

CORPORATE MERCHANT BANKERS LIMITED

**22nd ANNUAL REPORT
2015-2016**

CIN : L74899DL1994PLC061107

Registered Office:
UG-24, Vishwadeep Tower, District Centre,
Janak Puri, New Delhi - 110 058
Email : cmbldelhi@gmail.com

CORPORATE MERCHANT BANKERS LIMITED

**22ND ANNUAL REPORT
2015-2016**

REGISTERED OFFICE:

**UG-24, VISHWADEEP TOWER, DISTRICT CENTRE, JANAK PURI,
NEW DELHI - 110 058**

BOARD OF DIRECTORS

MR. VENKATESHWAR PARNE REDDY	NON-EXECUTIVE NON INDEPENDENT DIRECTOR
MR. SATYANARAYANA KADURI	EXECUTIVE DIRECTOR
MR. RAMESH CHAND JAIN	INDEPENDENT DIRECTOR
MS. VANDANA GUPTA	INDEPENDENT DIRECTOR
MR. NAUBAHAR SINGH	INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNELS (KMPS)

MR. SATYANARAYANA KADURI	CHIEF EXECUTIVE OFFICER
MR. SURESH KUMAR CIDDAM	CHIEF FINANCIAL OFFICER
MS. CHINKI SINGHAL	COMPANY SECREARY & COMPLIANCE OFFICER

AUDITORS

MR. MULRAJ D GALA CHARTERED ACCOUNTANT	STATUTORY AUDITORS
M/S VCSR & ASSOCIATES PRACTICING COMPANY SECRETARIES	SECRETARIAL AUDITORS
M/S ARR & CO.	INTERNAL AUDITORS

REGISTRAR & SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

BANKERS

ICICI BANK LIMITED

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DIRECTOR'S REPORT

DIRECTORS' REPORT

To the Members,

We are pleased to present the 22nd Annual Report on our business and operations for the year ended March 31, 2016, of Corporate Merchant Bankers Limited ("Company") along with the audited consolidated and standalone financial statements for the year ended March 31, 2016.

1. BACKGROUND

Company was incorporated under Companies Act, 1956 on August, 26 1994. The Company is a Non Deposit Accepting Non-Banking Finance Company ("NBFC"), holding "Certificate of Registration no.: 14.00060 from the Reserve Bank of India ("RBI") dated February 24, 1998. Equity Shares of the Company are listed on Metropolitan Stock Exchange of India Limited (MSEI) (formerly known as MCX Stock Exchange Limited) & Delhi Stock Exchange Limited (DSE) [DSE was derecognized by SEBI w.e.f. November 19, 2015].

The Company has during the financial year 2015-16, made an application to BSE Limited, for Direct Listing of its securities on the said Stock Exchange. Further, the Company has received In-Principal approval from BSE Limited vide letter no. DCS/DL/IZ/IP/328/2016-2017 dated August 29, 2016.

2. FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE/CONSOLIDATED)

The Company's financial results are as under:

Results of operations

(Rs. In lakhs except EPS data)

Description	Standalone		Consolidated
	Year ended March 31		
	2016	2015	2016
Total revenue	9.93	9.38	9.93
Expenses:			
Employee Benefit Expenses	4.81	4.40	4.81
Depreciation	-	0.11	-
Other Expenses	4.34	4.13	4.34
Profit before tax	0.78	0.74	0.78
Tax Expenses:		0.30	0.27
Less: Current tax	0.27	0.27	0.27
Add: Deferred tax	-	0.03	-
Profit after tax	0.52	0.44	0.52
Earning Per Share (EPS)			
Basic	0.02	0.01	0.02
Diluted	0.02	0.01	0.01

3. BUSINESS PERFORMANCE

The Company is a Non-Banking Financial Company registered with the Reserve Bank of India. There has been no change in the business of the Company, during the year under review.

The consolidated revenue of the Company for the year ended March 31, 2016 stood at Rs. 9,93,000 as against Rs. 9,38,239 for the previous year. The consolidated Net Profit for the financial year ended March 31, 2016 stood at Rs. 51,541 as against the previous year's Net Profit of Rs. 43, 636 Lakhs. The Consolidated Reserves and Surplus as of March 31, 2016 stood at Rs.5,42,219 as against Rs. 4,90,678 of the period as of March 31, 2015. The above figures are extracted from the financial statements as per Indian Generally Accepted Accounting Principles (GAAP).

4. STATE OF THE COMPANY'S AFFAIRS

Your Company continues to take effective steps in broad-basing its range of activities as the company is a NBFC and the main business of the Company is to make investment and to give loans & advances. The performance of the Company during the period under review has been satisfactory.

5. TRANSFER TO RESERVES

As per provisions of Section 45-IC of Reserve Bank of India Act, 1934, the NBFC Company is required to transfer sum not less than twenty percent of its net profit every year. Therefore, the Company has transferred Rs. 10,308, being twenty percent of net profits for the financial year to the Statutory Reserve.

6. DIVIDEND

In view of need to conserve the resources of the company for the future growth, your Company's Directors do not recommend any dividend to the shareholders of the Company for the Financial Year 2015-16.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

In the opinion of the Board, there has been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

8. SUBSIDIARIES

Details of Subsidiary Companies, Joint Ventures and Associate Companies, and their financial position.

Your Company has 1 (one) subsidiary company for the financial year ended on March 31, 2016. The information as required under the first proviso to sub-section (3) of Section 129 is given in Form AOC-1 in **Annexure I**.

During the year M/s Solis Industries Limited has been incorporated as direct subsidiary of M/s Corporate Merchant Bankers Limited.

9. SHARE CAPITAL

The paid up equity share capital as on March 31, 2016 was Rs. 3,30,00,000. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

10. RISK MANAGEMENT POLICY

Risk Management Policy identifies, communicate and manage risks across the organization. The policy also ensures that responsibilities have been appropriately delegated for risk management. Key Risk and mitigation measures are provided in the Management Discussion and Analysis annexed to the Annual Report.

11. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has in place adequate internal financial controls across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

12. VIGIL MECHANISM

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Companies Act, 2013.

13. HUMAN RESOURCES

The Company seeks to nurture a mutually beneficial relationship with its employees. This relationship is characterized by the investment which the Company makes in its employees by providing challenging roles and assignments opportunities for personal growth, relevant and timely performance support, training and an enabling environment. The Company seeks to create a workplace which combines achievement orientation with care for employees. The Company lists 'people' as one of its stated core values.

Your Company takes the pride in the Commitment, Competence and dedication shown by its employees in all areas of business. Various HR initiatives are taken to align the HR Policies to the growing requirements of the business.

14. COMPLIANCE

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, Listing Agreement executed with the Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

15. DEPOSITS

During the year under review, the Company has not accepted any deposits from the public under Section 73 of the Companies Act, 2013 and rules made thereunder. There is no unclaimed or unpaid deposit lying with the Company.

16. RBI GUIDELINES

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

17. CHANGES IN DIRECTORS & KEY MANAGERIAL PERSONNEL

There had been some changes in the Directors and some appointments of Key Managerial Personnel were made to comply with the provisions of the Companies Act, 2013. The said changes are as follows:

A. CHANGES IN DIRECTORS:

S. No.	Name of Director	Designation	Appointment/ Resignation	Date of Change
1	Ms. Vandana Gupta	Director	Appointment	13/11/2015
2	Mr. Jaswant Singh Yadav	Director	Resignation	18/01/2016
3	Mr. Naubahar Singh	Director	Appointment	02/02/2016

B. CHANGES IN KEY MANAGEMENT PERSONNEL:

S. No.	Name of KMP	Designation	Appointment/ Resignation	Date of Change
1	Ms. Chinki Singhal	Company Secretary and Compliance Officer	Appointment	08/01/2016
2	Mr. Satyanarayana kaduri	Chief Executive Officer	Appointment	02/02/2016
3	Mr. Suresh Kumar Ciddam	Chief Financial Officer	Appointment	02/02/2016

RE-APPOINTMENT

As per Article 34(1) of the Articles of Association of the Company, one third of the Directors are liable to retire by rotation at the Annual General Meeting of the Company. Mr. Venkateshwar Parne Reddy, Director is liable to retire by rotation.

18. EVALUATION OF DIRECTORS, BOARD AND COMMITTEES

As required under the provisions of Section 134(3)(p), the Board has carried out an annual performance evaluation of its own performance, and the manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration & Compensation Committee has carried out evaluation of director's performance.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he/she is a member/ general meetings, participating constructively and actively in the meetings of the Board /committees of the Board etc.

19. PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

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

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

Directors	Ratio to median remuneration*
Vandana Gupta	NIL
Ramesh Chand Jain	NIL
Venkateshwar Parne Reddy	NIL
Satyanarayana Kaduri	NIL
Naubahar Singh	NIL
Jaswant Singh yadav#	NIL

*the expression "median" mean the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one.

Resigned during the year.

- ii) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year:** Not Applicable, since all current KMPs and Directors to whom remuneration has been paid was appointed during FY 2015-16 and there is no comparable date for previous financial year i.e FY 2014-15.
- iii) **The percentage increase in the median remuneration of employees in the financial year:** NIL
- iv) **the number of Permanent employees on the rolls of the company :** 3 (three)
- v) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** There was no remuneration paid to employees. Hence, the comparison between the two cannot be made.
- vi) **the key parameters for any variable component of remuneration availed by the directors:** Nil
- vii) **Affirmation that the remuneration is as per the remuneration policy of the company:** It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014

There is no directors/employees in the Company for which disclosure have to be made under the provisions of Rule 5 (2) & (3) of the Companies (Appointment and Remuneration or Managerial Personnel) Rules, 2014.

A. Details of Top ten employees in terms of remuneration drawn:

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
Satyanarayana Kaduri (Chief executive Officer and Director)	36	53,000	Whole Time	B.Com and 9 years appx.	02.02.2016 (AS Chief Executive Officer)	GRM Projects & Constructions Pvt. Ltd.	Nil	No
Suresh Kuma Ciddam (Chief Financial Officer)	41	47,500	Whole Time	M.Sc (IT) and 8 years appx.	02.02.2016	RAM Informati cs Ltd.	Nil	No
Chinki Singhal (Company Secretary & Compliance Officer)	26	56,667	Whole Time	Company Secretary and 0	08.01.2016	NA	Nil	No

B. Details of other employees under aforesaid Rules:

Nil.

20. COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Companies Act, 2013, as is adopted by the Board.

The Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened

Meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee shall ensure that—

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. During the year under review, none of the Directors of the company receive any remuneration.

