453,953.00	680,929.50
(f) Securities		200,400.00	200,400.00
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	9	1,105,027.90	164,040.25
(c) Trade receivables	10	2,616,522.13	2,387,050.00
(d) Cash and cash equivalents	11	8,320,885.89	8,445,224.24
(e) Short-term loans and advances	12	557,106.83	21,011,162.13
(f) Other current assets		-	-
Total Assets		49,388,543.00	42,983,670.32

SIGNIFICANT ACCOUNTING POLICIES

See accompanying notes to the financial statements

1

As per our Report of even date attached.
For PARMOD G. GUPTA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm's Reg. No. : 018870N)

sd/-
(PARMOD GUPTA)
PARTNER
Membership No. : 096109
PLACE : LUDHIANA
DATE : 30.05.2016

For and on behalf of the Board of Directors

sd/-
(SUNNY MARIA)
Mg. Director
DIN: 01006699

sd/-
(ANURADHA RANI)
Chief Financial Officer
PAN: ACNPR6359N

sd/-
(SUNIL DUTT MARIA)
Chief Executive Officer
PAN: AAXPM2719D

Sd/-
(SAHIL KHURANA)
Company Secretary
M. No. 43356



NORTHLINK

Fiscal and Capital Services Ltd.

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

Sr. No	Particulars	Refer Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from operations	13	26,349,293.65	19,476,157.22
II	Other Income	14	1,611,184.52	1,404,564.00
	Total Revenue (I +II)		27,960,478.17	20,880,721.22
III	Expenses:			
	Cost of materials consumed		-	-
	Purchase of Stock-in-Trade	15	24,012,684.23	17,052,207.89
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	16	- 940,987.65	- 138,630.25
	Employee Benefit Expense	17	1,569,145.00	1,439,172.00
	Financial Costs	18	399,756.33	151,468.00
	Depreciation and Amortization Expense	19	762,016.65	483,759.95
	Other Administrative Expenses	20	1,304,034.78	1,163,804.24
	Total Expenses (III)		27,106,649.34	20,151,781.83
IV	Profit before exceptional and extraordinary items and tax	(II - III)	853,828.83	728,939.39
V	Exceptional Items		-	-
VI	Profit before extraordinary items and tax (IV - V)		853,828.83	728,939.39
VII	Extraordinary Items		-	-
X	Profit before tax (VI - VII)		853,828.83	728,939.39
XI	Tax Expenses:			
	(1) Current tax	21	202,543.00	194,565.00
	(2) Deferred tax	22	95,484.00	30,677.00
	(3) Trfd. To Statutory Reserve		170,766.00	145,790.00
XI	Profit/(Loss) for the period (X- XI)		385,035.83	357,907.39
XI	Earning per equity share:	23		
	(1) Basic		0.20	0.15
	(2) Diluted		0.20	0.15

SIGNIFICANT ACCOUNTING POLICIES

See accompanying notes to the financial statements

As per our Report of even date attached.

For PARMOD G. GUPTA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm's Reg. No. : 018870N)

sd/-
(PARMOD GUPTA)
PARTNER
Membership No. : 096109
PLACE : LUDHIANA
DATE : 30.05.2016

1

For and on behalf of the Board of Directors

sd/-
(SUNNY MARIA)
Mg. Director
DIN: 01006699

sd/-
(ANURADHA RANI)
Chief Financial Officer
PAN: ACNPR6359N

sd/-
(SUNIL DUTT MARIA)
Chief Executive Officer
PAN: AAXPM2719D

Sd/-
(SAHIL KHURANA)
Company Secretary
M. No. 43356

**NORTHLINK**

Fiscal and Capital Services Ltd.

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016

CASH FLOW FROM OPERATING ACTIVITIES	2016	2015
Profit Before Tax & Exceptional Items	853828.83	728939.39
Add: Depreciation & Amortisation Expences	762016.65	483759.95
P&L Appropriation	0.00	-12287.00
<u>Changes In Assets And Liabilites</u>		
Trade Receivables	-229472.13	28499207.10
Loans And Advances & Other Assets	20454055.30	-20477747.58
Liabilites And Provisions	1628956.03	-5078663.56
Trade Payables	-151459.32	-6046697.96
Inventory	-940987.65	-138630.25
	22376937.71	-2042119.91
Net of Income Tax Paid/Deffered Tax	-298027.00	-225242.00
NET CASH FLOW FROM OPERATING ACTIVITIES	22078910.71	-2267361.91
CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Non Current Investment	0.00	418000.00
Deferred Tax Liabilities	95484.00	30677.00
Fixed Assets Purchased	-6085077.00	-2267349.26
NET CASH FLOW FROM INVESTING ACTIVITIES	-5989593.00	-1818672.26
CASH FLOW FROM SHARE CAPITAL / FINANCING ACTIVITIES		
Other Long Term Liabilites/Borrowings	4276090.14	1448365.00
Long Term Loans And Advances	-20489746.20	2160877.00
NET CASH FLOW FROM FINANCING ACTIVITIES	-16213656.06	3609242.00
NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS	-124338.35	-476792.17
CASH & CASH EQUIVALENTS AT BEGINNING	8445224.24	8922016.41
CASH & CASH EQUIVALENTS AT END	8320885.89	8445224.24

