

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

Date: 03.11.2018

To,

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

SYMBOL: PORSCHE

Sub: Submission of Annul Report for the financial year 2017-2018

Dear Sir,

Please find enclosed herewith annual report for the financial year 2018-2018

Please take the same on your records.

Thanking You,

Yours Faithfully

For Porsche Capital Market Limited



Dinakar Joshi
Director

Encl: as above

Porsche Capital Market Limited



26th ANNUAL REPORT For the Financial Year 2017-2018

COMPANY INFORMATION**BOARD OF DIRECTORS**

Mr. Rajan Tirkey
(Non- Executive & Non Independent Director)

Ms. Gita Devi
(Independent Director)

Mr. Diwakar Joshi
(Non- Executive & Non Independent Director)

Mr. Niraj Saw
(Independent Director)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Dimple Toshniwal

STATUTORY AUDITORS

M/s. Gupta J & Associates
Chartered Accountants
A-7, Jitar Nagar, Parwana Road
New Delhi -110051

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.	<i>Notice</i>
2.	<i>Director's Report</i>
3.	<i>Secretarial Audit Report</i>
4.	<i>Corporate Governance Report</i>
5.	<i>Management Discussion and Analysis</i>
6.	<i>MGT-9</i>
7.	<i>Annual financial Statements</i>
8.	<i>Proxy Form</i>
9.	<i>Attendance Slip</i>

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

NOTICE

Notice is hereby given that the 26th Annual General Meeting of PORSCHÉ CAPITAL MARKET LIMITED will be held on Wednesday, 19th September, 2018 at 09:15 A.M. at Gauri Shankar Mandir, K Block, Mangolpuri, Delhi-110083 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2018 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. DIWAKAR JOSHI**, who retires by rotation and being eligible offer himself for re – appointment.
3. To appoint M/s. **Gupta J & Associates**, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of 31st AGM of the company and fix their remuneration.

“RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s **Gupta J & Associates** (Firm Registration Number: 032107N) Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, for a term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2023, subject to ratification by members at every Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESSES:

4. **To appoint Mr. Rajan Tirkey (DIN: 07802956) as a Director and in this regard to Consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajan Tirkey (DIN: 07802956), who was appointed as Additional Non-Independent Director on 18th December, 2017 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

5. **To appoint Ms. Gita Devi (DIN: 08078752) as an Independent Director and in this regard to Consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms. Gita Devi (DIN: 08078752), who was appointed as an Additional & Independent Director of the Company with effect from 20th March, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 20th March, 2018.”

6. **To appoint Mr. Niraj Saw (DIN: 08083396) as an Independent Director and in this regard to Consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Niraj Saw (DIN: 08083396), who was appointed as an Additional & Independent Director of the Company with effect from 20th March, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 20th March, 2018.”

**By Order of the Board
For PORSCHÉ CAPITAL MARKET LIMITED**

**Sd/-
DIWAKAR JOSHI
DIRECTOR
DIN: 06716185**

**Date: 23.08.2018
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 at D - 153, 1st Floor, Okhla Industrial Area, Phase - I, 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 16th September, 2018 to 18th September, 2018 (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 A.M. to 1.00 P.M. 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 Wednesday, September 19, 2018 at 09:15 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 **16th September, 2018 (9:00 A.M.) and ends on 18th September, 2018 (5:00 P.M.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **12th September, 2018**, 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) :

1. 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.
2. Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
3. Click on shareholder-Login.
4. Put user ID and password as initial password noted in step (i) above. Click login.
5. 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.
6. Home page of e-voting opens, click on e-voting: Active Voting cycles.
7. Select **“EVEN” of PORSCHÉ CAPITAL MARKET LIMITED**.
8. Now you are ready for remote E-voting as cast vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. 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 csakbar0786@gmail.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 **16.09.2018 and ends on 18.09.2018**. 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 12th, 2018**, 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 12th, 2018**, 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. September 12th, 2018**, 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. Mohd. Akbar** Practicing Company Secretary (COP: 16097), 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 along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.porshecapital.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/-
DIWAKAR JOSHI
DIRECTOR
DIN: 06716185**

Date: 23.08.2018

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4: REGULARIZATION OF MR. RAJAN TIRKEY AS DIRECTOR**

Mr. Rajan Tirkey was appointed as an Additional Director of the Company with effect from 18th December, 2017, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. The Board is of the view that the appointment of **Mr. Rajan Tirkey** on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except **Mr. Rajan Tirkey** himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 5: REGULARIZATION OF MS. GITA DEVI AS AN INDEPENDENT DIRECTOR

The Board of Directors of the Company at their meeting held on 20th March, 2018 approving appointment of **Ms. Gita Devi (DIN- 08078752)** as Additional Director on the Board of the Company (designated as Independent and Additional Director) in accordance with the provisions contained in Section 149 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law.