21. INDEPENDENT DIRECTORS

The Board has received the declaration from all the Independent Directors as per the Section 149(7) of the Companies Act, 2013 and the Board is satisfied that all the Independent Directors meet the criterion of independence as mentioned in Section 149(6) of the Companies Act, 2013.

22. SEPARATE MEETING OF INDEPENDENT DIRECTORS

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there under a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole was evaluated, taking into account the views of directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committees and individual directors was discussed.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186

Corporate Merchant Bankers Limited is a registered NBFC and the main objects of the Company is to provide loan, guarantees and made investments. Hence, the Company does not fall under the purview of the provisions of Section 186 of the Companies Act, 2013 and rules made there under w.r.t its investment and lending activities. Details of Loans, Guarantees and Investments are given in the notes to the Financial Statements.

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

25. MEETINGS OF THE BAORD

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. The Board of Directors of the Company met Ten (10) times during the financial year 2015-16 on 30.04.2015, 01.05.2015, 29.05.2015, 13.08.2015, 13.11.2015, 04.01.2016, 08.01.2016, 18.01.2016, 02.02.2016 and 12.02.2016 Details of attendance of board meetings by directors are as follows:

Name of the Director	Nos. of meetings attended
Ramesh Chand Jain	10
Venkateshwar Parne Reddy	10
Satyanarayana Kaduri	10
Vandana Gupta	5
Naubahar Singh	1
Jaswant Singh Yadav*	7

* resigned we.f 18.01.2016

The necessary quorum was present in all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013.

26. COMMITTEES OF THE BOARD:

AUDIT COMMITTEE:

The Board has re-constituted the Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate and 2 Directors out of 3 members have financial management expertise. As on the date of this report, the Audit Committee comprises of the following Directors:

S. No.	Name of the Member	Category
1	Venkateshwar Parne Reddy	Chairman
2	Vandana Gupta	Member
3	Naubahar Singh	Member

The Audit Committee met five (5) times during the financial year 2015-16 on 29.05.2016, 13.08.2015, 13.11.2015, 02.02.2016, and 12.02.2016. Details of attendance of board meetings by directors are as follows:

Name of the Member	Nos. of meetings attended
Venkateshwar Parne Reddy *	2
Vandana Gupta *	2

Naubahar Singh#	1
Ramesh Chand Jain*	3
Jaswant Singh Yadav*	3
Satyanarayana Kaduri#	4

* Audit Committee was reconstituted effective from January 18, 2016, where Mr. Venkateshwar Parne Reddy and Ms. Vandana Gupta was inducted in place of Mr. Ramesh Chand Jain and Mr. Jaswant Singh Yadav.

Audit Committee was reconstituted effective from February 02, 2016, where Mr. Naubahar Singh was inducted in place of Mr. Satyanarayana Kaduri.

During the year under review, the Board accepted all the recommendations made by the Audit Committee of the Board.

NOMINATION AND REMUNERATION COMMITTEE:

The Company had re-constituted the Remuneration Committee (renamed as Nomination and Remuneration Committee) to decide and fix payment of remuneration and sitting fees to the Directors of the Company as per provisions u/s 178 of the Companies Act, 2013. This committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. As on date, this Committee comprises of the following Directors:

S. No.	Name of the Member	Category
1	Venkateshwar Parne Reddy	Chairman
2	Vandana Gupta	Member
3	Naubahar Singh	Member

The Nomination and Remuneration Committee met three (3) times during the financial year 2015-16 on 13.11.2015, 08.01.2016 and 02.02.2016. Details of attendance of board meetings by directors are as follows:

Name of the Member	Nos. of meetings attended
Venkateshwar Parne Reddy *	1
Vandana Gupta *	1
Naubahar Singh#	Nil
Ramesh Chand Jain*	2
Jaswant Singh Yadav*	2
Satyanarayana Kaduri#	3

* Nomination and Remuneration Committee was reconstituted effective from January 18, 2016, where Mr. Venkateshwar Parne Reddy and Ms. Vandana Gupta was inducted in place of Mr. Ramesh Chand Jain and Mr. Jaswant Singh Yadav.

Nomination and Remuneration Committee was reconstituted effective from February 02, 2016, where Mr. Naubahar Singh was inducted in place of Mr. Satyanarayana Kaduri.

STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee looks into the redressal of the shareholders complaints in respect of any matter including transfer of shares, non -receipt of annual report, non -receipt of declared dividend etc. As on date, this Committee comprises of the following Directors:

S. No.	Name of the Director	Category
1	Venkateshwar Parne Reddy	Chairman
2	Vandana Gupta	Member
3	Naubahar Singh	Member

The Stakeholder Relationship Committee met three (3) times during the financial year 2015-16 on 12.10.2015, 02.11.2015 and 14.12.2015 . Details of attendance of board meetings by directors are as follows:

Name of the Member	Nos. of meetings attended
Venkateshwar Parne Reddy *	Nil
Vandana Gupta *	Nil
Naubahar Singh#	Nil
Ramesh Chand Jain*	3
Jaswant Singh Yadav*	3
Satyanarayana Kaduri#	3

*Stakeholder Relationship Committee was reconstituted effective from January 18, 2016, where Mr. Venkateshwar Parne Reddy and Ms. Vandana Gupta was inducted in place of Mr. Ramesh Chand Jain and Mr. Jaswant Singh Yadav.

Stakeholder Relationship Committee was reconstituted effective from February 02, 2016, where Mr. Naubahar Singh was inducted in place of Mr. Satyanarayana Kaduri.

RISK MANAGEMENT COMMITTEE:

The Company had re-constituted the Risk Management Committee. As on date, this Committee comprises of the following Directors:

S. No.	Name of the Member	Category
1	Venkateshwar Parne Reddy	Chairman
2	Vandana Gupta	Member
3	Naubahar Singh	Member

Risk Management Committee not met during the financial year 2015-2016.

27. Auditors

STATUTORY AUDITORS

Mr. Mulraj D Gala, Chartered Accountants (Membership Number 041206) who are the Financial Auditors of the Company hold office as financial auditors until the conclusion of the 25th Annual General Meeting of the Company. Their appointment is subject to ratification by the members at the 22nd Annual general meeting.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by M/s VCSR & Associates, Practicing Company Secretaries, and his report is annexed as **Annexure II**.

INTERNAL AUDITORS

M/s. ARR & Co., Chartered Accountants, had appointed by the Board of Directors of the Company to conduct the Internal Audit of the Company as per the provisions of the Companies Act, 2013 read with the Rules made there under.

28. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as **Annexure III**.

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

The Company primarily being an investment company and not involved in any industrial or manufacturing activities, the Company has no particulars to report regarding conservation of energy and technology absorption as required under section 134 of the Companies Act, 2013 and Rules made there under. During the year under review, the Company does not have any Foreign Exchange Earnings and outgo.

30. DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 (5) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 the Directors of your company confirm that:

- a) In the preparation of the Annual Accounts for the financial year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgements 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 of the company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the Annual Accounts for the financial year ended March 31, 2016, on a "going concern basis".
- e) The Board of Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- f) The Board of Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- g) The Board of Directors have adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

31. CORPORATE GOVERNANCE

Since, the paid-up capital of the Company is less than Rs. 10 Crores and Net worth is less than Rs. 25 Crores, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavor to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land.

The management of Company believes that it will further enhance the level of Corporate Governance in the Company.

32. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to provisions of Section 135 of the Companies Act, 2013 read with the rules made there under, the criteria for companying with the CSR activity does not applicable to the Company throughout the year.

33. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

34. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There has been no significant and material order passed by any regulator, courts or tribunals impacting the going concern status and operations of the Company in future.

35. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report has been appended separately, which forms part of this report and the Annual Report.

36. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

37. ACKNOWLEDGEMENT

Your Directors take this opportunity to express the gratitude to all investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their cooperation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all round operational performance at all levels.

By Order of Board
Corporate Merchant Bankers Limited

	Sd/-	Sd/-
Date: September 2, 2016	Satyanarayana Kaduri	Venkateshwar Parne Reddy
Place: New Delhi	Director	Director
	DIN: 06806811	DIN: 06446233

Annexure-I**FormAOC-1**

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

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

**Part A
Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Name of the subsidiary	Solis Industries Limited
The date since when subsidiary was acquired	22/01/2016 (Incorporated as subsidiary)
Reporting period for the subsidiary concerned	April-March
Reporting currency	INR
Share capital	100000/-
Reserves and surplus	-
Total assets	100000/-
Total liabilities	100000/-
Investments	-
Turnover	-
Profit before taxation	-
Provision for taxation	-
Profit after taxation	-
Proposed Dividend	-
Extent of shareholding (in percentage)	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year: Nil

**For Mulraj D Gala
(Chartered Accountants)**

**Sd/-
(Mulraj D Gala)**

Proprietor
Membership No.: 041206

Signed at New Delhi on May 27,
2016

For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited

**Sd/-
Satyanarayana Kaduri**
(Director & Chief Executive
Officer)
DIN: 06806811

**Sd/-
Suresh Kumar Ciddam**
(Chief Financial Officer)

**Sd/-
Venkateshwar Parne Reddy**
(Director)
DIN: 06446233

**Sd/-
Chinki Singhal**
(Company Secretary)
M. No.- ACS 42272

Annexure-II

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

CIN	L74899DL1994PLC061107
AUTHORISED CAPITAL	Rs. 70000000/-
PAID UP CAPITAL	Rs. 33000000/-

To,
 The Members,
CORPORATE MERCHANT BANKERS LIMITED
 UG-24, Vishwadeep Tower, District Centre,
 JanakPuri New Delhi - 110058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CORPORATE MERCHANT BANKERS LIMITED** (hereinafter referred to as the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, 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 March 31, 2016 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

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

- i. The Companies Act, 2013 ("Act") and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made under that Act;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI); (Not Applicable during the Audit Period)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;- **Not Applicable to the Company during the Audit Period**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 notified on October 28, 2014;- **Not Applicable to the Company during the Audit Period**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable to the Company 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; and - **Not Applicable to the Company during the Audit Period**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- - **Not Applicable to the Company during the Audit Period**

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India notified with effect from July 1, 2015; and
- ii. The Listing Agreements entered into by the Company with the Stock Exchange(s) i.e. Metropolitan stock exchange India Limited (MSEI) / SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from December 01, 2015.