SIGNIFICANT ACCOUNTING POLICIES

See accompanying notes to the financial statements

1

As per our Report of even date attached.

For PARMOD G. GUPTA & ASSOCIATES

CHARTERED ACCOUNTANTS

(Firm's Reg. No. : 018870N)

sd/-

(PARMOD GUPTA)

PARTNER

Membership No. : 096109

PLACE : LUDHIANA

DATE : 30.05.2016

For and on behalf of the Board of Directors

sd/-

(SUNNY MARIA)

Mg. Director

DIN: 01006699

sd/-

(SUNIL DUTT MARIA)

Chief Executive Officer

PAN: AAXPM2719D

sd/-

(ANURADHA RANI)

Chief Financial Officer

PAN: ACNPR6359N

Sd/-

(SAHIL KHURANA)

Company Secretary

M. No. 43356



PART-A

SIGNIFICANT ACCOUNTING POLICIES

i) **BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

The financial statements has been prepared in accordance the historical cost convention, accounting Standards issued vide Companies (Accounting Standards), Rules 2006, as prescribed under section 133 of the Companies Act 2013 read with rule 7 of Companies (Accounts) Rule, 2014 and other relevant provisions of the Companies Act 2013.

ii) **USE OF ESTIMATES**

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect reportable amounts of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the year in which the results are known /materialized.

iii) **RECOGNITION OF INCOME/EXPENDITURE**

All income & expenditure having a material bearing on the financial statements is accounted for on an accrual basis and provision is made for all known losses and liabilities.

Further, sales include revision in prices received from customers with retrospective effect. Similarly, price revision for material purchased has also been included in purchases. Further adjustment, if any, are made in the year of final settlement. Dividend Income is recognize when the right to receive the dividend is established by the balance sheet date. Interest income is recognized on time proportion basis.

iv) **FIXED ASSETS**

Fixed assets are stated at original cost plus any directly attributable cost of bringing the assets to their working condition for intended use.

v) **IMPAIRMENT OF ASSETS**

The carrying amount of assets are reviewed at each balance sheet date to ascertain if there is any indication of impairment based on internal/external factors.

If the carrying amount of the assets exceeds its estimated recoverable amount, an impairment loss is recognized in the profit & loss account to the extent the carrying amount exceeds the recoverable amount. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment, recognized for the assets, no longer exist or has decreased.

vi) **DEPRECIATION**

Depreciation has been provided on straight-line method at the appropriate rates in accordance with schedule II of the Companies Act, 2013.

vii) **FOREIGN TRANSACTIONS**

The Company has not transacted any foreign transaction during the year 2015-16.

viii) **INVESTMENTS**

The company has no investments as on 31.03.2016 .

ix) **BORROWING COST**

Borrowing cost attributable to acquisitions and construction of assets are capitalized as a part of cost of such assets up to the date when such assets are ready for its intended use and other borrowing cost are charged to Profit & Loss Account. The company has taken loan for the purchase of Car and Truck during the year 2015-16.



NORTHLINK

Fiscal and Capital Services Ltd.

x) **VALUATION OF INVENTORIES**

The closing stock has been valued at cost or net realizable value whichever is less as at 31.03.2016 as per Accounting Standard –2 issued by The Institute of Chartered Accountants of India.

xi) **EMPLOYEE RETIREMENT BENEFITS**

Retirement benefits in the form of Provident Funds/ Pension schemes are defined contribution schemes and the contribution will be charged to the Profit & Loss account of the year when the contribution to the respective funds becomes due. No provision for gratuity has been made for 2015-16.

xii) **CURRENT TAXES**

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and loss as current tax. The company recognize MAT credit available as an assets only to the extent 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 recognize MAT Credit as an assets in accordance with the Guidance Note on Accounting for credit Available in respect of Minimum alternate tax under the Income Tax Act, 1961, the said assets 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" assets at each reporting date and writes down the assets to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

