

PORSCHE CAPITAL MARKET LIMITED

Regd. Office: - K H - 810, 2ND FLOOR MAHIPAL PUR EXTENSION (NEAR MARUTI WORK SHOP) NEW DELHI- 110037
Corporate Identification Number: - L65993DL1992PLC048483

Tel: 011-65912028; Email ID: - porche_capital@yahoo.in; website: www.porschecapital.com

To,

Date : 07.11.2016

Metropolitan Stock Exchange of India Limited,
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai - 400 098, India.

Ref: - Scrip ID: PORSCHE

Dear Sir/ Madam,

Sub: - Annual Report for the Financial Year 2015-16 pursuant to regulation 34 (1) of the Securities and Exchange Board of India (Listing and Obligations and disclosure Requirements) Regulations, 2015

Please find the Annual Report for the Financial Year 2015-16 pursuant to regulation 34 (1) of the Securities and Exchange Board of India (Listing and Obligations and disclosure Requirements) Regulations, 2015.

Kindly take the same on you records.

For PORSCHE CAPITAL MKT LTD

Authorized Signatory



Porsche Capital Market Limited



24th ANNUAL REPORT For the Financial Year 2015-2016

COMPANY INFORMATION**BOARD OF DIRECTORS**

Mr. Ranjeet Arya
(Non- Executive & Non Independent Director)

Mr. Ummed Singh
(Executive Director - WTD)

Ms. Renu
(Independent Director)

Mr. DHANESH KUMAR RAJARAM GAUTAM
(Independent Director)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Dimple Toshniwal

STATUTORY AUDITORS

M/s Vinod Maddeshiya & Associates
Chartered Accountants
H.NO.20/240, NEAR VIJAY TALKIES,
GARULPUR, DEORIA (U.P.)-274001.

CORPORATE IDENTIFICATIONNUMBER (CIN)

L65993DL1992PLC048483

REGISTERED OFFICE

K H – 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037
Email: porche_capital@yahoo.in

REGISTER AND TRANSFER AGENT

SKYLINE Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I
New Delhi - 110 020
Tel.: +91 11 30857575 Fax: +91 11 30857562 |
Web: www.skylinerta.com
Email: info@skylinerta.com
Contact Person: Mr. Virender Rana
SEBI Registration No: INR000003241

INDEX

S. NO	CONTENT
1.	Notice
2.	Director's Report
3.	Secretarial Audit Report
4.	Corporate Governance Report
5.	Management Discussion and Analysis
6.	MGT-9
7.	Annual financial Statements
8.	Proxy Form
9.	Attendance Slip

NOTICE

Notice is hereby given that the 24th Annual General Meeting of PORSCHE CAPITAL MARKET LIMITED will be held on Friday, 30th September, 2016 at 09:00 A.M. at **K H - 810, 2nd Floor Mahipal Pur Extension (Near Maruti Work Shop) New Delhi South West Delhi - 110037** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors' thereon.
2. To Appoint a Director in place of **Mr. Ranjeet Arya**, who retires by rotation and being eligible offer himself for re - appointment.
3. To appoint **M/S. K.K. PAUL & CO., Chartered Accountants**, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting and to fix their remuneration.

By Order of the Board

For PORSCHE CAPITAL MARKET LIMITED

Sd/-

UMMED SINGH
WHOLE TIME DIRECTOR
DIN: 06978940

Date: 06.09.2016
 Place: New Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to **Skyline Financial Services Private Limited 4 D - 153, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi, New Delhi**. Members holding shares in electronic form may update such details with their respective Depository Participants.
 4. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 27th September, 2016 to 29th September, 2016 (both days inclusive).
 5. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
 6. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
 7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
1. **Voting through electronic means**
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (1) of SECURITIES AND EXCHANGE BOARD OF INDIA (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 Annual

General Meeting to be held on Friday, September 30, 2016 at 09:00 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.

- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on **27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

VI. The process and manner for remote E- voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on shareholder-Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
- (vii) Select "EVEN" Of **PORSCHÉ CAPITAL MARKET LIMITED**.
- (viii) Now you are ready for remote E-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit"" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pkmishra59@yahoo.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. The e-voting period commences on **27.09.2016 and ends on 29.09.2016**. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 22nd 2016**, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting

thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.

- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of September 22nd 2016** Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the **cut-off date i.e. 22nd September 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI. 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 AGM through ballot paper.
- XII. **Mr. Pawan Kumar Mishra**, Company Secretary (COP: 16222), **Proprietor M/s. P.K. Mishra & Associates**, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company ie. www.porschecapital.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the **Metropolitan Stock Exchange of India Ltd.**

By Order of the Board
For PORSCHE CAPITAL MARKET LIMITED
Sd/-
UMMED SINGH
WHOLE TIME DIRECTOR
DIN: 06978940

Date: 06.09.2016
Place: New Delhi

PORSCHÉ CAPITAL MARKET LIMITED

Regd. Office: - K H - 810, 2ND FLOOR MAHIPAL PUR EXTENSION (NEAR MARUTI WORK SHOP) NEW DELHI- 110037

Corporate Identification Number: - L65993DL1992PLC048483

Tel/Fax: 011 - 65912028; Email ID: - porche_capital@yahoo.in; website: www.porschecapital.com

ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Ranjeet Arya
Age	37 years
Qualifications	Graduate
Experience	12 years
Terms and conditions of appointment including details of remuneration	Mr Ranjeet Arya was appointed on the board as director liable to retire by rotation. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	10/01/2004
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2015-16	9
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: NIL
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

BOARD REPORT

Your Directors have great pleasure in presenting the 24th Annual Report together with the Audited Accounts of the Company for the year ended at 31st March, 2016.

FINANCIAL RESULTS

The summarized performance of the Company for the years 2015-16 and 2014-15 is given below:

Particulars	For the Financial year ended as on 31 st March, 2016	For the Financial year ended as on 31 st March, 2015
Income	85,89,018.00	13,197,326.00
Less: Expenditure	(76,52,244.82)	(12,854,129.88)
Profit/ (Loss) before taxation	9,36,773.18	343,196.12
Less: Tax	(3,03,251.80)	(113818.47)
Net profit/ (Loss) after taxation	6,33,521.38	229,377.65

DIVIDEND

During the year under review, to plough back the profits in the business activity, no dividend is recommended this year.

FINANCIAL PERFORMANCE

During the year under review, the Company's income is Rs. 85,89,018.00/- as against income of Rs. 13,197,326.00/- in 2014-15.

RESERVE AND SURPLUS

The Company has decided to transfer amount of Rs. 6,33,521.38/- in Reserve and Surplus.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

LISTING AT METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED

During the year under Review, Equity shares of the Company got listed on Metropolitan Stock Exchange of India Limited on December 18, 2015.

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees 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 is given as Annexure.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2016, provision of section 129 of the Companies Act, 2013 is not applicable.

STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

STATUTORY AUDITORS

The Statutory Auditors, M/s. Vinod Maddhesiya & Associates, Chartered Accountants, has expressed unwillingness to continue for the financial year 2016-17 and hence the M/S. K.K. PAUL & CO., Chartered Accountants were recommended by the board to be appointed as the statutory auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting and to fix their remuneration, for the approval of the shareholders in the Annual General Meeting of the company in terms of the provisions of section 139 of Companies Act, 2013.

AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in form no. MGT - 9 has been annexed to the Report, as Annexure.

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

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

DIRECTOR'S & COMMITTEES:**a) Changes in Directors and Key Managerial Personnel**

During the year under review, Ms. Geeta Devi has resigned from the directorship of the company w.e.f 08/04/2015 and Ms. Renu has been appointed as independent director of the company w.e.f 08/04/2015.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.

c) Formal Annual Evaluation of Board

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Relation committee.

SEXUAL HARASSMENT:

The Company has zero tolerance for Sexual Harassment at workplace and has adopted a Policy on prevention of Sexual Harassment in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. There was no complaint on sexual harassment during the year under review.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**BOARD MEETINGS**

During the year under review, the Board of Directors of the company met Eight times on 08.04.2015, 30.05.2015, 13.08.2015, 01.09.2015, 13.11.2015, 24.11.2015, 13.02.2016 and 29.03.2016. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement & **Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement & **Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The details about Composition and meeting of Stakeholders Relationship Committee have been given in the Corporate Governance report.

NOMINATION & REMUNERATION & ITS POLICY

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement & **Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The details of the Composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report.

RISK MANAGEMENT POLICY

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2015 -16 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The

Independent Directors have been provided with necessary documents, reports and internal policies to familiarize them with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy has been updated on the website of company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

MANAGERIAL REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board have on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, senior management and their Remuneration.

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

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sanjay Kumar Jha, Proprietor of M/s S.K. Jha & Associates, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure.

Explanation to the observations as notice in the Audit Report: The Management is searching the best person for the position and the effective steps have been taken to file timely intimation to the stock exchanges and ensure that the incidence will not be happened in the future year.

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

No significant and material orders have been passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future.

AUDIT OBSERVATIONS

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

HUMAN RESOURCES

There are no employees as on date on the rolls of the Company who are in receipt of Remuneration which requires disclosures under Section 134 of the Companies Act, 2013 and Companies (Particulars of Employees) Rules, 1975.

During the year under review, relationship with the employees is cordial.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 13th November, 2015, inter alia, discussed:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

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

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in the Listing Agreement and **Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

ACKNOWLEDGEMENT

Directors take this opportunity to express their thanks to various departments of the Central and State Government, Bankers, Material Suppliers, Customers and Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the employees of the Company at all levels

**By Order of the Board of Directors
For Porsche Capital Market Limited**

Sd/-

Sd/-

Place: New Delhi

Date: 06.09.2016

Ummed Singh Dhanesh Kumar Rajaram Gautam

Director

Director

DIN 06978940

DIN 06872233

**DISCLOSURE 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:**

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2015-16 (Rs.)	% increase in Remuneration in FY 2015-16**	Ratio of Remuneration of Director to Median Remuneration of Employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Mr. Ummed Singh, Whole Time Director	Nil	N.A.	N.A.	N.A.
2.	Ms. Dimle Toshniwal, Company Secretary	144,000	NA	N.A.	N.A.

The number of permanent employees as on 31st March 2016 was 3.

Average of remuneration of employees excluding KMPs – Nil

No employee's remuneration for the year 2015-16 exceeded the remuneration of any of the Directors.

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key Managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 -NOT APPLICABLE

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

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993DL1992PLC048483
2.	Registration Date	27/04/1992
3.	Name of the Company	PORSCHÉ CAPITAL MARKET LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	Address of the Registered office & contact details	K H - 810, 2ND FLOOR, MAHIPAL PUR EXTENSION, (NEAR MARUTI WORK SHOP), NEW DELHI - 110037. Email: porche_capital@yahoo.in Website: www.porchecapital.com Contact No.- 011-65912028
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D 153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi 110 020 Tel.: +91 11-26812682, 83, 011-64732681 to 88 Fax: +91 11-26812682 Web: www.skylinerta.com Email: admin@skylinerta.com Contact Person: Mr. Virender Rana SEBI Registration No: INR000003241

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	% to total turnover of the company
1	Other Financial Activities	649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

2	N.A.	N.A.	N.A.	N.A.	N.A.
3	N.A.	N.A.	N.A.	N.A.	N.A.

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-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)Individuals/Hindu Undivided Family	-	496320	496320	2.62	-	496320	496320	2.62	-
b) Bodies Corp.	1700000	-	1700000	8.97	1700000		1700000	8.97	-
Sub-total (A)(1)	1700000	496320	2196320	11.59	1700000	496320	2196320	11.59	-
(2) Foreign									
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	1700000	496320	2196320	11.59	1700000	496320	2196320	11.59	-
B. Public Shareholding									

1. Institutions									
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	9390000	-	9390000	49.55	9350000	-	9350000	49.34	0.21
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	176250	312600	488850	2.58	678500	1132520	1811020	9.56	6.98
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	4052500	2270380	6322880	33.37	1000000	675820	1675820	8.84	24.53
c) Others (specify)									
i)HUF	381250	171000	552250	2.91	1805640	2111500	3917140	20.67	17.76
ii)Clearing Members	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	14000000	2753980	16753980	88.41	12834140	3919840	16753980	88.41	-

Total Public Shareholding (B)=(B)(1)+(B)(2)	14000000	2753980	16753980	88.41	12834140	3919840	16753980	88.41	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	15700000	32503005	18950300	100.00	14534140	4416160	18950300	100.00	Nil

ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 31-March-2015]			Share holding at the end of the year[As on 31-March-2016]			% change in share holding 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.	Diwakar Joshi	496320	2.62	Nil	496320	2.62	Nil	-
2.	Rajkumari Marketing Services Pvt Ltd	1700000	8.97	Nil	1700000	8.97	Nil	-
	Total	2196320	11.59	Nil	2196320	11.59	Nil	-

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

SN		Shareholding at the beginning of the year	Cumulative Shareholding during the year
----	--	---	---

		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Diwakar Joshi				
	At the beginning of the year	496320	2.62	496320	2.62
	At the end of the year	496320	2.62	496320	2.62
2.	Rajkumari Marketing Services Pvt Ltd				
	At the beginning of the year	1700000	8.97	1700000	8.97
	At the end of the year	1700000	8.97	1700000	8.97

Note : There was no change in the Promoter shareholding during the financial year under review.