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

We further report that:

The Board of Directors of the Company duly constituted with the Independent Directors (Executive or Non- Executive Directors). The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

**For VCSR & Associates
Company Secretaries**

**Sd/-
(Ch. Veeranjanyulu)
Partner
FCS No.: 6121 , C.P. No.: 6392**

**Place: Hyderabad
Date: September 02, 2016**

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

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
CORPORATE MERCHANT BANKERS LIMITED
UG-24, Vishwadeep Tower, District Centre,
JanakPuri New Delhi - 110058

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on 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 test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, were 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 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 VCSR & Associates
Company Secretaries

Sd/-

(Ch. Veeranjanyulu)
Partner
FCS No.: 6121, C.P. No.: 6392

Place: Hyderabad
Date: September 02, 2016

Annexure-III

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2016

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

I REGISTRATION & OTHER DETAILS:

I	CIN	L74899DL1994PLC061107
II	Registration Date	August 26, 1994
III	Name of the Company	Corporate Merchant Bankers Limited
IV	Category/Sub-category of the Company	Company limited by shares
V	Address of the Registered office and contact details	UG-24, Vishwadeep Tower, District Centre, Janak Puri, New Delhi – 110 058 Phone: +91-11-65382244 Contact Person: Ms. Chinki Singhal Email: cmbldelhi@gmail.com
VI	Whether listed Company	Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	M/s Skyline Financial Services Private Limited D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110 020 Phone: +91-11-26812681-88 Contact Person: Mr. VirenderRana Email: viren@skylinerta.com

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	Financial consultancy services	99715910	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Cosmos Industries Limited	U15421DL1998PLC096875	Holding	74.70 %	Section 2(87)(ii)
2	Solis Industries Limited	U74900TG2016PLC102870	Subsidiary	100%	Section 2(87)(ii)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year#
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares#	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	485500	485500	14.71%	-	485500	485500	14.71%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	1979580	1979580	59.99%	-	1979580	1979580	59.99%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	2465080	2465080	74.70%	-	2465080	2465080	74.70%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	2465080	2465080	74.70%	-	2465080	2465080	74.70%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	320000	320000	9.70%	-	-	-	0.00%	(9.70%)
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	115220	115220	3.49%	-	124570	124570	3.78%	0.28%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	399700	399700	12.11%	-	7,09,750	7,09,750	21.51%	9.40%
c) Others (HUF)	-	-	-	0.00%		600	600	0.02%	0.02%
Non Resident Indians	-	-	-	0.00%	0	0	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	834920	834920	25.30%	-	834920	834920	25.30%	0.00%
Total Public (B)	-	834920	834920	25.30%	-	834920	834920	25.30%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	-	3300000	3300000	100.00%	-	3300000	3300000	100.00%	0.00%

(ii) SHARE HOLDING OF PROMOTERS

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year#
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company#	% of Shares Pledged / encumbered to total shares	
1	Bhavna Yadav	177000	5.36%	-	177000	5.36%	-	-
2	Deepak Yadav	308500	9.35%	-	308500	9.35%	-	-
3	Cosmos Industries Limited	1979580	59.99%	-	1979580	59.99%	-	-
	Total	2465080	74.70%	-	2465080	74.70%	-	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2465080	74.70%	2465080	74.70%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat Equity etc.	(No Change)	(No Change)	(No Change)	(No Change)
	At the end of the Year	2465080	74.70%	2465080	74.70%

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

SN	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	PONNAKANTI SAMBASIVA RAO				
	At the beginning of the year	-	0.00%	-	0.00%

	Transfer on October 12, 2015	99,000	3.00%	99,000	3.00%
	At the end of the year	99,000	3.00%	99,000	3.00%
2	BANDHAVIRAMAM VASU				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	66000	2.00%	66000	2.00%
	At the end of the year	66000	2.00%	66000	2.00%
3	MADALA PEDA NAGESWARA RAO				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	62700	1.90%	62700	1.90%
	At the end of the year	62700	1.90%	62700	1.90%
4	MYNENI NAVYA				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	57750	1.75%	57750	1.75%
	At the end of the year	57750	1.75%	57750	1.75%
5	MADALA NAGA MALLESWARI				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	52800	1.60%	52800	1.60%
	At the end of the year	52800	1.60%	52800	1.60%
6	DYAPA VEERA RAGHAVA REDDY				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	31650	0.96%	31650	0.96%
	At the end of the year	31650	0.96%	31650	0.96%
7	GADDE NARASIMHA RAO				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	29700	0.90%	29700	0.90%
	At the end of the year	29700	0.90%	29700	0.90%
8	DEPA VENKAT NARAYANA REDDY				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	29700	0.90%	29700	0.90%
	At the end of the year	29700	0.90%	29700	0.90%
9	KOMATIREDDY NARENDER REDDY				
	At the beginning of the year	-	0.00%	-	0.00%
	Transfer on October 12, 2015	28700	0.87%	28700	0.87%
	At the end of the year	28700	0.87%	28700	0.87%
10	TIYYAGURA SUDHAKAR REDDY				
	At the beginning of the year	-	0.00%	-	0.00%

Transfer on October 12, 2015	27000	0.82%	27000	0.82%
At the end of the year	27000	0.82%	27000	0.82%

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year April 01, 2015		Cumulative Shareholding at the end of the year March 31, 2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	-	-	-	-
	At the end of the year	NIL	NIL	NIL	NIL

(vi) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
I) Principal Amount	NIL	NIL	NIL	NIL
II) Interest due but not paid				
III) Interest accrued but not due				
Total (I+II+III)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
• Addition	NIL	NIL	NIL	NIL
• Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
I) Principal Amount	NIL	NIL	NIL	NIL
II) Interest due but not paid				
III) Interest accrued but not due				
Total (I+II+III)	NIL	NIL	NIL	NIL

(vii) Remuneration of Directors and Key Managerial Personnel

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

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

Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Vandana Gupta	Naubahar Singh	
	(a) Fee for attending board committee meetings	26000	10000	36000
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	Total (1)	26000	10000	36000
2	Other Non Executive Directors			
	(a) Fee for attending board committee meetings	-	-	
	(b) Commission	-	-	
	(c) Others, please specify.	-	-	
	Total (2)	-	-	
	Total (B)=(1+2)	26000	10000	
	Total Managerial Remuneration	-	-	
	Overall Ceiling as per the Act.	-	-	

c. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	53,000	56,667	47,500	1,57,167

	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
		-			
	Total	53,000	56,667	47,500	1,57,167

Viii PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

By Order of Board

Corporate Merchant Bankers Limited

Sd/-

Sd/-

Date: September 2, 2016

Satyanarayana Kaduri

Venkateshwar Parne Reddy

Place: New Delhi

Director

Director

DIN: 06806811

DIN: 06446233

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS REPORT

The Members

CORPORATE MERCHANT BANKERS LIMITED

Report on Consolidated Financial Statements

We have audited the accompanying financial statements of **Corporate Merchant Bankers Limited** ("the Holding Company") and its 100% subsidiary Solis Industries Limited (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, we report that:

- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (iv) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Group has disclosed impact of pending litigation in Notes on Financial Statements under 'Commitments and contingent liabilities not provided for in respect of disputed matters'.
 - b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

**For Mulraj D Gala
(Chartered Accountant)**

**Sd/-
(Mulraj D Gala)
Proprietor
Membership No: 041206**

**Place: New Delhi
Date: May 27, 2016**

Annexure A to Independent Auditors' Report for the year ended March 31, 2016

(Referred to in Paragraph 2(f) under the Heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 Corporate Merchant Limited ('the Holding Company') as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. We have obtained and relied on a report on the Internal Financial Controls over Financial Reporting issued by the Statutory Auditors of the Company's subsidiaries (the Holding Company and the Subsidiary companies hereafter together referred to as 'the group')

Management's Responsibility for Internal Financial Controls

The Group's Management is responsible for establishing and maintaining Internal Financial Controls based on "the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Group'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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group'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 Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Group'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 Group's internal financial control over financial reporting includes those policies and procedures that

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the group;
- ii. 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 group are being made only in accordance with authorisations of management and directors of the group; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the group'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 Group 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 Group considering the essential components of Internal Financial Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mulraj D Gala
(Chartered Accountant)**

**Sd/-
(Mulraj D Gala)
Proprietor
Membership No: 041206**

**Place: New Delhi
Date: May 27, 2016**

CORPORATE MERCHANT BANKERS LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

Amount in Rs.

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	3,30,00,000	3,30,00,000
Reserves and surplus	3	5,42,219	4,90,678
		3,35,42,219	3,34,90,678
Non-current liabilities			
Long Term Borrowings	4	-	-
Deferred tax liabilities (Net)	5	947	947
		947	947
Current liabilities			
Other current liabilities	6	77,715	35,190
Short Term Provisions	7	1,10,223	1,10,651
		1,87,938	1,45,841
Total		3,37,31,104	3,36,37,466
ASSETS			
Non-current assets			
Fixed Assets		-	-
Long-Term Loans and Advances	8	1,89,99,740	2,69,46,290
Non-current investments	9	-	-
		1,89,99,740	2,69,46,290
Current assets			
Inventories		-	-
Trade receivables	10	29,82,138	28,98,638
Cash and cash equivalents	11	80,57,696	2,01,008
Short-term loans and advances	12	36,91,530	35,91,530
		1,47,31,364	66,91,176
Total		3,37,31,104	3,36,37,466

Significant Accounting Policies

1

Notes to the Accounts

2 to 27

Auditor's Report*"As per our separate report of even date"*

For Mulraj D Gala
(Chartered Accountants)

For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited

sd/-
(Mulraj D Gala)
Proprietor

Membership No.: 041206

sd/-
Satyanarayana Kaduri
(Director & Chief
Executive Officer)
DIN:06806811

sd/-
Venkateshwar Parne Reddy
(Director)

DIN: 06446233

sd/-
Suresh Kumar Ciddam

(Chief Financial Officer)

sd/-
Chinki Singhal

(Company Secretary)

M. No.- ACS 42272

Signed at New Delhi on May 27, 2016

CORPORATE MERCHANT BANKERS LIMITED**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016***Amount in Rs.*

Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
Incomes			
Revenue from operations	13	9,93,000	9,38,239
Other income	14	-	-
Total Revenue		9,93,000	9,38,239
Expenses			
Employee benefits expense	15	4,80,954	4,40,071
Depreciation and amortization expense		-	11,471
Other expenses	16	4,33,580	4,12,758
Total Expenses		9,14,534	8,64,300
Profit before tax		78,466	73,939
Tax expense:			
Current tax		26,925	27,353
Deferred tax		-	2,950
MAT Credit Entitlement		-	-
Total Tax expenses		26,925	30,303
Profit (Loss) for the year		51,541	43,636
Earnings per equity share:			
Basic	17	0.02	0.01
Diluted	17	0.02	0.01
Significant Accounting Policies	1		
Notes to the Accounts	2 to 27		

Auditor's Report*"As per our separate report of even date"*

For Mulraj D Gala
(Chartered Accountants)

For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited

sd/-
(Mulraj D Gala)
Proprietor

Membership No.: 041206

sd/-
Satyanarayana Kaduri
(Director & Chief
Executive Officer)

DIN:06806811

sd/-
Venkateshwar Parne Reddy
(Director)

DIN: 06446233

Signed at New Delhi on May 27, 2016

sd/-
Suresh Kumar Ciddam
(Chief Financial Officer)

sd/-
Chinki Singhal
(Company Secretary)
M. No.- ACS 42272

CORPORATE MERCHANT BANKERS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

Amount in Rs.