Deferred income tax charge reflects the impact of current period timing difference between taxable income and accounting income. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rates. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the period and available case laws, to reassess realizations/liabilities.

xiii) **RESEARCH AND DEVELOPMENT**

In accordance with the Accounting Standard (AS)-26, the company has no activity of Research & Development during the year 2015-16.

xiv) **EARNINGS PER SHARE**

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted earning per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xv) **CONTINGENT LIABILITIES, CONTINGENT ASSETS & PROVISIONS**

Contingent liabilities, if material, are disclosed by way of notes and contingent assets are not recognized or disclosed in the financial statements. A Provision is recognized, when an enterprise has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation.

xvi) **TECHNICAL KNOW-HOW**

The company has not incurred any expenses for the technical know-how.



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Fiscal and Capital Services Ltd.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2016

Note No. 1:

Sr. No	SHARE CAPITAL	CURRENT YEAR	PREVIOUS YEAR
1	AUTHORIZED CAPITAL 3500000 Equity Shares of Rs. 10/- each.(Previous Year - SAME)	35,000,000.00 -	35,000,000.00 -
2	ISSUED , SUBSCRIBED & FULLY PAID UP CAPITAL 3250000 Equity Shares of Rs. 10/- each. (Previous Year - SAME) Less:- Calls in Arrears	32,500,000.00 -	32,500,000.00 -
	Total in	32,500,000.00	32,500,000.00

Note No. 1A:

DETAIL OF SHARES ISSUED, BOUGHT BACK & ANY OTHER ADJUSTMENT DURING THE YEAR

Sr. No	Particulars	Equity Shares			
		As at 31 March 2016		As at 31 March 2015	
		Number		Number	
1	Shares outstanding at the beginning of the year	3,250,000	32,500,000.00	3,250,000	32,500,000.00
2	Shares Issued during the year (Calls in Arrears)	-	-	-	-
3	Shares bought back during the year	-	-	-	-
4	Any other movement (please specify)	-	-	-	-
5	Shares outstanding at the end of the year	3,250,000	32,500,000.00	3,250,000	32,500,000.00

Note No. 1B:

DETAIL OF SHAREHOLDERS HOLDING SHARES MORE THAN 5%

Sr. No	Name of Shareholder	Equity Shares			
		As at 31 March 2016		As at 31 March 2015	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Sh. Sunny Maria	754,000	23.20	754,000	23.20
2	Smt. Shamli Maria	704,600	21.68	707,600	21.77
3	Smt. Nitika Khanna	451,200	13.88	451,200	13.88
5	Sh. Kewal Krishan	281,900	8.67	303,900	9.35
4	Sh. Rajesh Khanna	279,700	8.61	301,300	9.27
6	Mrs. Gauri Khanna	241,800	7.44	241,400	7.43
7	Mrs. Aarti Thapar	211,680	6.51	220,500	6.78

**NORTHLINK**

Fiscal and Capital Services Ltd.

Note No. 2:

Sr. No	RESERVES & SURPLUS	CURRENT YEAR	PREVIOUS YEAR
		-	-
	<u>Surplus (Profit & Loss Account)</u>		
	Balance brought forward from previous year	1,014,877.36	669,256.97
	Add: Net Profit/(Net Loss) For the current year	385,035.83	357,907.39
	Less: Previous Year Adjustment	-	12,287.00
	Closing Balance	1,399,913.19	1,014,877.36
	<u>General Reserve/Statutory Reserve</u>		
	Opening Balance:	156,700.81	10,910.81
	Add: During the Year	170,766.00	145,790.00
	Closing Balance	327,466.81	156,700.81
	Total in `	1,727,380.00	1,171,578.17

Note No. 3:

Sr. No	LONG TERM BORROWINGS	CURRENT YEAR	PREVIOUS YEAR
		-	-
	<u>Secured</u>		
	Term loans		
1	Sundaram Finance Ltd. (Hyp. Of Truck)	446,772.00	610,034.00
2	Sundaram Finance Ltd. (Hyp. Of Innova Car)	617,285.00	838,331.00
3	Daimler Financial Services Ltd. (Hyp. Of Mercedes Car)	3,862,979.99	-
4	Tata Motor Finance Ltd. (Hyp. Of Truck)	797,418.15	-
	Total	5,724,455.14	1,448,365.00

Note No. 4:

Sr. No	TRADE PAYABLES	CURRENT YEAR	PREVIOUS YEAR
		-	-
	<u>-Sundry Creditors for Material/Supplies:</u>		
	Trade Creditors	6,946,364.39	7,097,823.71
	Total in `	6,946,364.39	7,097,823.71



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Fiscal and Capital Services Ltd.