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Moviscorp Film Production Pvt. Ltd				
	At the beginning of the year(31.03.2015)	3550000	18.73	3550000	18.73
	At the end of the year(31.03.2016)	3550000	18.73	3550000	18.73
2.	Argon Marketing Pvt Ltd				
	At the beginning of the year(31.03.2015)	1450000	7.65	1450000	7.65
	At the end of the year(31.03.2016)	1450000	7.65	1450000	7.65
3.	HSK Real Estates Private Limited				

	At the beginning of the year(31.03.2015)	1450000	7.65	1450000	7.65
	At the end of the year(31.03.2016)	1450000	7.65	1450000	7.65
4.	Triveni Motors (HMSI Dealership) Pvt Ltd				
	At the beginning of the year(31.03.2015)	1450000	7.65	1450000	7.65
	At the end of the year(31.03.2016)	1450000	7.65	1450000	7.65
5.	Shailendra Kumar Agarwal				
	At the beginning of the year(31.03.2015)	200000	1.06	200000	1.06
	At the end of the year(31.03.2016)	200000	1.06	200000	1.06
6.	Citizen compset Private Limited				
	At the beginning of the year(31.03.2015)	1450000	7.65	1450000	7.65
	At the end of the year(31.03.2016)	991500	5	995100	5
7.	Bhuvneshwari Arun				
	At the beginning of the year(31.03.2015)	200000	1.06	200000	1.06
	At the end of the year(31.03.2016)	200000	1.06	200000	1.06
8.	Jatin Ahuja				
	At the beginning of the year(31.03.2015)	200000	1.06	200000	1.06
	At the end of the year(31.03.2016)	200000	1.06	200000	1.06
9.	Manmeet Singh				
	At the beginning of the year(31.03.2015)	-	-	-	-
	At the end of the year(31.03.2016)	92340	0.49	92340	0.49

10	Sushil Singh Tomar				
	At the beginning of the year(31.03.2015)	-	-	-	-
	At the end of the year(31.03.2016)	60000	0.32	60000	0.32

v) Shareholding of Directors and Key Managerial Personnel: NOT APPLICABLE

SN	Shareholding of each Directors and each Key Managerial Personnel	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	-	-	-	-
	At the end of the year	-	-	-	-

V) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the	-	-	-	-

financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- N.A
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WT/ Manager			Total Amount
		<i>Managing Director</i>	<i>Mr. Ummed Singh, Whole-time Director</i>	<i>Manager</i>	
1	Gross salary	Nil	Nil	NA	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	NA	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	NA	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	NA	Nil
2	Stock Option	Nil	Nil	NA	Nil
3	Sweat Equity	Nil	Nil	NA	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	NA	Nil

5	Others, please specify	Nil	Nil	NA	Nil
	Total (A)	Nil	Nil	NA	Nil

B. Remuneration to other directors:- NOT APPLICABLE

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission				
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings				
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)				
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act				

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	144000	N.A.	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
2	Stock Option	N.A.	Nil	N.A.	Nil
3	Sweat Equity	N.A.	Nil	N.A.	Nil
4	Commission	N.A.	Nil	N.A.	Nil
	- as % of profit	N.A.	Nil	N.A.	Nil
	others, specify...	N.A.	Nil	N.A.	Nil
5	Others, please specify	N.A.	Nil	N.A.	Nil
	Total	N.A.	144000	N.A.	144000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of the Board of Directors
For Porsche Capital Market Limited
Sd/- Sd/-

Place: New Delhi
Date: 06.09.2016

Ummed Singh Dhanesh Kumar Rajaram Gautam
Director Director
DIN 06978940 DIN 06872233

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

To,
The Members,
Porsche Capital Market Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Porsche Capital Market Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon we report that –

- a. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
- b. 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 the secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- c. We don't verify the correctness and appropriateness of the financial statements of the company.
- d. Where ever required, we have obtained the management representation about the compliances of law, rules and regulations and happening of events etc.
- e. The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to verification of procedures on test basis.
- f. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder; following are observations:

- During the period under audit, the Company has not appointed Chief Financial Officer.
 - During the period under audit, there are some delay in filing intimations to the Stock Exchange;
 - During the period under audit, the Equity shares of the Company has been listed at Metropolitan Stock Exchange of India Ltd.
 - The management of the Company has reported and certified that the Company has obtained requisite candidature for the appointment of Directors with the requisite fee and approvals for grant of loans and advances to any party and complied with the provisions of Section 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under duly complied for the period 1st April 2015 to 31st March 2016.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under were duly complied for the period 1st April 2015 to 31st March 2016.
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **are not applicable on the company for the FY 2015-16 as disclosed by the Management of the company.**
- (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: The Company has filed all disclosure within prescribed time and duly complied all the provisions as disclosed by the Management of the company.
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992: The Company has duly complied with all the provisions as disclosed by the Management of the company.
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: The said regulations were applicable to the company during the year ended 31-03-2016. The company has duly complied with the provisions of this regulation on the time of right issue of shares.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: The said guidelines were not applicable to the company during the year ended 31-03-2016.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: The said regulations were not applicable to the company during the year ended 31-03-2016.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: The regulations in relation to the Companies Act and dealing with client provisions were duly complied.

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 : The regulations were not applicable to the company during the year ended 31-03-2016, and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 : The regulations were not applicable to the company during the year ended 31-03-2016.
- (vi) The provisions of the Customs Act 1962, FEMA 1999 and the Central Excise Act, 1944 are not applicable during the year 2015-16 as confirmed by the management in this regard.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; **(Not notified and hence not applicable to the Company during Audit period)** and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange;

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Ms. Renu has joined the Board w.e.f. April, 2015.

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

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

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.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

We further report that during the audit period the company has given full corporation and give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: 19.08.2016

Place: New Delhi

**For S.K. Jha & Associates
Company Secretaries
S/d-
Sanjay Kumar Jha
Prop.
M. No. -5076
C.P. No.:3749**

CORPORATE GOVERNANCE

1. PHILOSOPHY

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines under Clause 49 of the listing agreement.

2. BOARD OF DIRECTORS

The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors as on 31st March, 2016 are given hereunder

According to Clause 49 of the Listing Agreement with stock exchanges and Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an independent director is a person who is not an officer or employee of the company or its subsidiaries. The Listing Agreement also states that the person should not have a material pecuniary relationship or transactions with the company, which in the opinion of the Board, would interfere in exercising independent judgment and carrying out the responsibilities of a director.

The Companies Act, 2013, has also provided a definition of independence.

BOARD MEETING

During the year under review, Eight [08] Board Meetings were held on the following dates: 08.04.2015, 30.05.2015, 13.08.2015, 01.09.2015, 13.11.2015, 24.11.2015, 13.02.2016 and 29.3.2016.

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

Name	Category	No. of Meetings Attended	No. of Membership In Boards of Other Companies	Attendance of each Director At last AGM	No of membership committee in other Limited Companies*	Chairmanship committee in other Limited Companies
Ranjeet Arya	Non Executive and Non Independent Director	8	NIL	No	Nil	Nil
Ummed Singh	Whole Time Director	8	01	Yes	Nil	Nil
Renu	Independent Director	8	01	Yes	4	3

Dhanesh Kumar Rajaram Gautam	Independent Director	8	NIL	Yes	Nil	1
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*Membership / Chairman of only Audit Committee and Stakeholders Relationship Committee in public limited companies have been considered.