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Cash flows from operating activities		
Net profit before tax and extraordinary items	78,466	73,939
Adjustments for:		
- Depreciation	-	11,471
- Other Non Cash Expenses/(Income)	-	-
('Profit)/Loss on Sale of Investments	-	-
Operating Profit/(Loss) before working capital changes	78,466	85,410
(Increase)/Decrease in trade receivables	(83,500)	(1,17,280)
(Increase)/Decrease in inventories	-	-
(Increase)/Decrease in short term loans & advances (Except MAT Credit)	(1,00,000)	-
Increase/(Decrease) In Other Current Liabilities	42,525	(810)
Increase/(Decrease) in short Term provisions(except income tax provisions)	-	-
Income Taxes Paid	(27,353)	(27,715)
Net cash generated from/ (used in) operating activities (A)	(89,862)	(60,395)
Cash flows from investment activities		
-Purchase of fixed assets	-	-
-Sale of Investment	-	-
-Loans and advances-Received	78,46,550	-
-Purchase of investment	-	-
Net cash generated from/ (used in) investing activities (B)	78,46,550	-
Cash flows from financing activities		
-Loan Repaid	-	-
-Loans taken	-	-
-Issue of Share Capital	-	-
Net cash generated from/ (used in) financing activities (C)	-	-
Net increase/(decrease) in cash/cash equivalents (A+B+C)	77,56,688	(60,395)
Cash and Cash Equivalents at beginning of the year	2,01,008	2,61,403
Cash and Cash Equivalents at end of the year	79,57,696	2,01,008

Notes

1) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statements.

2) Cash and Cash Equivalents at the end of the year consist of Cash, Cheques in Hand, Fixed Deposits and Balances with Banks.

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
Cash in Hand		80,32,271	1,91,696
Balances with Banks		25,425	9,312
		80,57,696	2,01,008

Significant Accounting Policies
Notes to the Accounts

1
2 to 27

Auditor's Report

"As per our separate report of even date"

For Mulraj D Gala
(Chartered Accountants)

For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited

sd/-
(Mulraj D Gala)

Proprietor

Membership No.: 041206

Signed at New Delhi on May 27, 2016

sd/- **Satyanarayana Kaduri** sd/- **Venkateshwar Parne Reddy**

(Director & Chief Executive (Director)
Officer)

DIN:06806811

DIN: 06446233

sd/- **Suresh Kumar Ciddam**
(Chief Financial Officer)

sd/- **Chinki Singhal**
(Company Secretary)
M. No.- ACS 42272

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****Corporate Information**

Corporate Merchant Bankers Limited ["CMBL"] was incorporated on August 26, 1994 as a public limited company under the provisions of Companies Act, 1956. CMBL is registered with the Reserve Bank of India as Non-Banking Financial Company [Non-Deposit taking]. CMBL is primarily engaged in the business of financial consultancy and investment activities.

1 Significant accounting policies**a Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent assets & contingent liabilities as of the date of the financial statements and the results of operations during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current & future periods.

c Fixed Assets**Tangible Assets**

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation. The actual cost capitalized includes material cost, freight, installation costs, duties and taxes, finance charges and other incidental expenses incurred during the construction / installation stage.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

d Depreciation /Amortization

Depreciation on tangible fixed assets is charged on Straight Line Method over their estimated useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. Intangible assets are amortized over the useful life of the underlying assets. Computer software being intangible assets are amortized based on estimated useful life of 10 years.

e Lease**Operating lease**

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

f Impairment of tangible and intangible assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

Recoverable amount is higher of an asset's net selling price, and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****g Investments**

Trade investments are the investments made to enhance the company's business interests. Investments are either classified as long term or current investments, based on management's intention at the time of purchase. Long-term investments are stated at cost and provision is made to recognise any decline, other than temporary, determined separately for each investment. Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

h Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of Services : Revenue from services is recognised under the proportionate completion method provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection of the consideration. The amount recognised of revenue is exclusive of service tax and is net of returns.

Interest : Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend : Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

i Foreign Currency Transactions

Initial Recognition : Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion: Foreign currency monetary items are reported using the closing rate. Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction.

Exchange Differences: Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

j Tax Expenses

Income tax expense comprises current tax as per Income Tax Act, 1961 and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of earning sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

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

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****k Employee Benefits**

The Company's obligations towards various employee benefits have been recognized as follows:

Short-term employee benefits

All employee benefits payable within twelve months of rendering service are classified as short-term employee benefits. Benefits such as salaries, allowances, short-term compensated absences and the expected cost of other benefits is recognised in the period in which the employee renders the related service.

l Earnings Per Share

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

For the purpose of calculating diluted earnings per share, the net profit or loss 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.

m Provisions

A provision is recognized when the Company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

n Contingent liability

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

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****2 Share Capital**

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Authorized Capital 70,00,000 (Previous year 70,00,000) Equity Shares of Rs. 10/- each fully paid up	7,00,00,000	7,00,00,000
Issued, Subscribed and Paid up Capital: 33,00,000 (Previous year 33,00,000) Equity Shares of Rs. 10/- each fully paid up	3,30,00,000	3,30,00,000
Total	3,30,00,000	3,30,00,000

- a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period is as given below

Particulars	As at March 31, 2016	As at March 31, 2015
Shares outstanding at the beginning of the year	33,00,000	33,00,000
Shares Issued during the year (+)	-	-
Shares bought back during the year (-)	-	-
Shares outstanding at the end of the year	33,00,000	33,00,000

- b) *Terms/rights attached to equity shares :*

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

The equity shareholders of the company are entitled to get the dividend as and when proposed by the Board of Directors and approved by shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- c) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held is as given below:

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
Deepak Yadav	3,08,500	9.35%	3,08,500	9.35%
Bhavna Yadav	1,77,000	5.36%	1,77,000	5.36%
Cosmos Industries Limited	19,79,580	59.99%	19,79,580	59.99%

- d) The Company has not allotted any fully paid up equity shares without payment being received in cash and by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

3 Reserves and Surplus

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Securities Premium Account		
Opening Balance	-	-
Add : Securities premium credited on Share issue	-	-
Closing Balance	-	-
Statutory reserve (under section 45-IC of The Reserve Bank of India Act, 1934)		
Opening Balance	34,424	34,424
Add : Transferred during the year	10,308	-
Closing Balance	44,732	34,424
Surplus in Profit & Loss Account		
Opening balance	4,56,254	4,12,618
Add: Net Profit/(Net Loss) for the current year	51,541	43,636
Less: Transferred to statutory reserve	10,308	-
Closing Balance	4,97,487	4,56,254
Total	5,42,219	4,90,678

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****4 Long Term Borrowings**

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Unsecured		
Loans from Director		
-Fixed Loan	-	-
Total	-	-

5 Deferred Tax Asset / Liability (NET)

As per the requirement of the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the net deferred tax liability debited to Profit during the year is Rs. Nil. The year-end position of Deferred Tax Liability and Asset is given below:

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred Tax Liability	947	947
Net deferred tax liability	947	947

6 Other Current Liabilities

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Statutory Remittances	21,587	16,854
Sundry Creditors	56,128	18,336
Total	77,715	35,190

7 Short Term Provisions

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
For Standard Assets	83,298	83,298
Provision for Income Tax (Net of Tax Paid)	26,925	27,353
Total	1,10,223	1,10,651

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****8 Long-Term Loans and Advances***Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Long-term Loans and Advances	1,89,99,740	2,69,46,290
Total	1,89,99,740	2,69,46,290

9 Non Current Investments*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Other Investments		
Other Non Current Investments		
Investment in Other Companies	-	-
Less: Aggregate provision for diminution in value of investments	-	-
Total	-	-
Aggregate value of quoted investments	-	-
Aggregate value of unquoted investments	-	-
Aggregate provision for diminution in value of investments	-	-

10 Trade Receivables*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Unsecured		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
- Considered Good	29,82,138	28,98,638
- Doubtful	-	-
Other debts		
- Considered Good	-	-
Total	29,82,138	28,98,638

11 Cash and Cash Equivalents*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Balances with banks*	25,425	9,312
Cash in hand	80,32,271	1,91,696
Total	80,57,696	2,01,008

* Balances with banks include:

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Current Accounts	25,425	9,312
Total	25,425	9,312

12 Short Term Loans & Advances*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Sundry Advances	36,91,530	35,91,530
Total	36,91,530	35,91,530

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****13 Revenue from operations**

Particulars	Amount in Rs.	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Consultancy Fees	9,93,000	9,38,239
Total	9,93,000	9,38,239

14 Other Income

Particulars	Amount in Rs.	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Other Non Operating Income	-	-
Total	-	-

15 Employee Benefits Expense

Particulars	Amount in Rs.	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Direct Expenses	3,12,850	3,47,359
Salaries and Allowances	1,68,104	92,712
Total	4,80,954	4,40,071

16 Other Expenses

Particulars	Amount in Rs.	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Audit Fees	17,175	16,854
Custodian Fee	21,755	30,338
Bank Charges	2,354	-
Director's Sitting Fee	36,000	8,000
Legal & Professional Charges	50,000	44,825
Listing Fee	28,625	2,33,147
Registrar and Share Transfer expenses	33,120	-
Office Expenses	12,574	27,411
Other Miscellaneous Expenses	93,917	25,636
Rent, Rates and Taxes	50,000	-
Printing and Stationary	11,550	7,590
Travelling Expenses	76,510	18,957
Total	4,33,580	4,12,758