Ms. Gita Devi (DIN- 08078752) shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting. Approval of the Members is required by way of an Ordinary Resolution for appointment of **Ms. Gita Devi**.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from **Ms. Gita Devi** that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Gita Devi fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Gita Devi is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Ms. Gita Devi are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution at Item No. 5 for the approval of the Members of the Company.

Ms. Gita Devi is interested in the resolution to the extent of her appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

ITEM NO. 6: REGULARIZATION OF MR. NIRAJ SAW AS AN INDEPENDENT DIRECTOR

The Board of Directors of the Company at their meeting held on 20th March, 2018 approving appointment of **Mr. Niraj Saw (DIN- 08083396)** as Additional Director on the Board of the Company (designated as Independent and Additional Director) in accordance with the provisions contained in Section 149 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law.

Mr. Niraj Saw (DIN- 08083396) shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting. Approval of the Members is required by way of an Ordinary Resolution for appointment of **Mr. Niraj Saw**.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from **Mr. Niraj Saw** that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **Mr. Niraj Saw** fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Niraj Saw are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution at Item No. 4 for the approval of the Members of the Company.

Mr. Niraj Saw is interested in the resolution to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

**By Order of the Board
For PORSCHE CAPITAL MARKET LIMITED**

**Sd/-
DIWAKAR JOSHI
DIRECTOR
DIN: 06716185**

**Date: 23.08.2018
Place: New Delhi**

ANNEXURE I TO THE NOTICE

Name	DIWAKAR JOSHI
Age	48 years
Qualifications	GRADUATE
Experience	20 years
Terms and conditions of appointment including details of remuneration	His office is liable to retire by rotation and currently he is not getting any remuneration.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	06.02.2017
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	7
Other directorship, membership / chairmanship of committees of other board	Designated Partner in LORUM TAILORING AND POLISHING LLP MANUSMRTI EDUCATION LLP
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

ANNEXURE II TO THE NOTICE

Name	RAJAN TIRKEY
Age	22 years
Qualifications	GRADUATE
Experience	1 year
Terms and conditions of appointment including details of remuneration	Mr. RAJAN TIRKEY holds the office as Non-Independent and Non-Executive Director of the Company. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. 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	18.12.2017
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	3
Other directorship, membership / chairmanship of committees of other board	Director in RAJKUMARI MARKETING SERVICES PRIVATE LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

ANNEXURE III TO THE NOTICE

Name	GITA DEVI
Age	52 YEARS
Qualifications	GRADUATE
Experience	20 YEARS
Terms and conditions of appointment including details of remuneration	Ms. Gita Devi will hold the office of Independent Director for a period of Five years commencing from 20.03.2018. Other terms And Conditions are mentioned in the appointment letter which is available for Inspection by Members on all working days except Holidays from 11:00 A.M. to 05:00 P.M. at the end of the registered office of the company.
Last drawn remuneration	N.A.
Date of first appointment by the Board of Directors of the Company	20.03.2018
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	1
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: AMSONS APPARELS LIMITED EDEN INFRASMITH PRIVATE LIMITED
Justification for appointment of Independent Director	The appointment will be for the period mentioned against their respective names ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act. As Independent Directors, they will not be liable to retire by rotation. Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria. Appointment of Independent Director shall be done in accordance with the all the applicable laws of Companies Act 2013 and Listing Agreement entered by the Company with BSE Limited.

ANNEXURE IV TO THE NOTICE

Name	NIRAJ SAW
Age	23 years
Qualifications	Graduate
Experience	1 Year
Terms and conditions of appointment including details of remuneration	Mr. Niraj Saw holds the office as Independent Director of the Company. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. 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	20/03/2018
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	1
Other directorship, membership / chairmanship of committees of other board	SATKAR FINLEASE LIMITED OP PROPERTY DEVELOPERS PRIVATE LIMITED
Justification for appointment of Independent Director	The appointment will be for the period mentioned against their respective names ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act. As Independent Directors, he will not be liable to retire by rotation. Re-appointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria. Appointment of Independent Director shall be done in accordance with the all the applicable laws of Companies Act 2013 and Listing Agreement entered by the Company with MSEI Limited.