3. Materially significant related party transactions

Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished in the Notes to the Accounts attached with the financial statements for the year ended March 31, 2016

4. COMMITTEES OF THE BOARD

(a) Audit Committee

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

Terms of Reference

Apart from all the matters provided in clause 49 of the listing agreement and section 177 of the Companies Act 2013 and Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

Composition

The Audit Committee of the Company consist three Directors out of which two were Independent Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law. The Chairman of the Committee was Ms. Renu.

During the year under review, the committee re-constituted on 08.04.2015 and now consists of three Directors out of which two were Independent Directors of the Company was Ms. Renu, Mr. Dhanesh Kumar Rajaram Gautam and Mr. Ummed Singh. Ms. Renu has been designated as chairman of the committee.

The committee met Six (06) times during the financial year ended March 31st 2016 as follows: 08.04.2015, 30.05.2015, 13.08.2015, 01.09.2015, 13.11.2015, and 13.02.2016.

The attendance record of the members at the meeting were as follows

Director	Position Held in Committee	No of Meetings Held	Attended
Ms. Renu	Chairman	06	06
Mr.Dhanesh Kumar Rajaram Gautam	Member	06	06
Mr.Ummed Singh	Member	06	06

No sitting fee was paid during the year for attending meetings of Audit Committee.

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.
20. Mandatorily reviews the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
21. Review the Financial Statements of its Subsidiary company, if any.
22. Review the composition of the Board of Directors of its Subsidiary company, if any.
23. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

(b) Stakeholder Relationship Committee

During the year under review, the Stakeholder Relationship committee re-constituted on 08.04.2015 consists of three Directors out of which two were Independent Directors of the Company, Mr. Dhanesh Kumar Rajaram Gautam, Ms. Renu and Mr. Ranjeet Arya. Mr. Dhanesh Kumar Rajaram Gautam has been designated as chairman of the committee

The committee met Six (06) times during the financial year ended March 31st 2016 as follows: 08.04.2015, 30.05.2015, 13.08.2015, 01.09.2015, 13.11.2015 and 13.02.2016.

The attendance record of the members at the meeting were as follows

Director	Position held in Committee	No of Meetings held	Attended
Mr.Dhanesh Kumar Rajaram Gautam	Chairman	06	06
Ms. Renu	Member	06	06
Mr. Ranjeet Arya	Member	06	06

Role of Stakeholder Relationship Committee

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2016

Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints resolved during the year	Nil
Number of Shareholders' Complaints Pending at the end of the year	Nil

NOMINATION & REMUNERATION COMMITTEE & ITS POLICY

Our Company has constituted a nomination and remuneration committee ("Nomination and Remuneration Committee"). The committee currently comprises of three (3) Directors. Mr. Dhanesh Kumar Rajaram Gautam is the Chairman of the Nomination and remuneration committee.

The terms of reference of the remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.

- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

During the financial year 2015-2016, One meeting of the Committee were held as follows: 08.04.2015

Director	Position held in Committee	No of Meetings held	Attended
Mr. Dhanesh Kumar Rajaram Gautam	Chairman	01	01
Ms. Renu	Member	01	01
Mr. Ranjeet Arya	Member	01	01

REMUNERATION POLICY

The Company has paid remuneration of NIL to Executive cum Whole-Time Director. No remuneration has been paid by the company to Non-Executive Directors (in form of sitting fees and other expenses) during the year under review. The Company has also framed the remuneration policy and is updated on the Company's website.

During the period under review, No Salary has been paid to any Director.

5. Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Clause 49 of the listing agreement & Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Shareholders

Communication to Shareholders

The quarterly, half yearly and annual results are published and the same has been update on the website of the company.

Compliance Officer

Ms. Dimple Toshniwal is the Compliance Officer of the Company. She can be contacted for any investors' related matter relating to the Company.

General Body Meetings

Annual General Meetings

Details of last three Annual General Meetings were held as per the details given below

Year	Venue	Date & Time
2014-2015	K H -810, 2 nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi -110037.	30 th September, 2015 at 11.00 A.M.
2013-2014	K H -810, 2 nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi -110037.	29 th September, 2014 at 11.00 A.M.
2012-2013	A-29, Chander Vihar, Mandawali, Delhi - 110092.	30 th September, 2013 at 12.00 P.M.

7. DISCLOSURES

7.1 Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

7.2 Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

7.3 Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

7.4 Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

7.5 Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

FINANCIAL CALENDAR

Tentative calendar of events for the financial year 2016-17 (April to March) is as under: Adoption of half yearly Financial Results for:

Financial Calendar (Tentative) Results for the quarter ending

September 30, 2016 Upto 14th August, 2016

December 31, 2016 Upto 14th November, 2016

March 31, 2017 Upto 30th May, 2017

8. MEANS OF COMMUNICATION

All material information about the company is promptly submitted to the designated stock exchange i.e. Metropolitan Stock Exchange of India Limited, where the Company's shares got listed during the year and Quarterly, Half-Yearly and Annual Financial Results are being sent to the exchange for the information of the shareholders and published in the Newspapers.

The financial results are also displayed on the Company's website i.e. www.porschecapital.com

9. GENERAL SHAREHOLDERS INFORMATION

The following information would be useful to our shareholders

ANNUAL GENERAL MEETING	
Date	30 th September, 2016
Venue	K H - 810, 2 ND FLOOR, MAHIPAL PUR EXTENSION (NEAR MARUTI WORK SHOP), NEW DELHI - 110037.
Time	09:00 A.M.
FINANCIAL CALENDAR[1]	
Financial Year	1 st April 2015 - 31 st March 2016
Date of Book Closure	27 th September 2016 - 29 th September 2016

MARKET PRICE DATA

Since the equity shares are listed on the Metropolitan Stock Exchange of India Limited Delhi Stock Exchange market price of the Company's equity shares are:

22-Mar-2016	BE	390.00	390.00	390.00	390.00	6,000	23.40
18-Mar-2016	BE	390.00	390.00	390.00	390.00	5,000	19.50
17-Mar-2016	BE	389.00	389.00	389.00	389.00	1,562	6.08
11-Mar-2016	BE	390.00	390.00	390.00	390.00	2,000	7.80
10-Mar-2016	BE	387.00	388.00	387.00	388.00	2,838	11.00
09-Mar-2016	BE	388.00	388.00	388.00	388.00	838	3.25
08-Mar-2016	BE	390.00	390.00	390.00	390.00	2,000	7.80
04-Mar-2016	BE	386.00	388.00	386.00	388.00	6,662	25.79
03-Mar-2016	BE	388.00	388.00	388.00	388.00	100	0.39

LISTING AT STOCK EXCHANGE

NAME AND ADDRESS OF STOCK EXCHANGES

Metropolitan Stock Exchange of India Limited,
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai - 400 098, India.
Telephone : +91 22 6112 9000
Fax : +91 22 2654 4000

The ISIN number allotted to the company for demat of shares are as under.

NSDL: INE939Q01017

CDSL: INE939Q01017

SHAREHOLDERS COMPLAINTS

Company has not received any complaint during the financial year 2015-16. There is no complaint pending.