17 Earnings Per Share

Particulars	Reference	Amount in Rs.	
		For the year ended March 31, 2016	For the year ended March 31, 2015
A Net profit/ (Loss) attributable to equity	A	51,541	43,636
B Weighted Average Number of Equity Shares outstanding during the period	B	33,00,000	33,00,000
C Weighted Average (Diluted) Number of Equity Shares outstanding during the period	C	33,00,000	33,00,000
D Face Value per Share (Rs.)	D	10	10
E Basic Earnings/(Loss) per equity shares (Rs.)	A/B	0.02	0.01
F Diluted Earnings/ (loss) per equity shares (Rs.)	A/C	0.02	0.01

18 Payment to Auditors

Particulars	Amount in Rs.	
	For the year ended March 31, 2016	For the year ended March 31, 2015
As Auditors' - Audit Fees	17,175	16,854
In Other Capacity - Other Matters	-	-
Total	17,175	16,854

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the consolidated accounts for the year ended on March 31, 2016****19 Related Party Disclosures****a) Key Managerial Personnel**

Name of Related Party	Relationship
Mr. Satyanarayana K(Appointed w.e.f. February 02, 2016)	Chief Executive Officer
Mr. Suresh Kumar C (Appointed w.e.f February 02, 2016)	Chief Financial Officer
Ms. Chinki Singhal (Appointed w.e.f January 08, 2016)	Company Secretary

b) Other Directors with whom transactions has entered during the year
NIL**c) Transactions with Related Parties**

Particulars	<i>Amount in Rs.</i>	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Unsecured Loan Taken	-	-
Remuneration to KMPs		
Mr. Satyanarayana Kaduri	53,000	-
Mr. Suresh Kumar Ciddam	47,500	-
Ms. Chinki Singhal	56,667	-
Balance Payable		
Mr. Satyanarayana Kaduri	-	-
Mr. Suresh Kumar Ciddam	-	-
Ms. Chinki Singhal	-	-

20 The Company does not have any contingent liability or commitments as on 31.03.2016.

21 Information pursuant to the provisions of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006:

During the year company has not paid any interest in terms of the section 18 of the above mentioned Act.

No principal amount or interest amount are due at the end of this accounting year which is payable to any Micro, Small or Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

22 The Company is operating in single line of business and all the other activities revolve around the main business and entire business is conducted within India, hence in accordance with AS-17- "Segment Reporting" there are no separate reportable segments either on the basis of business segmentation or geographical segmentation.

23 The accounts of certain Trade Receivables, Short Term Loans and Advances, Current Liabilities and are subject to confirmation / reconciliation and adjustment, if any. The Management does not expect any material difference affecting the current year's financial statements.

In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities have been adequately made in the books of accounts.

24 Consolidated Financial statements of the Company includes financials of 100% subsidiary "M/s Solis Industries Limited" which was incorporated on 22 January 2016

25 The Company has prepared these financial statements as per the format prescribed by Schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs.

26 Figures for previous year have been regrouped and/or reclassified wherever considered necessary, to conform to current year's classification.

27 All Figures are in Indian Rupees.

Auditor's Report

"As per our separate report of even date"

For Mulraj D Gala
Chartered Accountant

For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited

sd/-
Mulraj D Gala
Proprietor

sd/-
Satyanarayana Kaduri
(Director & Chief
Executive Officer)

sd/-
Venkateshwar Parne Reddy
(Director)

M. No. 041206

DIN:06806811

DIN:06446233

Signed at New Delhi on May 27, 2016

(Chief Financial Officer)

(Company Secretary)
M. No.- ACS 42272

CORPORATE MERCHANT BANKERS LIMITED

Annexure-I

Schedule appended to the Balance Sheet of a Non-Systemically Important Non-Deposit taking Non-Banking Financial Company
[as required in terms of Paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015]

Amount in Rs.

Particulars	Amount Outstanding	Amount Overdue
Liabilities Side :		
1 Loans and advances availed by the Non-Banking Financial Company (NBFCs) inclusive of interest accrued thereon but not paid :		
(a) Debentures		
-Secured	-	-
-UnSecured	-	-
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowing	-	-
(e) Commercial Paper	-	-
(f) Public Deposits	-	-
(g) Other Loans	-	-
 Assets Side :		
2 Break-up of Loans and Advances including bills receivables [other than those included in 4 below]		Amount Outstanding in Rs.
(a) Secured		-
(b) Unsecured		2,25,91,270
 3 Break up of Leased Assets and stock on hire and other Assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial Lease		-
(b) Operating Lease		-
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire		-
(b) Repossessed Assets		-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed		-
(b) Loans other than (a) above		-
 4 Break-up of Investments :		
		Amount Outstanding in Rs.
<u>Current Investments</u>		
<u>1. Quoted :</u>		
(i) Shares :		
(a) Equity		-
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others		-
<u>2. Unquoted :</u>		
(i) Shares :		
(a) Equity		-
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others		-
<u>Long Term Investments :</u>		
<u>1. Quoted :</u>		
(i) Shares :		
(a) Equity		-
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others		-
<u>2. Unquoted :</u>		
(i) Shares :		
(a) Equity		1,00,000
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others (Gold Bars)		-

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF CORPORATE MERCHANT BANKERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Corporate Merchant Bankers Limited** ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under Section 143 (11) of the Act.

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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigation which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mulraj D Gala
(Chartered Accountant)

Sd/-
(Mulraj D Gala)
Proprietor
Membership No: 041206

Place: New Delhi
Date: May 27, 2016

Annexure A to Independent Auditors' Report for the year ended March 31, 2016

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

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

- i. In respect of fixed assets:
 - a) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) The Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to the information and explanations given to us, there is no immovable property held by the company, accordingly the provisions of Clause (i) (c) of paragraph 3 of the Order are not applicable to the Company.
- ii. In respect of Inventories:
 - a) Physical verification of inventory has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
 - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - c) The Company has maintained proper records of inventories. As per the information and explanation given to me, no material discrepancies were noticed on physical verification.

- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly the provisions of clause iii (a) to (c) of paragraph 3 of the Order are not applicable to the Company and hence not commented upon.
- iv. According to the information and explanations given to us, the Company has not given any loan to Directors or persons connected with them as per the provisions mentioned in section 185 of the companies Act, 2013. Company has made investments in other bodies corporate and complied the provisions of section of 186 of the Companies Act, 2013.
- v. In respect of public deposit:
According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules framed there-under. Therefore the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi. In respect of cost records:

Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing its undisputed statutory dues including Provident Fund, Employees State insurance, income-tax, Sales-Tax, Wealth Tax, Service tax, duty of Custom, duty of Excise, value added tax, cess and Entertainment Tax etc. There are no undisputed dues payable, outstanding as on March 31, 2016 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us, there are no amounts in respect of income tax, service tax etc. that have not been deposited with the appropriate authorities on account of any dispute.
- viii. The Company has not taken any loans from financial institutions, Banks, Government or through debentures during the audit period.
- ix. The company has not raised money by way of initial Public offer or further public offer (including debt instruments) and term loans during the year under audit.

- x. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii. As explained, the company is not a Nidhi company. Therefore the provisions of Clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of the Act, to the extent applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, No non cash transactions with Directors or persons connected with him have been noticed or reported during the year as per the provisions of Section 192 of the Act.
- xvi. According to the information and explanations given to us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For Mulraj D Gala
(Chartered Accountant)

Sd/-
(Mulraj D Gala)
Proprietor
Membership No: 041206

Place: New Delhi
Date: May 27, 2016

Annexure B to Independent Auditors' Report for the year ended March 31, 2016

(Referred to in Paragraph 2(f) under the Heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 Corporate Merchant Bankers Limited ("the Company") as of March 31, 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". 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.

Auditor's 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, to the best of our information and according to the explanations given to us, 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 March 31, 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".

For Mulraj D Gala
(Chartered Accountant)

Sd/-

(Mulraj D Gala)

Proprietor

Membership No: 041206

Place: New Delhi

Date: May 27, 2016

CORPORATE MERCHANT BANKERS LIMITED**BALANCE SHEET AS AT MARCH 31, 2016**

Amount in Rs.

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	3,30,00,000	3,30,00,000
Reserves and surplus	3	5,42,219	4,90,678
		3,35,42,219	3,34,90,678
Non-current liabilities			
Long Term Borrowings	4	-	-
Deferred tax liabilities (Net)	5	947	947
		947	947
Current liabilities			
Other current liabilities	6	77,715	35,190
Short Term Provisions	7	1,10,223	1,10,651
		1,87,938	1,45,841
Total		3,37,31,104	3,36,37,466
ASSETS			
Non-current assets			
Fixed Assets		-	-
Long-Term Loans and Advances	8	1,89,99,740	2,69,46,290
Non-current investments	9	1,00,000	-
		1,90,99,740	2,69,46,290
Current assets			
Inventories		-	-
Trade receivables	10	29,82,138	28,98,638
Cash and cash equivalents	11	80,57,696	2,01,008
Short-term loans and advances	12	35,91,530	35,91,530
		1,46,31,364	66,91,176
Total		3,37,31,104	3,36,37,466

Significant Accounting Policies**1****Notes to the Accounts****2 to 27****Auditor's Report***"As per our separate report of even date"***For Mulraj D Gala
(Chartered Accountants)**For and on behalf of Board of Directors of
Corporate Merchant Bankers Limitedsd/-
**(Mulraj D Gala)
Proprietor**

Membership No.: 041206

sd/-
Satyanarayana Kaduri
(Director & Chief Executive
Officer)
DIN:06806811sd/-
Venkateshwar Parne Reddy
(Director)
DIN: 06446233

Signed at New Delhi on May 27, 2016

sd/-
Suresh Kumar Ciddam
(Chief Financial Officer)sd/-
Chinki Singhal
(Company Secretary)
M. No.- ACS 42272

CORPORATE MERCHANT BANKERS LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016***Amount in Rs.*

Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
Incomes			
Revenue from operations	13	9,93,000	9,38,239
Other income	14	-	-
Total Revenue		9,93,000	9,38,239
Expenses			
Employee benefits expense	15	4,80,954	4,40,071
Depreciation and amortization expense		-	11,471
Other expenses	16	4,33,580	4,12,758
Total Expenses		9,14,534	8,64,300
Profit before tax		78,466	73,939
Tax expense:			
Current tax		26,925	27,353
Deferred tax		-	2,950
MAT Credit Entitlement		-	-
Total Tax expenses		26,925	30,303
Profit (Loss) for the year		51,541	43,636
Earnings per equity share:			
Basic	17	0.02	0.01
Diluted	17	0.02	0.01
Significant Accounting Policies	1		
Notes to the Accounts	2 to 27		

Auditor's Report*"As per our separate report of even date"*

For Mulraj D Gala
(Chartered Accountants)

For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited

sd/-
(Mulraj D Gala)
Proprietor

Membership No.: 041206

sd/-
Satyanarayana Kaduri
(Director & Chief Executive
Officer)

DIN:06806811

sd/-
Venkateshwar Parne Reddy
(Director)

DIN: 06446233

Signed at New Delhi on May 27, 2016
sd/-
Suresh Kumar Ciddam
(Chief Financial Officer)

sd/-
Chinki Singhal
(Company Secretary)
M. No.- ACS 42272

CORPORATE MERCHANT BANKERS LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

Amount in Rs.