Note No. 5:

Sr. No	OTHER CURRENT LIABILITIES	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Audit Fees Payable	59,600.00	75,000.00
2	Ch. Issued But Not Presented	538,570.23	-
3	Rental Security	100,000.00	100,000.00
4	Bank Overdraft	798,275.24	-
5	Advance From Customer	210,000.00	220,400.00
	Total in `	1,706,445.47	395,400.00

Note No. 6:

Sr. No	SHORT TERM PROVISIONS	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Salary Payable to Director	-	75,129.44
	Salary payable to Others	395,000.00	25,000.00
	TDS Payable	45,662.00	29,850.00
	Telephone Expenses Payable	4,500.00	5,250.00
2	<u>Other Provisions</u>		
	Prov. For Tax	202,543.00	194,565.00
	Total in `	647,705.00	329,794.44



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Fiscal and Capital Services Ltd.

Note No. 7:

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2016	WDV as on 31.03.2015
I	<u>Tangible Assets</u>											
A	<u>Computer</u>											
1	Computer		220,029.00	-	-	220,029.00	190,320.08	11,418.08	-	201,738.16	18,290.84	29,708.92
B	<u>Office Equipment</u>											
1	Office Equipment		79,360.00	-	-	79,360.00	75,391.80	-	-	75,391.80	3,968.20	3,968.20
2	Mobile		-	40,000.00	-	40,000.00	-	836.00	-	836.00	39,164.00	-
3	LED		23,000.00	-	-	23,000.00	5,359.66	4,370.00	-	9,729.66	13,270.34	17,640.34
4	Telephone Set		-	2,200.00	-	2,200.00	-	234.08	-	234.08	1,965.92	-
C	<u>Furniture & Fixture</u>											
1	Furniture & Fixture		5,603.40	-	-	5,603.40	5,323.03	-	-	5,323.03	280.37	280.37
D	<u>Vehicle</u>											
1	Innova Car		1,294,649.26	96,400.00	-	1,391,049.26	110,823.40	163,538.80	-	274,362.20	1,116,687.06	1,183,825.86
2	Truck Tata 709		949,700.00	-	-	949,700.00	90,259.49	112,824.36	-	203,083.85	746,616.15	859,440.51
3	Mercedes Car		-	4,954,432.00	-	4,954,432.00	-	200,119.00	-	200,119.00	4,754,313.00	-
4	Truck		-	992,045.00	-	992,045.00	-	41,699.83	-	41,699.83	950,345.17	-
	Total (Current Year)		2,572,341.66	6,085,077.00	-	8,657,418.66	477,477.46	535,040.15	-	1,012,517.61	7,644,901.05	2,094,864.20
	(Previous Year)		304,992.40	2,267,349.26	-	2,572,341.66	220,694.01	256,783.45	-	477,477.46	2,094,864.20	84,298.39

**NORTHLINK**

Fiscal and Capital Services Ltd.

SCHEDULES FORMING INTEGRAL PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016**Note No. 8:**

Sr. No	OTHER NON CURRENT ASSETS	CURRENT YEAR	PREVIOUS YEAR
1	<u>Others</u> Preliminary Expenses	453,953.00	680,929.50
	Total in `	453,953.00	680,929.50

Note No. 9:

Sr. No	INVENTORIES	CURRENT YEAR	PREVIOUS YEAR
	(As valued & certified by the management)		
1	Cement	1,105,027.90	164,040.25
	Total in `	1,105,027.90	164,040.25

Note No. 10:

Sr. No	TRADE RECEIVABLES	CURRENT YEAR	PREVIOUS YEAR
1	<u>Outstanding for a period more than six months from the date they are due for payment</u> Unsecured, Considered Good :	2,203,502.68	60,000.00
2	<u>Outstanding for a period Less than six months from the date they are due for payment</u> Unsecured, Considered Good :	413,019.45	2,327,050.00
	Total in `	2,616,522.13	2,387,050.00

Note No. 11:

Sr. No	CASH & CASH EQUIVALENT	CURRENT YEAR	PREVIOUS YEAR
1	Balances with banks:	12,396.39	2,787.49
2	Cheques, drafts on hand	5,488,687.80	6,332,613.62
3	Cash on hand	2,619,801.70	2,059,823.13
4	FDR	200,000.00	-
	Total in `	8,320,885.89	8,445,224.24

**NORTHLINK**

Fiscal and Capital Services Ltd.