DETAILS OF NON COMPLIANCE

There has been no instance of Non Compliance with any Legal requirement, nor have there been any strictures imposed by any stock Exchange, SEBI or any matter relating to that.

CATEGORIES OF SHAREHOLDING AS AT 31.03.2016

CATEGORY	NO OF SHARES	PERCENTAGE OF (%)
Indian Promoters	2196320	11.59
Mutual Fund	NIL	NIL
Body Corporate	7900000	41.68
Individual	12836840	46.73
NRI/ OCBs	NIL	NIL
Total	18950300	100

DISTRIBUTION OF HOLDINGS

SHARE OR DEBENTURE HOLDING OF NOMINAL VALUE OF			SHARE/DEBENTURE HOLDERS		SHARE/DEBENTURE AMOUNT	
Rs.		Rs.	Number	% to Total	In Rs.	% to Total
(1)			(2)	(3)	(4)	(5)
Upto	-	5,000	375	45.62	837000	0.44
5,001	-	10,000	2	0.24	20000	0.01
10,001	-	20,000	160	19.46	2269000	1.20
20,001	-	30,000	0	0.00	0	0.00
30,001	-	40,000	0	0.00	0	0.00
40,001	-	50,000	0	0.00	0	0.00
50,001	-	1,00,000	32	3.89	3100000	1.64
1,00,001 and above			253	30.79	183277000	96.71
TOTAL			822	100.00	189503000	100.00

10. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management personnel have affirmed compliance with the Code on annual basis and Certificate to the Board of Director contains a declaration to this effect.

11. SHARE REGISTRAR AND TRANSFER AGENTS

SKYLINE Financial Services Private Limited

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

New Delhi - 110 020

Tel.: +91 11 64732687 Fax: +91 11 64732687 |

Web: www.skylinerta.com

Email: info@skylinerta.com

Contact Person: Mr. Virender Rana

SEBI Registration No: INR000003241

12. COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Dimple Toshniwal

K H -810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi-110037

Website: www.porschecapital.com

Email: porche_capital@yahoo.in

Address for Correspondence**Porsche Capital Market Limited**

Regd. Office: K H -810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop)

New Delhi-110037. Website: www.porchecapital.com

Email: porche_capital@yahoo.in

Dated: 06/09/2016

Place: Delhi

For and on behalf of board of
Porsche Capital Market Limited

Sd/

Umed Singh

Whole Time Director

DIN No: 06978940



DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges and Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the Members of the Board have affirmed compliance with the Code of Conduct for the year ended 31st March, 2016.

Dated: 06/09/2016
Place: Delhi

For and on behalf of board of
Porsche Capital Market Limited
Sd/
Ummed Singh
Director
DIN No: 06978940

COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) Under SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Ummed Singh, Whole Time Director certify to the Board that:

- a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of my knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Dated: 06/09/2016
Place: Delhi

For and on behalf of board of
Porsche Capital Market Limited
Sd/
Ummed Singh
Director
DIN No: 06978940

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Porsche Capital Market Limited,

We have reviewed the compliance of the conditions of Corporate Governance by M/s. Porsche Capital Market Limited for the year ended 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange in India and Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

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

M/s. VINOD MADDESHIYA & ASSOCIATES

Chartered Accountants

Sd-

CA VINOD KUMAR MADDESHIYA

(PROPRIETOR)

FRN: 18608C

M. No. 531423

Place: Uttar Pradesh

Date : 06.09.2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry Structure, Developments, Opportunities and threats**

The Securities business is at boom now. Porsche Capital Market Limited, a stock broking company provides a gamut of products and services including securities and commodities broking, research, distribution of financial products including mutual funds, IPO, insurance and bonds, investment planning, wealth management and merchant banking to a substantial and diversified clientele that includes individuals, corporations and financial institutions.

Our goal is to create wealth for our retail and corporate customers through sound financial advice and appropriate investment strategies. The Company's strategy is to attract and retain customers by focusing on a number of areas within the financial services industry retail brokerage, distribution of financial products, support services for sub-brokers.

Risk and Concerns

Stock market volatility and other industry risks could adversely affect our business. Any sustained downturn in general economic conditions or Indian equity markets and severe market fluctuations would likely result in reduced client trading volume and net revenues and will have a material adverse effect on our profitability. The operations of your company are subject to general business risks and competition in the industry, which can affect the growth of the company.

Internal control and their adequacy

The company has adequate internal control systems and procedures commensurate with the size and nature of business. The Company has proper system of disposal of assets of the company. Significant financial, managerial and operating information is accurate, reliable and is provided timely. All internal policies and statutory guidelines are complied with.

Material development in Human Resources and Industrial Relation front, including no. of people employed. Industrial relations remained cordial and harmonious during the year under review and there was no working day loss due to any adverse activities.

Cautionary statement

Statement in the management discussion and analysis describing the company's objectives, estimates, projections and expectation may be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially due to economic conditions effecting demand, supply, prices, change in government policies, tax laws and other incidental factors.

Dated: 06/09/2016

Place: Delhi

**For and on behalf of board of
Porsche Capital Market Limited**

Sd/

Ummed Singh

Director

DIN No: 06978940



Vinod Maddeshiya & Associates
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

**TO,
 THE MEMBERS
 M/S PORSCHE CAPITAL MARKET LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S PORSCHE CAPITAL MARKET LIMITED** (CIN: L65993DL1992PLC048483) ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the 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 of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"** statement on the matters specified in paragraphs 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 purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.

M/s. VINOD MADDESHIYA & ASSOCIATES

Chartered Accountants

S/d-

CA VINOD KUMAR MADDESHIYA

(PROPRIETOR)

FRN: 18608C

M. No. 531423

Place: Uttar Pradesh

Date : 28.05.2016

M/S PORSCHE CAPITAL MARKET LIMITED**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company..
- 2)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7)
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

M/s. VINOD MADDESHIYA & ASSOCIATES

Chartered Accountants

S/d-

CA VINOD KUMAR MADDESHIYA

(PROPRIETOR)

FRN: 18608C

M. No. 531423

Place: Uttar Pradesh

Date: 28.05.2016

M/S PORSCHE CAPITAL MARKET LIMITED**“Annexure B” to the Independent Auditors’ Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Porsche Capital Market 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.

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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.

M/s. VINOD MADDESHIYA & ASSOCIATES

Chartered Accountants

S/d-

**CA VINOD KUMAR MADDESHIYA
(PROPRIETOR)**

FRN: 18608C

M. No. 531423

Place: Uttar Pradesh

Date: 28.05.2016

PORSCHKE CAPITAL MARKET LTD.

Reg. Office: K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop), New Delhi-110037

CIN: L65993DL1992PLC048483

Balance Sheet as at 31st March, 2016

Amount in Rs.