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Cash flows from operating activities		
Net profit before tax and extraordinary items	78,466	73,939
Adjustments for:		
-Depreciation	-	11,471
- Other Non Cash Expenses/(Income)	-	-
('Profit)/Loss on Sale of Investments	-	-
Operating Profit/(Loss) before working capital changes	78,466	85,410
(Increase)/Decrease in trade receivables	(83,500)	(1,17,280)
(Increase)/Decrease in inventories	-	-
(Increase)/Decrease in short term loans & advances (Except MAT Credit)	-	-
Increase /(Decrease) In Other Current Liabilities	42,525	(810)
Increase/(Decrease) in short Term provisions(except income tax provisions)	-	-
Income Taxes Paid	(27,353)	(27,715)
Net cash generated from/ (used in) operating activities (A)	10,138	(60,395)
Cash flows from investment activities		
-Purchase of fixed assets	-	-
-Sale of Investment	-	-
-Loans and advances-Received	79,46,550	-
-Purchase of investment	(1,00,000)	-
Net cash generated from/ (used in) investing activities (B)	78,46,550	-
Cash flows from financing activities		
-Loan Repaid	-	-
-Loans taken	-	-
-Issue of Share Capital	-	-
Net cash generated from/ (used in) financing activities (C)	-	-
Net increase/(decrease) in cash/cash equivalents (A+B+C)	78,56,688	(60,395)
Cash and Cash Equivalents at beginning of the year	2,01,008	2,61,403
Cash and Cash Equivalents at end of the year	80,57,696	2,01,008

Notes

1) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statements.

2) Cash and Cash Equivalents at the end of the year consist of Cash, Cheques in Hand, Fixed Deposits and Balances with Banks.

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
Cash in Hand		80,32,271	1,91,696
Balances with Banks		25,425	9,312
		80,57,696	2,01,008

Significant Accounting Policies**Notes to the Accounts**

1
2 to 27

Auditor's Report

"As per our separate report of even date"

For Mulraj D Gala
(Chartered Accountants)

For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited

sd/-
(Mulraj D Gala)
Proprietor

sd/-
Satyanarayana Kaduri
(Director & Chief
Executive Officer)

sd/-
Venkateshwar Parne Reddy
(Director)

Membership No.: 041206

DIN:06806811

DIN: 06446233

Signed at New Delhi on May 27, 2016

sd/-
Suresh Kumar Ciddam
(Chief Financial Officer)

sd/-
Chinki Singhal
(Company Secretary)
M. No.- ACS 42272

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****Corporate Information**

Corporate Merchant Bankers Limited ["CMBL"] was incorporated on August 26, 1994 as a public limited company under the provisions of Companies Act, 1956. CMBL is registered with the Reserve Bank of India as Non-Banking Financial Company [Non-Deposit taking]. CMBL is primarily engaged in the business of financial consultancy and investment activities.

1 Significant accounting policies**a Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent assets & contingent liabilities as of the date of the financial statements and the results of operations during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current & future periods.

c Fixed Assets**Tangible Assets**

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation. The actual cost capitalized includes material cost, freight, installation costs, duties and taxes, finance charges and other incidental expenses incurred during the construction / installation stage.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

d Depreciation /Amortization

Depreciation on tangible fixed assets is charged on Straight Line Method over their estimated useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. Intangible assets are amortized over the useful life of the underlying assets. Computer software being intangible assets are amortized based on estimated useful life of 10 years.

e Lease**Operating lease**

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

f Impairment of tangible and intangible assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

Recoverable amount is higher of an asset's net selling price, and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****g Investments**

Trade investments are the investments made to enhance the company's business interests. Investments are either classified as long term or current investments, based on management's intention at the time of purchase. Long-term investments are stated at cost and provision is made to recognise any decline, other than temporary, determined separately for each investment. Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

h Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of Services : Revenue from services is recognised under the proportionate completion method provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection of the consideration. The amount recognised of revenue is exclusive of service tax and is net of returns.

Interest : Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend : Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

i Foreign Currency Transactions

Initial Recognition : Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion: Foreign currency monetary items are reported using the closing rate. Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction.

Exchange Differences: Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

j Tax Expenses

Income tax expense comprises current tax as per Income Tax Act, 1961 and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of earning sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

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

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****k Employee Benefits**

The Company's obligations towards various employee benefits have been recognized as follows:

Short-term employee benefits

All employee benefits payable within twelve months of rendering service are classified as short-term employee benefits. Benefits such as salaries, allowances, short-term compensated absences and the expected cost of other benefits is recognised in the period in which the employee renders the related service.

l Earnings Per Share

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

For the purpose of calculating diluted earnings per share, the net profit or loss 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.

m Provisions

A provision is recognized when the Company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

n Contingent liability

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

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****2 Share Capital**

Particulars	Amount in Rs.	
	As at March 31, 2016	As at March 31, 2015
Authorized Capital 70,00,000 (Previous year 70,00,000) Equity Shares of Rs. 10/- each fully paid up	7,00,00,000	7,00,00,000
Issued, Subscribed and Paid up Capital: 33,00,000 (Previous year 33,00,000) Equity Shares of Rs. 10/- each fully paid up	3,30,00,000	3,30,00,000
Total	3,30,00,000	3,30,00,000

- a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period is as given below

Particulars	As at March 31, 2016	As at March 31, 2015
Shares outstanding at the beginning of the year	33,00,000	33,00,000
Shares Issued during the year (+)	-	-
Shares bought back during the year (-)	-	-
Shares outstanding at the end of the year	33,00,000	33,00,000

- b) *Terms/rights attached to equity shares :*

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

The equity shareholders of the company are entitled to get the dividend as and when proposed by the Board of Directors and approved by shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- c) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held is as given below:

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
Deepak Yadav	3,08,500	9.35%	3,08,500	9.35%
Bhavna Yadav	1,77,000	5.36%	1,77,000	5.36%
Cosmos Industries Limited	19,79,580	59.99%	19,79,580	59.99%

- d) The Company has not allotted any fully paid up equity shares without payment being received in cash and by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

3 Reserves and Surplus

Particulars	Amount in Rs.	
	As at March 31, 2016	As at March 31, 2015
Securities Premium Account		
Opening Balance	-	-
Add : Securities premium credited on Share issue	-	-
Closing Balance	-	-
Statutory reserve (under section 45-IC of The Reserve Bank of India Act, 1934)		
Opening Balance	34,424	34,424
Add : Transferred during the year	10,308	-
Closing Balance	44,732	34,424
Surplus in Profit & Loss Account		
Opening balance	4,56,254	4,12,618
Add: Net Profit/(Net Loss) for the current year	51,541	43,636
Less: Transferred to statutory reserve	10,308	-
Closing Balance	4,97,487	4,56,254
Total	5,42,219	4,90,678

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****4 Long Term Borrowings***Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Unsecured		
Loans from Director		
-Fixed Loan	-	-
Total	-	-

5 Deferred Tax Asset / Liability (NET)

As per the requirement of the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the net deferred tax liability debited to Profit during the year is Rs. Nil. The year-end position of Deferred Tax Liability and Asset is given below:

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred Tax Liability	947	947
Net deferred tax liability	947	947

6 Other Current Liabilities*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Statutory Remittances	21,587	16,854
Sundry Creditors	56,128	18,336
Total	77,715	35,190

7 Short Term Provisions*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
For Standard Assets	83,298	83,298
Provision for Income Tax (Net of Tax Paid)	26,925	27,353
Total	1,10,223	1,10,651

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****8 Long-Term Loans and Advances***Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Long-term Loans and Advances	1,89,99,740	2,69,46,290
Total	1,89,99,740	2,69,46,290

9 Non Current Investments*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Other Investments		
Investment in Equity Shares of Rs. 10 each		
Investment in Solis Industries Limited	1,00,000	-
Other Non Current Investments		
Investment in Other Companies	-	-
Less: Aggregate provision for diminution in value of investments	-	-
Total	1,00,000	-
Aggregate value of quoted investments	-	-
Aggregate value of unquoted investments	1,00,000	-
Aggregate provision for diminution in value of investments	-	-

10 Trade Receivables*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Unsecured		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
- Considered Good	29,82,138	28,98,638
- Doubtful	-	-
Other debts		
- Considered Good	-	-
Total	29,82,138	28,98,638

11 Cash and Cash Equivalents*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Balances with banks*	25,425	9,312
Cash in hand	80,32,271	1,91,696
Total	80,57,696	2,01,008

* Balances with banks include:

Amount in Rs.