Note No. 12:

Sr. No	SHORT TERM LOANS AND ADVANCES	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Other Loans & Advances Unsecured, Considered Good :		
	Advances Recoverable in Cash or in Kind	223,028.45	20,769,013.20
	Balances with Revenue Authorities	285,669.38	242,148.93
	Advance For TDS	48,409.00	-
	Total in `	557,106.83	21,011,162.13

NOTES FORMING PART OF THE PROFIT & LOSS ACCOUNTS AS AT 31ST MARCH, 2016**Note No. 13:**

Sr. No	REVENUE FROM OPERATIONS	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Sales	24,793,865.10	16,533,618.00
2	Interest	1,532,816.00	1,662,500.00
3	Interest on Loan	-	656,242.00
4	Interest from bank	4,891.00	-
5	Interest on Security	17,721.55	16,187.00
6	Trade Discount	-	607,610.22
	Total in `	26,349,293.65	19,476,157.22

Note No. 14:

Sr. No	OTHER INCOME	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Rent	600,000.00	640,000.00
2	Consultancy Income	735,000.00	36,500.00
3	Misc.	26,184.52	54,150.00
4	Amount W/off	250,000.00	669,893.00
5	Rebate & Discount	-	4,021.00
	Total in `	1,611,184.52	1,404,564.00

Note No. 15:

Sr. No	PURCHASES	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Purchase of Stock	23,696,871.23	16,545,589.89
2	Cartage	190,513.00	324,118.00
3	Loading & Unloading Expenses	125,300.00	182,500.00
	Total in `	24,012,684.23	17,052,207.89

**NORTHLINK**

Fiscal and Capital Services Ltd.

Note No. 16

Sr. No	CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND STOCK IN TRADE	CURRENT YEAR	PREVIOUS YEAR
1	<u>Inventories (at commencement)</u>		
	- Finished Goods	164,040.25	25,410.00
	Total (A)	164,040.25	25,410.00
2	<u>Inventories (at close)</u>		
	- Finished Goods	1,105,027.90	164,040.25
	Total (B)	1,105,027.90	164,040.25
	Total in ` (A-B)	940,987.65	138,630.25

Note No. 17:

Sr. No	EMPLOYEE BENEFIT EXPENSES	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Salaries to Staff	671,000.00	449,000.00
2	Directors' Remmuration	880,000.00	810,000.00
3	Staff Welfare Expenses	18,145.00	36,172.00
4	Directors' Sitting Fees	-	144,000.00
	Total in `	1,569,145.00	1,439,172.00

Note No. 18:

Sr. No	FINANCE COST	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Bank Charges	13,098.19	16,043.00
2	Interest paid	386,658.14	135,425.00
	Total in `	399,756.33	151,468.00

Note No. 19:

Sr. No	DEPRECIATION & AMORTIZATION EXPENSES	CURRENT YEAR	PREVIOUS YEAR
		-	-
1	Depreciation	535,040.15	256,783.45
2	Preliminary Expenses W/O	226,976.50	226,976.50
	Total in `	762,016.65	483,759.95

**NORTHLINK**

Fiscal and Capital Services Ltd.

Note No. 20:

Sr. No	OTHER ADMINISTRATIVE EXPENSES	CURRENT YEAR	PREVIOUS YEAR
1	A.G.M. Expenses	4,500.00	6,500.00
2	Advertisement	233,130.00	127,260.00
3	Audit Fees	50,000.00	50,000.00
4	Computer Repair	1,250.00	2,250.00
5	Consultation Charges	-	102,700.00
6	Conveyance Exps.	14,520.00	29,550.00
7	CSDL Expences	12,673.09	-
8	Demat Exps.	-	11,238.00
9	Diesel Expenses	50,100.00	15,500.00
10	Electricity Exp.	43,250.00	-
11	Entertainment Exp.	11,220.00	-
12	Fees to Share Trf. Agent	26,966.00	8,400.00
13	Fees & Taxes	3,000.00	-
14	Insurance	55,015.00	46,674.00
15	Interest On TDS	8,661.00	-
16	Internal Audit Fees	24,000.00	-
17	Internet Expenses	9,432.08	1,000.00
18	Listing Expenses	98,325.00	375,492.00
19	Misc. Exp.	19,534.00	5,113.40
20	Newspaper Exp.	2,335.00	-
21	Penalty	3,400.00	-
22	Petrol Expenses	58,500.00	18,500.00
23	Postage & Courier	235.00	-
24	Printing & Stationery	24,037.00	4,869.00
25	Processing Fees	10,475.00	-
26	Professional Charges	102,000.00	34,719.00
27	Rebate & Discount	194.54	1,636.73
28	Rent	216,000.00	216,000.00
29	Software Exp.	4,000.00	2,500.00
30	Telephone Exps	136,718.07	92,202.11
31	Uniform Exp.	20,000.00	-
32	Vehicle Repaire	56,064.00	-
33	Website Development Expenses	4,500.00	11,700.00
	Total in `	1,304,034.78	1,163,804.24