Particulars	Note No	31.03.2016	31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	189,503,000.00	189,503,000.00
(b) Reserves and Surplus	2	292,630.26	(340,891.12)
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	4	1,982.00	3,322.00
(c) Other Long term liabilities	5	10,030,000.00	10,000,000.00
(d) Long term provisions	6	-	-
(4) Current Liabilities			
(a) Short-term borrowings	7	575,241.00	477,221.00
(b) Trade payables	8	11,811,415.00	9,477,795.00
(c) Other current liabilities	9	896,720.00	908,945.00
(d) Short-term provisions	10	372,875.55	240,978.75
Total		213,483,863.81	210,270,370.63
II.Assets			
(1) Non-current assets			
(a) <i>Fixed assets</i>	11		
(i) Tangible assets		18,674.29	35,675.48
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	9,000,000.00	9,000,000.00
(c) Deferred tax assets (net)	13	-	-
(d) Long term loans and advances	14	52,628,518.00	112,386,254.00
(e) Other non-current assets	15	2,038,129.00	1,921,901.00
(2) Current assets			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	13,512,620.00	10,652,020.00
(d) Cash and cash equivalents	19	307,504.52	1,331,305.15
(e) Short-term loans and advances	20	135,695,576.00	74,911,800.00
(f) Other current assets	21	282,842.00	31,415.00
Total		213,483,863.81	210,270,370.63

NOTES TO ACCOUNTS

28

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

As per our report of even date attached.
For Vinod Maddeshiya & Associates
Chartered Accountants

For Porsche Capital Market Ltd.

S/d-
CA Vinod Kumar Maddeshiya
Prop.
Membership No. : 531423
FRN: 18608C

Place : Delhi
Date : 28-05-2016

Sd/-	Sd/-
Ummed Singh	Dhanesh Kumar
(Director)	Rajaram Gautam
DIN:- 06978940	(Director)
	DIN:- 06872233

S/d-
Dimpal Toshniwal
Company Secretary
M No.: A38240

PORSCHER CAPITAL MARKET LTD.

Reg. Office: K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop), New Delhi-110037

CIN: L65993DL1992PLC048483

Profit and Loss statement for the year ended 31st March, 2016

		Amount in Rs.	
Particulars	Note No	31.03.2016	31.03.2015
I. Revenue from operations		8,589,018.00	13,088,826.00
II. Other Income	22	-	108,500.00
III. Total Revenue (I + II)		8,589,018.00	13,197,326.00
<u>IV. Expenses:</u>			
Purchase in Stock in Trade		4,833,620.00	11,347,645.00
Employee benefit expense	23	690,665.00	343,595.00
Financial costs	24	1,001.13	5,089.85
Depreciation and amortization expense	25	17,001.19	30,426.03
Operation & Other expenses	26	2,109,957.50	1,127,374.00
Total Expenses		7,652,244.82	12,854,129.88
V. Profit before exceptional and extraordinary items and tax	(III - IV)	936,773.18	343,196.12
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		936,773.18	343,196.12
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		936,773.18	343,196.12
X. Tax expense:			
(1) Current tax		316,428.86	114,490.47
(2) Deferred tax Liabilities / (Assets)		(1,340.00)	(672.00)
(3) Income tax Adjustment		(11,837.06)	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	633,521.38	229,377.65
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-

XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		633,521.38	229,377.65
XVI. Earning per equity share:			
(1) Basic		0.03	0.07
(2) Diluted		0.03	0.07

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per our report of even date attached.

For Vinod Maddeshiya & Associates
Chartered Accountants

For Porsche Capital Market Ltd.

Sd/-
CA Vinod Kumar Maddeshiya

Prop.
Membership No. : 531423
FRN: 18608C

Place : Delhi
Date : 28-05-2016

Sd/-
Ummed Singh
(Director)
DIN:- 06978940

Sd/-
Dhanesh Kumar
Rajaram
Gautam
(Director)
DIN:-
06872233

Sd/-
Dimpal Toshniwal
Company Secretary
M No.: A38240

Notes Forming Part of the Balance Sheet

Note : 1 Share Capital

Sr. No	Particulars	31.03.2016	31.03.2015
1	<u>AUTHORIZED CAPITAL</u> 2,05,00,000 Equity Shares of Rs. 10/- each.	205,000,000.00	205,000,000.00
2	<u>ISSUED</u> 18,950,300 Equity Shares of Rs. 10/- each.	189,503,000.00	189,503,000.00
3	<u>SUBSCRIBED & PAID UP CAPITAL</u> 18,950,300 Equity Shares of Rs. 10/- each.	189,503,000.00	189,503,000.00
	Total	189,503,000.00	189,503,000.00

Note : 2 Reserve & Surplus

Sr. No	Particulars	31.03.2016	31.03.2015
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	-	-
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (General Reserve)	-	-
8	Surplus (Profit & Loss Account)		
	Op Bal. of P/L	(340,891.12)	(570,268.77)
	Current Year Profit	633,521.38	229,377.65
	Total	<u>292,630.26</u>	<u>(340,891.12)</u>
	G.Total	292,630.26	(340,891.12)

Note : 3 Long Term Borrowings

Sr. No	Particulars	31.03.2016	31.03.2015
1	Bonds / Debentures	-	-
2	<u>Term Loan</u>		
	- From Bank	-	-
	- From Other Parties	-	-
3	Deferred Payment Liabilities	-	-
4	Deposit	-	-
5	Loans & Advances From Related Parties	-	-
6	Long Term Maturities of Finance lease obligation	-	-
7	Loans From Directors	-	-
8	<u>Other Loans</u>	-	-
	Total	-	-

Note : 4 Deferred Tax Liabilities (Net)

Sr. No	Particulars	31.03.2016	31.03.2015
1	Deferred Tax Liability	1,982.00	3,322.00
	Total	1,982.00	3,322.00

Note : 5 Other Long Term Liabilities

Sr. No	Particulars	31.03.2016	31.03.2015
1	Trade Creditors	-	-
2	Others	10,030,000.00	10,000,000.00
	Total	10,030,000.00	10,000,000.00

Note : 6 Long Term Provisions

Sr. No	Particulars	31.03.2016	31.03.2015
1	Provision from Employment Benefit	-	-
2	Other	-	-
	Total	-	-

Note : 7 Short Term Borrowings

Sr. No	Particulars	31.03.2016	31.03.2015
1	<u>Loan Repayable on Demand</u>		
	- From Bank	-	-
	- From Other Parties	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	575,241.00	477,221.00
	Total	575,241.00	477,221.00

Note : 8 Trades Payable

Sr. No	Particulars	31.03.2016	31.03.2015
		-	-
1	Trade Payable	11,811,415.00	9,477,795.00
		-	-
	Total	11,811,415.00	9,477,795.00

Note : 9 Other Current Liabilities

Sr. No	Particulars	31.03.2016	31.03.2015
1	Audit Fees Payable	17,000.00	17,000.00
2	Listing Fees Payable	-	42,000.00
3	Salary Expenses Payable	229,937.00	284,471.00
4	Office Expenses Payable	468,607.00	565,474.00
5	Other Payable	181,176.00	-
	Total	896,720.00	908,945.00