Particulars	As at March 31, 2016	As at March 31, 2015
Current Accounts	25,425	9,312
Total	25,425	9,312

12 Short Term Loans & Advances*Amount in Rs.*

Particulars	As at March 31, 2016	As at March 31, 2015
Sundry Advances	35,91,530	35,91,530
Total	35,91,530	35,91,530

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****13 Revenue from operations***Amount in Rs.*

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Consultancy Fees	9,93,000	9,38,239
Total	9,93,000	9,38,239

14 Other Income*Amount in Rs.*

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Other Non Operating Income	-	-
Total	-	-

15 Employee Benefits Expense*Amount in Rs.*

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Direct Expenses	3,12,850	3,47,359
Salaries and Allowances	1,68,104	92,712
Total	4,80,954	4,40,071

16 Other Expenses*Amount in Rs.*

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Audit Fees	17,175	16,854
Custodian Fee	21,755	30,338
Bank Charges	2,354	-
Director's Sitting Fee	36,000	8,000
Legal & Professional Charges	50,000	44,825
Listing Fee	28,625	2,33,147
Registrar and Share Transfer expenses	33,120	-
Office Expenses	12,574	27,411
Other Miscellaneous Expenses	93,917	25,636
Rent, Rates and Taxes	50,000	-
Printing and Stationary	11,550	7,590
Travelling Expenses	76,510	18,957
Total	4,33,580	4,12,758

17 Earnings Per Share*Amount in Rs.*

Particulars	Reference	For the year ended March 31, 2016	For the year ended March 31, 2015
A Net profit/ (Loss) attributable to equity	A	51,541	43,636
B Weighted Average Number of Equity Shares outstanding during the period	B	33,00,000	33,00,000
C Weighted Average (Diluted) Number of Equity Shares outstanding during the period	C	33,00,000	33,00,000
D Face Value per Share (Rs.)	D	10	10
E Basic Earnings/(Loss) per equity shares (Rs.)	A/B	0.02	0.01
F Diluted Earnings/ (loss) per equity shares (Rs.)	A/C	0.02	0.01

18 Payment to Auditors*Amount in Rs.*

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
As Auditors' - Audit Fees	17,175	16,854
In Other Capacity - Other Matters	-	-
Total	17,175	16,854

CORPORATE MERCHANT BANKERS LIMITED**Significant accounting policies and notes to the accounts for the year ended on March 31, 2016****19 Related Party Disclosures****a) Key Managerial Personnel**

Name of Related Party	Relationship
Mr. Satyanarayana K (Appointed w.e.f. February 02, 2016)	Chief Executive Officer
Mr. Suresh Kumar C (Appointed w.e.f February 02, 2016)	Chief Financial Officer
Ms. Chinki Singhal (Appointed w.e.f January 08, 2016)	Company Secretary

b) Other Directors with whom transactions has entered during the year

NIL

c) Transactions with Related Parties

Particulars	<i>Amount in Rs.</i>	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Unsecured Loan Taken	-	-
Remuneration to KMPs		
Mr. Satyanarayana Kaduri	53,000	-
Mr. Suresh Kumar Ciddam	47,500	-
Ms. Chinki Singhal	56,667	-
Balance Payable		
Mr. Satyanarayana Kaduri	-	-
Mr. Suresh Kumar Ciddam	-	-
Ms. Chinki Singhal	-	-

- 20** The Company does not have any contingent liability or commitments as on 31.03.2016.
- 21** Information pursuant to the provisions of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006: During the year company has not paid any interest in terms of the section 18 of the above mentioned Act. No principal amount or interest amount are due at the end of this accounting year which is payable to any Micro, Small or Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.
- 22** The Company is operating in single line of business and all the other activities revolve around the main business and entire business is conducted within India, hence in accordance with AS-17- "Segment Reporting" there are no separate reportable segments either on the basis of business segmentation or geographical segmentation.
- 23** The accounts of certain Trade Receivables, Short Term Loans and Advances, Current Liabilities and are subject to confirmation / reconciliation and adjustment, if any. The Management does not expect any material difference affecting the current year's financial statements.
- In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities have been adequately made in the books of accounts.
- 24** Information as required under "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015" is furnished vide Annexure - 1 attached herewith.
- 25** The Company has prepared these financial statements as per the format prescribed by Schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs.
- 26** Figures for previous year have been regrouped and/or reclassified wherever considered necessary, to conform to current year's classification.
- 27** All Figures are in Indian Rupees.

Auditor's Report*"As per our separate report of even date"***For Mulraj D Gala
Chartered Accountant****For and on behalf of Board of Directors of
Corporate Merchant Bankers Limited****sd/-
Mulraj D Gala
Proprietor**

M. No. 041206

**sd/-
Satyanarayana Kaduri**
(Director & Chief
Executive Officer)

DIN:06806811

**sd/-
Venkateshwar Parne Reddy**
(Director)

DIN:06446233

Signed at New Delhi on May 27, 2016

**sd/-
Suresh Kumar Ciddam**
(Chief Financial Officer)**sd/-
Chinki Singhal**
(Company Secretary)
M. No.- ACS 42272

CORPORATE MERCHANT BANKERS LIMITED

Annexure-I

Schedule appended to the Balance Sheet of a Non-Systemically Important Non-Deposit taking Non-Banking Financial Company
 [as required in terms of Paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015]

Amount in Rs.

Particulars	Amount Outstanding	Amount Overdue
Liabilities Side :		
1 Loans and advances availed by the Non-Banking Financial Company (NBFCs) inclusive of interest accrued thereon but not paid :		
(a) Debentures		
-Secured	-	-
-UnSecured	-	-
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowing	-	-
(e) Commercial Paper	-	-
(f) Public Deposits	-	-
(g) Other Loans	-	-
 Assets Side :		
2 Break-up of Loans and Advances including bills receivables [other than those included in 4 below]		Amount Outstanding in Rs.
(a) Secured		-
(b) Unsecured		2,25,91,270
 3 Break up of Leased Assets and stock on hire and other Assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial Lease		-
(b) Operating Lease		-
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire		-
(b) Repossessed Assets		-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed		-
(b) Loans other than (a) above		-
 4 Break-up of Investments :		
		Amount Outstanding in Rs.
<u>Current Investments</u>		
<u>1. Quoted :</u>		
(i) Shares :		
(a) Equity		-
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others		-
<u>2. Unquoted :</u>		
(i) Shares :		
(a) Equity		-
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others		-
<u>Long Term Investments :</u>		
<u>1. Quoted :</u>		
(i) Shares :		
(a) Equity		-
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others		-
<u>2. Unquoted :</u>		
(i) Shares :		
(a) Equity		1,00,000
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual fund		-
(iv) Government Securities		-
(v) Others (Gold Bars)		-

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. INDUSTRY STRUCTURE AND DEVELOPMENT:

The year witnessed a highly dynamic situation of our Country; India must be consistent in regaining its position as a leading emerging market investment destination. This can only be possible if consistency and clarity continues in our policies.

Corporate Merchant Bankers Limited is an NBFC and is engaged mainly in the business of providing loans and advances to various Corporates. The main objective of the Company is to finance Industrial Enterprises by way of making loans and advances to industrial enterprises in India and to carry out all such activities as may be ancillary to the achievement of main objectives of the Company. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

Indian economy is going through a period of rapid 'financial liberalization'. The NBFC sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the economic environment. The segment consisting of NBFCs, such as equipment leasing/hire purchase finance, providing loans and investment to other companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy. They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sector.

Your Company's performance for the year 2015- 16 has to be viewed in the context of aforesaid economic and market environment.

II. OPPORTUNITIES AND THREATS:

The sector uses the loans for various business activities ranging from the business of hire Purchase Company and to acquire, to provide on all type hire purchase basis of industrial and official plant, equipment machinery, vehicles, Agriculture, Handicrafts, Trading, Services, Shops, Livestock, and Production to others. As banks are unable to appraise the credit requirements of the micro and small businesses they are unable to extend credit facilities with collateral security. The banking system will not be able to meet this demand and a wide gap exists giving the Company an opportunity to grow in its financing of Small Business/ Industrial Loans. Major threat faced by Corporate Merchant Bankers Limited would be circumstances of not being able to raise funds for its future business operations.

III. SEGMENT-WISE PERFORMANCE:

The Company is engaged in a single segment i.e. finance/lending. Details of performance have been provided in this report.

IV. OUTLOOK:

Corporate Merchant Bankers Limited expects to improve its performance in financial year 2016-17 and hopes to grow at rate faster than the growth of bank credit. The approach would be to continue with the growth momentum while balancing risk. The Company will continue to invest in strengthening risk management practices; and in maintaining its investment in human resources to consolidate its position as a potentially big NBFC in India.

V. RISK MANAGEMENT:

Risk Management is an integral part of our Company's business strategy. A dedicated team is a part of the management processes governed by the senior management team. This team reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The team nurtures a healthy and independent risk management function to avoid any kind of misappropriations in the Company. As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head – Risk. The Credit Risk management structure includes separate credit policies and procedures for various businesses. The risk policies define prudential limits, portfolio criteria, exceptional approval metrics, etc. and cover risk assessment for new product offerings. Concentration Risk is managed by analyzing counter-party, industry sector, geographical region, single borrower and borrower group. Retail Finance credit approval is based on product / programs and monitoring is primarily done at the portfolio level across products and programs. Casual analysis is carried out and corrective actions are implemented on key risk indicators. A Senior Management oversight committee meets periodically to review the operational risk profile of the organization. Fraud risks are mitigated through a fraud risk management team.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

The financial performance of the Company during the year under reference was reasonably good. For detailed information, please refer to Directors' Report, which forms part of this Annual Report.

VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

We recognize people as our most valuable asset and we have built an open, transparent and meritocratic culture to nurture this asset. Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our Organization. Attrition has been managed well and has been below industry benchmarks. Corporate Merchant Bankers Limited has kept a sharp focus on Employee Engagement. We follow 360 degree feedback to ensure the satisfaction of our people. We have a strong system of grievance handling too. No concern of our people goes without addressing. We strive for excellence by thriving on Corporate Merchant Bankers Limited's positivity. As on March 31, 2016, total number of employee on the pay roll of the Company is three (3).

By Order of Board

Corporate Merchant Bankers Limited

Sd/-

Sd/-

**Date: September 2, 2016
Place: New Delhi**

**Satyanarayana Kaduri
Director
DIN: 06806811**

**Venkateshwar Parne Reddy
Director
DIN: 06446233**

NOTICE OF ANNUAL GENERAL MEETING

Notice of Annual General Meeting

Notice is hereby given that the 22nd Annual General Meeting of Members of Corporate Merchant Bankers Limited will be held on Friday, September 30, 2016, at 10:30 A.M. at Aggarwal Bhawan, B-Block, Prashant Vihar, New Delhi-110085, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:

“RESOLVED THAT the audited financial statement of the company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and hereby considered and adopted.”

RESOLVED FURTHER THAT the audited consolidated financial statement of the company for the financial year ended March 31, 2016 and the reports of Auditors thereon laid before this meeting, be and hereby considered and adopted.”

2. Re-appointment of Mr. Venkateshwar Parne Reddy, (DIN: 06446233), director who retires by rotation.

To appoint a director in the place of Mr. Venkateshwar Parne Reddy, (DIN: 06446233), who retires by rotation and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Venkateshwar Parne Reddy, (DIN: 06446233), who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. Ratification of Appointment of Auditors

To ratify the appointment of Auditors of the Company who were appointed at the 21st Annual General Meeting to hold office till the conclusion of twenty fifth Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and in this regard, pass the following resolution thereof as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules,

2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Mulraj D Gala, Chartered Accountants (Membership Number 041206) who was appointed as Auditors of the Company at the 21st Annual General Meeting held on September 30, 2015 to hold the office till the conclusion of the twenty fifth Annual General Meeting of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors in consultation with the auditors plus applicable service tax and reimbursement of out-of-pocket expenses in connection with the audit.”