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Fiscal and Capital Services Ltd.

NOTES TO ACCOUNTS

21. **CURRENT TAX** : The provision for current taxes has been made as per detail below:

	<u>2015-16</u>	<u>2014-15</u>
Provision for taxes	202543.00	194565.00

22. The provisions for Deferred Tax Liability in accordance with Accounting Standard –22 issued by the Institute of Chartered Accountants of India has been provided for as per detail below:

PARTICULARS	(2015-16)	(2014-15)
Diff. In net block of assets	440754.79	31745.21
Deferred Tax Liability	136193.00	40709.00
Opening Balance of DTL	40709.00	10032.00
Prov. Required to be made / (reversed)	95484.00	30677.00

23. The Earning Per Share is below:

	<u>2015-16</u>	<u>2014-15</u>
Weighted Average number of Equity Shares	3250000	3250000
Profit after current tax as per Profit & Loss A/c	651285.83	503697.39
Basic & Diluted Earning Per Share	0.20	0.15

24. The company has transacted the following transactions with its related parties as per Accounting Standard "Related Party Disclosures" (AS-18) prescribed under Companies (Accounting Standards) Rules, 2006.

PARTICULARS

Key Managerial Personnel	Mrs. Anuradha Rani, CFO Mrs. Shamli Maria, Sh. Sunil Dutt Maria, CEO Sh. Sunny Maria , Mg. director Ms. Ridhima ,Company Secretary Mr. Sahil Khurana ,Company Secretary
Associate entity, Relatives & other entities over which relatives of the Key Mg. Personnel is able to exercise significant influence.	Khanna Trading Co. New Senior Sec. School (CFO is President of the Trust) Shivalikwala Doon School Shivalik Public Welfare Trust (One of Directors is President of Trust)

Transactions made :

	<u>PARTICULARS</u>	<u>AMT. (IN LAC)</u>
Associate entity, Relatives & other entities	Loan amount received back	27.86
over which relatives of the Key Mg. Personnel is able to exercise significant influence	Loan Given (93.21 Lac is o/s as on 31.3.16)	5.00



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Fiscal and Capital Services Ltd.

- | | | |
|--------------------------|-------------------|-------|
| | Sale | 0.90 |
| | Interest Received | 15.33 |
| | Rent Received | 6.00 |
| | Rent Paid | 2.16 |
| Key Managerial Personnel | Salary Paid | 10.25 |
25. The company has two firms having own proprietorship namely M/s Northlink Trading and M/S Kuber Traders deals in trading of Cement during the year 2015-16. Further the consolidated annual accounts (i.e. Balance sheet & P/L A/c) has been prepared for the company and both the firms.
26. The company is NBFC registered with Reserve Bank of India Vide Certificate No.06.00130 dt.09.09.1998 issued by Reserve Bank of India, Chandigarh
27. **CONTINGENT LIABILITIES**
- | | <u>2015-16</u> | <u>2014-15</u> |
|---|-----------------------|-----------------------|
| a. Claims against the company not acknowledged as debts | NIL | NIL |
| b. Contingent Liabilities not provided for | NIL | NIL |
| c. Estimated amount of contracts remaining to be executed | NIL | NIL |
28. **FOREIGN TRANSACTION:**
The company has not transacted any foreign transactions during the year 2015-16
29. **SEGMENT INFORMATION:**
The disclosure requirement of the Standard in term of AS 17 "Segment Reporting" notified by the Central Govt. under Companies (Accounting Standard) Rule 2006 is applicable to the company which is given in the Annexure-I attached herewith..
30. Due to lack of information regarding the status of creditors, the amount outstanding to SSI undertaking beyond 30 days could not be given.
31. The debit & credit balances are subject to their confirmation from respective parties.
32. **PAYMENT TO AUDITORS:**

<u>PARTICULARS</u>	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
Statutory Audit Fee	30000.00	30000.00
Income Tax Matter	10000.00	10000.00
VAT Audit Fees	10000.00	10000.00



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Fiscal and Capital Services Ltd.