Note : 10 Short Term Provisions

Sr. No	Particulars	31.03.2016	31.03.2015
1	<u>Provision From Employees Benefit</u>	-	-
2	<u>Others</u>		
	Provision For Income Tax	352,875.55	230,978.75
	TDS Payable	20,000.00	10,000.00
	Total	372,875.55	240,978.75

Note : 11 Fixed Assets

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value as on 01.04.2015	Addition during the year	Deducti on during the year	Value as on 31.03.2016	Value as on 01.04.2015	Addition during the year	Deducti on during the year	Value as on 31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
I	<u>Tangible Assets</u>											
	Office Equipment	18.10%	25,690.00	-	-	25,690.00	16,834.76	4,758.56	-	21,593.32	4,096.68	8,855.24
	Computer	40.00%	59,738.00	-	-	59,738.00	32,917.76	12,242.62	-	45,160.39	14,577.61	26,820.24
	SUB TOTAL (A)		85,428.00	-	-	85,428.00	49,752.52	17,001.19	-	66,753.71	18,674.29	35,675.48
II	<u>Intangible Assets</u>											
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	-
III	<u>Capital Work-in-progress</u>											
	SUB TOTAL (C)		-	-	-	-	-	-	-	-	-	-
IV	<u>Intangible Assets Under Development</u>											
	SUB TOTAL (D)		-	-	-	-	-	-	-	-	-	-
	Total [A + B + C + D]	(Current)	85,428.00	-	-	85,428.00	49,752.52	17,001.19	-	66,753.71	18,674.29	35,675.48
		(Previous)	50,278.00	35,150.00	-	85,428.00	19,326.00	30,426.00	-	49,753.00	35,675.48	30,951.51

Note : 12 Non Current Investment

Sr. No	Particulars	31.03.2016	31.03.2015
1	Investment in Property	-	-
2	Investment in Equity Instrument - Unquoted Shares	9,000,000.00	9,000,000.00
3	Other Investment	-	-
4	Investment in Mutual Fund	-	-
5	Investment in Partnership Firm	-	-
	Total	9,000,000.00	9,000,000.00

Note : 13 Deferred Tax Assets (Net)

	Particulars	31.03.2016	31.03.2015
1	Deferred Tax Assets	-	-
	Total	-	-

Note : 14 Long Term Loans and Advances

Sr. No	Particulars	31.03.2016	31.03.2015
I)	<u>Capital Assets</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
II)	<u>Security Deposit</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
III)	<u>Loans & Advances to related parties</u>	-	-
IV)	<u>Other Loans & Advances</u>	52,628,518.00	112,386,254.00
	Total	52,628,518.00	112,386,254.00

Note : 15 Other Non Current Assets

Sr. No	Particulars	31.03.2016	31.03.2015

1	Long Term Trade Recievables		
	<u>a) Secured, Considered Good :</u>	-	-
	<u>b) Unsecured, Considered Good :</u>	-	-
	<u>c) Doubtful</u>	-	-
	-		
2	Prelimery Exp.	1,224,000.00	1,530,000.00
	Misc Expenditure	814,129.00	391,901.00
	Total	2,038,129.00	1,921,901.00

Note :16 Current Investment

Sr. No	Particulars	31.03.2016	31.03.2015
1	Investment in Equity	-	-
2	Investment in Prefrence Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	Others		
	FDR & Accrued Interest	-	-
	Total	-	-

Note : 17 Inventories

Sr. No	Particulars	31.03.2016	31.03.2015
1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
7	Other (Specify the nature)	-	-
8	Goods-in-transit	-	-
	Total	-	-

Note : 18 Trade Recievables

Sr. No	Particulars	31.03.2016	31.03.2015
1	<u>Outstanding for more than six months</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
	-		
2	<u>Others</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	13,512,620.00	10,652,020.00
	-		
	c) Doubtful	-	-
	-		
	-		
	Total	13,512,620.00	10,652,020.00

Note : 19 Cash & Cash Equivalent

Sr. No	Particulars	31.03.2016	31.03.2015
1	Cash in Hand (including staff imprest A/c)	176,790.00	997,735.00
2	Balance with schedule bank:		
	In current Account	130,714.52	333,570.15
	Total	307,504.52	1,331,305.15

Note :20 Short Terms Loans and Advances

Sr. No	Particulars	31.03.2016	31.03.2015
1	Loans & Advances from related parties		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others	135,695,576.00	74,911,800.00
	Total	135,695,576.00	74,911,800.00

Note : 21 Other Current Assets

Sr. No	Particulars	31.03.2016	31.03.2015
1	TDS	282,842.00	31,415.00
	Total	282,842.00	31,415.00

Note : 22 Other Income

Sr. No	Particulars	31.03.2016	31.03.2015
1	Interest Income		
2	Interest (Others)	-	108,500.00
	Total	-	108,500.00

Note : 23 Employment Benefit Expenses

Sr. No	Particulars	31.03.2016	31.03.2015
1	Salary	470,000.00	311,430.00
2	Staff Welfare	220,665.00	32,165.00
	Total	690,665.00	343,595.00

Note :24 Financial Cost

Sr. No	Particulars	31.03.2016	31.03.2015
1	Bank Charges	1,001.13	5,089.85
	Total	1,001.13	5,089.85

Note : 25 Depreciation & Amortised Cost

Sr. No	Particulars	31.03.2016	31.03.2015
1	Depreciation	17,001.19	30,426.03
	Total	17,001	30,426.03

Note : 26 Other Expenses

Sr. No	Particulars	31.03.2016	31.03.2015
	Operational Expenses		

-			
Business Promotion Expenses	-	17,434.00	
Travelling Expenses	63,512.00	44,882.00	
Misc. Expenses	257,184.00	31,481.00	
Printing & Stationery	66,347.00	44,555.00	
Legal & Professional Charges	408,683.00	175,094.00	
Conveyance expenses	53,490.00	37,895.00	
Rent	83,000.00	-	
Telephone Expenses	73,358.00	27,178.00	
Internet Expenses	21,015.00	12,795.00	
Advertisement	28,440.00	77,778.00	
Custodian Fees	64,085.00	15,732.00	
Expenses W/O	447,852.00	492,794.00	
Filling Fees	31,116.00	45,938.00	
Listing Fees	427,625.00	48,316.00	
Repair & Maintenance	58,490.50	24,930.00	
ROC Expenses	-	6,160.00	
Web Charges	8,760.00	7,412.00	
Payment to Auditors:			
Audit Fees	17,000.00	17,000.00	
Total	2,109,957.50	1,127,374.00	

As per our report of even date attached.
 For Vinod Maddeshiya & Associates
 Chartered Accountants

For Porsche Capital Market Ltd.