SPECIAL BUSINESS:

4. Appointment of Ms. Vandana Gupta (DIN:00013488) as an Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and applicable provisions) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Vandana Gupta (DIN: 00013488), who was appointed as an Additional Director (in the Capacity of Independent Director) with effect from November 13, 2015 and who holds office until the date of this Annual General Meeting in terms of Section 161 of Act and other applicable provisions of the Act including any schedules and the relevant rules thereof and in respect of whom the Company has received a notice in writing under Section 160 of the Act and the rules thereof, proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto November 12, 2020 and shall not be liable to retire by rotation.”

5. Appointment of Mr. Naubahar Singh (DIN:07377882) as an Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Naubahar Singh (DIN: 07377882), who was appointed

as an Additional Director (in the Capacity of Independent Director) with effect from February 02, 2016 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and other applicable provisions of the Act including any schedules and the relevant rules thereof and in respect of whom the Company has received a notice in writing under Section 160 of the Act and the rules thereof, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto February 01, 2021 and shall not be liable to retire by rotation.”

**By order of the Board
For Corporate Merchant Bankers Limited**

Sd/
(CHINKI SINGHAL)
Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272
Date: September 02, 2016
Place: New Delhi

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Directors, are also annexed.
2. **A member entitled to attend and vote at the annual general meeting is entitled to appoint another person as a proxy to attend and vote, on his/her behalf in the meeting and such person can act as a proxy on behalf of members of the company not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company 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 proxy for any other person or shareholder. A proxy need not be a member of the company.**
3. The instrument appointing the Proxy, duly completed must be deposited at the Company’s Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the Annual General Meeting is enclosed.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **September 24, 2016 to September 30, 2016** (both days inclusive) for the purpose of the Annual General Meeting.
7. The Company's Registrar and Transfer Agents for its share registry (both, physical as well as electronic) is M/s Skyline Financial Services Private Limited having its office at D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110 020.
8. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintain their demat accounts. Members holding shares in physical mode are requested to advice any change in their address or bank mandates to the Company/Skyline Financial Services Private Limited.
9. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
10. To support the 'Green Initiative', members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
11. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report 2016 will also be available on the Company's website www.cmbl.co.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cmbl Delhi@gmail.com

12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or our Registrar & Transfer Agents.
14. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
16. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
17. Members/Proxies/Authorized representatives are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 22nd Annual General Meeting to be held on Friday, September 30, 2016, at 10:30 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility:

The e-voting facility is available at the link
<http://www.evotingindia.com>

19. The facility for voting through poll shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the

members who have opted e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

20. E-voting commences on September 27, 2016 at 9:00 A.M. and will end at September 29, 2016 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.

21. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 22nd Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company and also at the meeting.

**By order of the Board
For Corporate Merchant Bankers Limited**

sd/-
(CHINKI SINGHAL)
Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272
Date: September 02, 2016
Place: New Delhi

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 27, 2016 at 9:00 A.M. and will end at September 29, 2016 at 5:00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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 (iv).</p>

***sequence number shall be as per separate sheet attached with the Annual report**

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the <Corporate Merchant Bankers Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (i) The e-voting period commences on September 27, 2016 at (9:00 A.M. IST) and will end at September 29, 2016 at (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday 23rd September, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- (ii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- (iii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
- (iv) Mr. Ch Veerajaneyulu, Practicing Company Secretary (Membership No. 6121), has been appointed as Scrutinizer to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (vi) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cmbl.co.in and on the website of CDSL www.cdslindia.com immediately.

**By order of the Board
For Corporate Merchant Bankers Limited**

**Sd/-
(CHINKI SINGHAL)
Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272
Date: September 02, 2016
Place: New Delhi**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4. - Appointment of Ms. Vandana Gupta (DIN:00013488) as an Independent Director of the Company:

Ms. Vandana Gupta joined the Board of Directors of the Company on November 13, 2015 as an Additional Director (under the category of Independent Director) of the Company pursuant to Section 152 and 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Ms. Vandana Gupta shall hold office upto the date of ensuing Annual General Meeting.

In terms of pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Vandana Gupta (DIN : 00013488) is proposed to be appointed as an Independent Non for a consecutive term of 5 (Five) years upto November 12, 2020.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only) proposing the candidature of her for office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013.

The Company has received from Ms. Vandana Gupta (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Draft letter for appointment of Ms. Vandana Gupta as director setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 22nd Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company and also at the meeting.

Justification for choosing the appointee for appointment as Independent Director

The Board consider that her proposed association as an Independent Director would be of immense benefit to the Company and it is desirable to avail the services of Ms. Vandana Gupta as an Independent Director.

No, Director, Key Managerial Personnel, or their relatives, except Ms. Vandana Gupta to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of members.

ITEM NO. 5. - Appointment of Mr. Naubahar Singh (DIN:07377882) as an Independent Director of the Company:

Mr. Naubahar Singh joined the Board of Directors of the Company on February 02, 2016 as an Additional Director (under the category of Independent Director) of the Company pursuant to Section 152 and 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Naubahar Singh shall hold office upto the date of ensuing Annual General Meeting.

pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naubahar Singh (DIN : 07377882) is proposed to be appointed as an Independent Director for a for a consecutive term of 5 (Five) years upto February 01, 2021.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only) proposing the candidature of him for office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013.

The Company has received from Mr. Naubahar Singh (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Draft letter for appointment of Mr. Naubahar Singh as director setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 22nd Annual General Meeting of the Company and the copies

thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company and also at the meeting.

Justification for choosing the appointee for appointment as Independent Director

The Board consider that his proposed association as an Independent Director would be of immense benefit to the Company and it is desirable to avail the services of Mr.Naubahar Singh as an Independent Director.

No, Director, Key Managerial Personnel, or their relatives, except Mr.Naubahar Singh to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of members.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF REGULARISATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Venkateshwar Parne Reddy	Vandana Gupta	Naubahar Singh
Date of Birth	February 02, 1987	August 08, 1981	February 02, 1974
Age	29 Years	35 Years	42 Years
Date of First Appointment	November 28, 2014	November 13, 2015	February 02, 2016
Expertise in specific Functional Areas	Well experienced in the areas of Financial Management, Budgeting and Investments	Well experienced in Business Advisory Services which also includes Corporate Restructuring, Mergers & Secretarial Audit.	Well experienced in Legal Compliance & secretarial functions with highly diversified business conglomerates
Number of shares held in the Company	Nil	Nil	Nil
Qualification	Chartered Accountant	Company Secretary	Company Secretary
Name of Listed Companies in which Directorship held	1. Flora Corporation Limited 2. Globe	1. Globe Industrial Resources Limited	Nil

	Industrial Resources Limited.		
Membership of the Committees of the Board of Companies in which he/she is a Director	1. Flora Corporation Limited-3 (Three) Committees 2. Globe Industrial Resources Limited.- 4(Four) Committee.	Globe Industrial Resources Limited-4 (Four Committees)	N.A
No. of Meetings of the Board attended during the Financial Year 2015-2016	10 (Ten)	5 (Five)	1 (One)
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company

**By order of the Board
For Corporate Merchant Bankers Limited**

Sd/-
(CHINKI SINGHAL)
Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272
Date: September 02, 2016
Place: New Delhi

BRIEF RESUME OF THE DIRECTOR:-**VENKATESHWAR PARNE REDDY**

Mr. Venkateshwar Parne Reddy is a Chartered Accountant from Institute of Chartered Accountants of India (ICAI) having 5 years' experience in the fields of Financial Management, Budgeting and Investments. He has worked in medium sized IT/ITES company having its presence in IT Networking, Security Solutions and e-Governance. As CFO of the Company, he is responsible for statutory compliances under Companies Act, Income Tax Act and other related laws.

VANDANA GUPTA

Ms. Vandana Gupta is a dynamic and protean Company Secretary with approx. 13 (thirteen) years of post-qualification experience in her forte. She is also Law Graduate and has published several articles in the ICSI journals/periodicals. During her remarkable career, she has worked as a Company Secretary for the parent company of B.L. Kapur Hospital. At present, present, she is running their own proprietorship concern (as Practising Company Secretary) in New Delhi.

She is providing services in Joint Ventures, Mergers & Acquisitions, Due Diligence Services etc. The core area of work is Business Advisory Services which also includes Corporate Restructuring, Mergers & Secretarial Audit.

NAUBAHAR SINGH

Mr Naubahar Singh is competent and result oriented Company Secretary having 11 years of post-qualification experience in the areas of Legal Compliance & secretarial functions with highly diversified business conglomerates. Displayed professional excellence in niche domains such as handling Legal, Secretarial, Corporate Affairs, liaison with Central Government Officials, Statutory, Regulatory, Local Authorities, Banks and FI's, drafting commercial and legal Agreements.

**By order of the Board
For Corporate Merchant Bankers Limited**

Sd/-

(CHINKI SINGHAL)
Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272
Date: September 02, 2016
Place: New Delhi

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Friday, the 30th day of September, 2016 at 10:30 A.M., at Aggarwal Bhawan, Prashant Vihar, B-Block, Prashant Vihar, New Delhi-110085.

**Signature of the Member/Proxy
(To be signed at the time of handing over the slip)**

Form No. MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L74899DL1994PLC061107

Name of the Company: CORPORATE MERCHANT BANKERS LIMITED

Registered Office: UG-24, Vishwadeep Tower, District Centre, JanakPuri, New Delhi - 110 058

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

(* Applicable for members holding share(s) in electronic form)

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

1. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____, or failing him _____

2. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____, or failing him _____

3. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____,

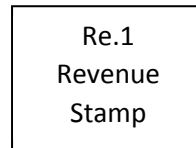
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **22nd Annual General Meeting** of the Company, to be held on Friday, September 30, 2016 at 10:30 A.M. at Agarwal Bhawan, Prashant Vihar, New Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No.	Resolutions	Optional	
		For	Against
1	Adoption of Financial Statements		

2.	Re-appointment of Mr. Venkateshwar Parne Reddy, Director of the Company		
3.	Ratification of the appointment of Statutory Auditors		
4.	Appointment of Ms. Vandana Gupta as an Independent Director of the Company		
5.	Appointment of Mr. Naubahar Singh as an Independent Director of the Company		

Signed this _____ day of _____ 2016.

Affix Revenue Stamp
Signature of Shareholders(s)



Signature of Proxy holders(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a (✓) in the appropriate column against the Resolution indicated in the Box. If, you leave the ' For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

Route Map for AGM Venue