33. Break up value of exp. incurred on employees who:
- | | | |
|---|-----|-----|
| (a) if employed for one or more than one full year were in receipt of remuneration which, in aggregate was not less than Rs. 6000000/- | NIL | NIL |
| (b) if employed for a part of the year were in receipt of remuneration which, for any month of that year was not less than Rs. 500000/- | NIL | NIL |

34. Additional information for the Opening, Purchase, Sale and Closing stock of cement during 2015-16 is as below:

(AMT. IN LAC)

A. **CURRENT YEAR** **PREVIOUS YEAR**

PARTICULARS	QTY. (BAG)	AMT.	QTY.	AMT.
OP. Stock of Cement	585	1.64	86	0.25
Purchase	107127	240.17	65920	165.46
Sale	103826	263.49	65421	165.34
Closing Stock	3886	11.05	585	1.64

35. As the net worth, sale and net profit of the company is less than the limits prescribed during the current year so section 135 of the Companies Act, 2013 regarding the Corporate Social Responsibility is not applicable to the company.
36. The bank overdraft i.e. credit balance of Rs. 798275.24 is o/s under the head Other Current Liabilities because as per information given to us that no guarantee has been given to bank.
37. The company is not registered with The Service tax Act and not paid the service tax liable to pay on the Goods Transport Agency services availed during the year 2015-16.
38. Previous year figure have been regrouped and/or reclassified, wherever necessary.
39. As required by competent authority, the company has trfd. 20% of the net profit before tax i.e Rs. 170766/- to the General Reserves/ Statutory Reserves.
40. Note No.1 to 41 pertaining to the Balance Sheet and statement of Profit & Loss Account form an integral part of the accounts.

For & on Behalf of the Board of Directors

For PARMOD G GUPTA & ASSO.
CHARTERED ACCOUNTANTS
(FIRM'S REG. NO. 018870 N)

Sd/-
(SUNNY MARIA)
MG. DIRECTOR
DIN:01006699

Sd/-
(SUNIL DUTT MARIA)
CEO (KMP)
PAN: AAXPM2719D

Sd/-
(PARMOD GUPTA)
PARTNER
M. NO. 096109

Sd/-
(ANURADHA RANI)
CFO (KMP)
PAN:ACNPR6359N

Sd/-
(SAHIL KHURANA)
COMPANY SECRETARY
M. NO.: 43356

Place: LUDHIANA
Dated: 30.05.2016



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Fiscal and Capital Services Ltd.

SEGMENT INFORMATION:

ANNEXURE-I

The Company has identified two reportable segments mainly viz. Trading of Cement and financing & rental income. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting.

- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- b) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".
- (ii) As per Accounting Standard on Segment Reporting (AS-17) "Segment Reporting", the Company has reported segment information on consolidated basis including business conducted through its two proprietorship firms.
- (iii) Further explained that the rental income of Rs. 6.40 Lac has been reported in financing segment.

SEGMENT REPORTING FOR THE YEAR ENDING 31.03.2016

(Amt. in Rs.)