Sd/-
 CA Vinod Kumar Maddeshiya
 Prop.
 Membership No. : 531423
 FRN: 18608C

Place : Delhi

Date : 28-05-2016

Sd/- Sd/-
 Ummed Dhanesh Kumar Rajaram
 Singh Gautam
 (Director) (Director)
 DIN:-
 06978940 DIN:- 06872233

Sd/-
 Dimpal
 Toshniwal
 Company
 Secretary
 M No.:
 A38240

PORSCHE CAPITAL MARKET LIMITED

Reg. Office: K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop), New Delhi-110037

CIN: L65993DL1992PLC048483

Cash Flow Statement

For the Year Ending 31-Mar-2016	Amounts Rs.	Amounts Rs.
	31.03.2016	31.03.2015
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1. Net profit before tax	936,773.18	343,196.12
2. <u>Adjustment for:</u>		
<u>Add:</u> Depreciation & Amortisation Expenses	464,853.19	172,278.03
Operating Profit before Working capital changes	1,401,626.37	515,474.15
<u>3. Working Capital Changes:</u>		
Decrease (Increase) in Trade & Other Receivables	(2,860,600.00)	(9,812,125.00)
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Other Current Assets	(251,427.00)	(31,415.00)
Increase (Decrease) in Trade & Other Payables	2,333,620.00	9,477,795.00
Increase (Decrease) in Other Current Liabilities	(12,225.00)	-
Increase (Decrease) in Other Liabilities	-	218,332.00
Decrease (Increase) in Short Term Provision	10,000.00	10,000.00
Net Changes in Working Capital	(780,632.00)	(137,413.00)
<u>Cash Generated from Operations</u>	620,994.37	378,061.15
Adjustment of Taxes	182,695.00	1,533.00
Net Cash Flow from Operating Activities (A)	438,299.37	376,528.15
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	-	(35,150.00)
(Increase) Decrease in Other Non Current Assets	(564,080.00)	(2,063,753.00)
(Increase) Decrease in Long Term Loans & Advances	59,757,736.00	(89,607,736.00)
(Increase) Decrease in Short Terms Loans & Advances	(60,783,776.00)	(74,911,800.00)
Decrease (Increase) in Current Investments	-	-
Decrease (Increase) in Non Current Investments	-	-

(Decrease) Increase in Long Term Liabilities	-	10,000,000.00
(Decrease) Increase in Other Long Term Liabilities	30,000.00	-
Net Cash Flow from Investing Activities (B)	(1,560,120.00)	(156,618,439.00)
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of Share Capital	-	157,000,000.00
Increase in Long Terms Borrowings	-	-
Increase in Short Terms Borrowings	98,020.00	477,221.00
Proceeds from/(Refund) Share Application Money	-	-
Net Cash Flow from Financing Activities (C)	98,020.00	157,477,221.00
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	(1,023,800.63)	1,235,310.15
Cash and cash equivalents at the beginning of the year / Period	1,331,305.15	95,995.00
Cash and cash equivalents at the end of the year/ Period	307,504.52	1,331,305.15
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.		

As per our report of even date
For Vinod Maddeshiya & Associates
Chartered Accountants

For Porsche Capital Market Ltd.

Sd/-
CA Vinod Kumar Maddeshiya
Prop.
Membership No. : 531423
FRN: 18608C

Place : Delhi
Date : 28-05-2016

Sd/-
Ummed Singh
(Director)
DIN:- 06978940

Sd/-
Dhanesh Kumar
Rajaram Gautam
(Director)
DIN:- 06872233

Sd/-
Dimpal Toshniwal
Company Secretery
M No.: A38240

Note : 28 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS**A- SIGNIFICANT ACCOUNTING POLICIES****1 Basis of Accounting**

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

3 Recognition of Income

Revenue from Interest on loans financed by the Company is recognized on accrual basis. Other Income, if any is recognized and accounted for on accrual basis unless otherwise stated.

4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realized.

6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

8 Earnings Per Share

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

9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the yearend are translated at the rate ruling at the yearend rate.

11 Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

B- NOTES TO THE ACCOUNTS

- 1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2) Reconciliation of Nos. Of Shares

	2015-16	2014-14
Number of Equity Shares at the beginning	18,950,300.00	3,250,300.00
Add:- Number of Shares Issued	-	15,700,000.00
Number of Equity Shares at the end	18,950,300.00	18,950,300.00

- 3) Below are the name of the shareholders holding more than 5% of Shares of the company

Name	Class of Share	No. of Share Holding	Percentage of Holding
Rajkumari Marketing Services Private Limited	Equity	1,700,000	8.97%
Moviscorp Film Production Limited	Equity	3,550,000	18.73%
HSK Real Estates Private Limited	Equity	1,450,000	7.65%
Citizen Compset Private Limited	Equity	1,450,000	7.65%
Argon Marketing Private Limited	Equity	1,450,000	7.65%

Triveni Motors HSMI Dealership Private Limited	Equity	1,450,000	7.65%
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- 4) All the investments made by the company are valued at Cost.
- 5) Managerial Remuneration: Nil
- 6) The inventories of the company are valued as per cost price and market price whichever is less.
- 7) Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognized unless there is virtual certainty with respect to the reversal of the same in future years.
- 8) All schedules annexed to and from integral part of the Balance Sheet and Profit & Loss Account.
- 9) Minimum Alternative Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.
- 11) Value of Import on CIF Basis Nil
- 12) Earnings in Foreign Exchange (FOB Value) Nil
- 13) Expenditure in Foreign Currency Nil
- 14) The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.
- 15) *Earnings Per Share:*

Particulars	March 31st, 2016
Net profit after tax available for Equity Shareholders (Rs.) (A)	633,521
Weighted Avg. Number Equity Shares outstanding (Nos.) (B)*	18,950,300
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	18,950,300
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.03
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.03

(*Refer Note 27)

As per our report of even date attached.

For Vinod Maddeshiya & Associates
Chartered Accountants

Sd/-
CA Vinod Kumar Maddeshiya
Prop.
Membership No. : 531423
FRN: 18608C

Place : Delhi
Date : 30.05.2015

For Porsche Capital Market Ltd.

Sd/-	Sd/-
Ummed Singh	Dhanesh Kumar
(Director)	Rajaram Gautam
DIN:- 06978940	(Director)
	DIN:- 06872233

Sd/-
Dimpal Toshniwal
Company Secretary
M No.: A38240

Form No. MGT-11

Proxy form

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

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

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

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

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

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of PORSCHE CAPITAL MARKET LIMITED will be held on Friday, 30th September, 2016 at 09:00 A.M. at K H - 810, 2nd Floor Mahipal Pur Extension (Near Maruti Work Shop) New Delhi South West Delhi - 110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2016		
2.	To appoint a director in place of Ranjeet Arya, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/S. K.K. PAUL & CO., Chartered Accountants as Statutory Auditors & fixing their remuneration		

* Applicable for investors holding shares in Electronic form.

Signed this ___ day of ___ 20___

Affix Revenue
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

ATTENDANCE SLIP

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

Full name of the members attending _____

(In block capitals)

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

Name of Proxy _____

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

I hereby record my presence at the 24th Annual General Meeting of PORSCHE CAPITAL MARKET LIMITED will be held on Friday, 30th September, 2016 at 09:00 A.M. at K H - 810, 2nd Floor Mahipal Pur Extension (Near Maruti Work Shop) New Delhi South West Delhi - 110037

(Member's/Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map for Annual General Meeting