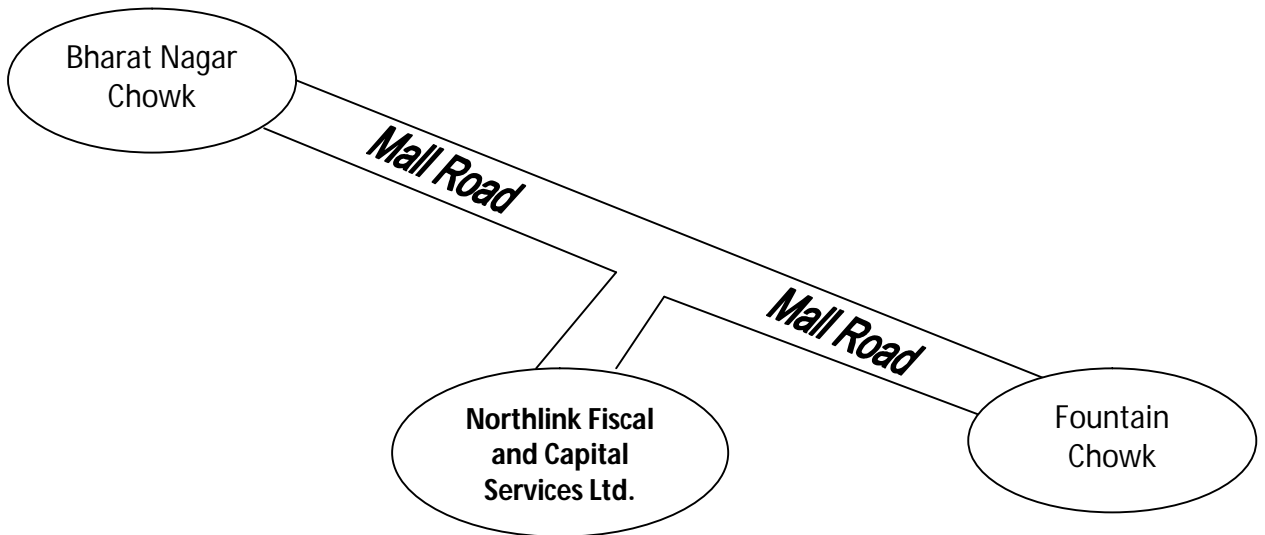
PARTICULARS	CEMENT	FINANCE & RENT	UNALLOCABLE	TOTAL
1 SEGMENT REVENUE				
Gross Turnover	24833051.17	3127427.00	0.00	27960478.17
Net Turnover	24983051.17	2977427.00	0.00	27960478.17
2 <u>SEGMENT RESULT BEFORE INTEREST & TAXES</u>	742775.82	497710.95	0.00	1240486.77
Less: Interest Expense	374597.14	12061.00	0.00	386658.14
Add: Exceptional Item	0.00	0.00	0.00	0.00
Profit Before Tax	368178.68	485649.95	0.00	853828.83
Current Tax	0.00	0.00	202543.00	202543.00
Deferred Tax (Reverse)	0.00	0.00	95484.00	95484.00
Statutory Reserve	0.00	0.00	170766.00	170766.00
Profit After Tax	368178.68	1118072.69	371032.00	357907.39
3 <u>Other Information</u>				
Segment Assets	13999844.03	35044191.84	0.00	49044035.87
Segment Liabilities	1513968.01	7945546.55	0.00	9459514.86
Capital Expenditure	6082877.00	2200.00	0.00	6085077.00
Depreciation	526278.12	8762.03	0.00	535040.15
Non Cash Expense	0.00	226976.50	0.00	226796.50



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Fiscal and Capital Services Ltd.

**Venue of AGM of
Northlink Fiscal and
Capital Services Ltd.**





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Fiscal and Capital Services Ltd.

ATTENDANCE SLIP

Member's Folio No. :

Client ID No. :

DP ID No. :

Name of the Member

Name of Proxy holder

No of shares held

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Saturday, 24th day of September, 2016 at 11.00 A.M. at the Registered Office of the Company at 86, Mall Road, Civil Lines, Ludhiana-141001

Signature of Member/Proxy

NOTES :

- 1. **Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING

----- CUT HERE -----

NORTHLINK FISCAL AND CAPITAL SERVICES LTD.

Regd. Office: 86, Mall Road, Civil Lines, Ludhiana-141001

L65921PB1994PLC015365

PROXY FORM

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

Name of the member (s) :

Registered address:

E-mail Id:

Folio No./ Client Id :

DP ID :

I/We, being the Member(s) of shares of the
above named company, hereby appoint

Name:..... E-mail:

Id:.....Signature:.....,or failing him

Name:..... E-mail:

Id:.....Signature:.....,or failing him

Name:..... E-mail:

Id:.....Signature:.....,or failing him

the as my/our proxy to a(end and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company held on Saturday, 24th day of September, 2016 at 11.00 A.M. at the Registered Office of the Company at 86, Mall Road, Civil Lines, Ludhiana-141001 and at any adjournment thereof in respect of such resolution as are indicated below:



NORTHLINK

Fiscal and Capital Services Ltd.

----- CUT HERE -----

Resolution No.	Resolution	For	Against
1	To receive, consider and adopt Audited Financial Statements along with reports of the Board Directors and Auditors there on for the financial year ended March 31, 2016		
2	To appoint Smt. Shamli Maria (DIN 02915048), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ratification of Appointment of Statutory Auditor of the Company		
4	To appoint Sh. Inderjit Singh Jassal as an Independent Director of the Company		

Signature of shareholder:

Signed this day of 2016

Affix
Revenue
Stamp

Signature of Proxy holder(s) :

.....

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

BOOK POST
(PRINTED MATTER)

If undelivered please return to :

NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

Regd. Office: 86 Mall Road, Civil lines
Ludhiana-141001 (PUNJAB)