DIRECTOR'S REPORT

Your Directors have great pleasure in presenting the 26th Annual Report together with the Audited Accounts of the Company for the year ended at 31st March, 2018.

FINANCIAL RESULTS

The summarized performance of the Company for the years 2017-18 and 2016-17 is given below:

Particulars	For the Financial year ended as on 31st March, 2018	For the Financial year ended as on 31st March, 2017
Income	41,78,515	67,76,106.00
Less: Expenditure	(39,39,394)	(64,07,820.11)
Profit/(Loss) before taxation	2,39,121	3,68,285.89
Less: Tax	61,535	(1,22,145.77)
Net profit/ (Loss) after taxation	1,77,586	2,46,140.13

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 41,78,515/- as against income of Rs. . 67,76,106/- in 2016-17.

RESERVE AND SURPLUS

The Company has transferred amount of Rs. 1,77,586/- 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.

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, 2018, 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

To appoint M/s. Gupta J & Associates, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of 31st AGM of the company subject to the ratification by the shareholders at the every Annual General meeting of the company and fix their remuneration.

“Further, pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s Gupta J & Associates (Firm Registration Number: 032107N) Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, for a term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2023, subject to ratification by members at every Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

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, Mr. Rajan Tirkey has been appointed as Non- Executive & Non Independent Director on the Board of the company w.e.f 18/12/2017 and Mr. Ranjeet Arya has resigned from the directorship of the company w.e.f 18.12.2017

Further Mr. Dhanesh Kumar Rajaram Gautam and Ms. Renu has resigned from the directorship of the company w.e.f 20/03/2018 and Ms. Geta Devi and Niraj Saw were appointed as Additional Independent Directors of the company w.e.f on 20.03.2018

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 7 (Seven) times on 27.05.2017, 10.08.2017, 01.09.2017, 09.11.2017, 18.12.2017, 13.02.2018 and 20.03.2018. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE

The Company has duly constituted the Audit Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and **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 Stakeholder Relationship Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and **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 **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 2017-18 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 not entered into any 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 adequate 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. Mohd Akbar, Company Secretary in Practice 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 of whole time Director and Chief Financial officer 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. Further, website of the company has been updated.

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 27th May, 2017, 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

Place: New Delhi
Date: 23.08.2018

By Order of the Board of Directors	
For Porsche Capital Market Limited	
Sd/-	Sd/-
Diwakar Joshi	Ranjan Tirkey
Director	Director
DIN 06716185	DIN: 07802956



**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 2017-18 (Rs.)	% increase in Remuneration in FY 2017-18**	Ratio of Remuneration of Director to Median Remuneration of Employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Ms. Dimle Toshniwal, Company Secretary	144,000	NA	N.A.	N.A.

The number of permanent employees as on 31st March 2018 was **3**.

Average of remuneration of employees excluding KMPs – **Nil**

No employee's remuneration for the year 2017-18 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, 2018 **-NOT APPLICABLE**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

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	PORSCHE 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.porschecapital.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 Product/service	% 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-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% 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	-	-	--	-	-	-	-	-	-
b) Bodies Corp.	21,96,320	-	21,96,320	11.59	21,96,320	-	21,96,320	11.59	-
Sub-total (A)(1)	2196320	-	2196320	11.59	2196320	-	2196320	11.59	-
(2) Foreign									
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2196320	-	2196320	11.59	2196320	-	2196320	11.59	-
B. Public Shareholding									
1. Institutions									
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	2229449	7237480	9466929	49.96	2278287	7237480	9515767	50.21	0.26
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2406551	1145100	3551651	18.74	2357713	1145100	3502813	18.48	0.26

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2990400	745000	3735400	19.71	2990400	745000	3735400	19.71	-
c) Others (specify)									
i)HUF	-	-	-	-	-	-	-	-	-
ii)Clearing Members	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	7626400	8457080	16753980	88.41	7626400	9127580	16753980	88.41	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	12834140	3919840	16753980	88.41	7626400	9127580	16753980	88.41	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	14534140	4416160	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-2017]			Share holding at the end of the year[As on 31-March-2018]			% 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.	Rajkumari Marketing Services Pvt Ltd	2196320	11.59	Nil	2196320	11.59	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.	Rajkumari Marketing Services Pvt Ltd				
	At the beginning of the year	2196320	11.59	2196320	11.59
	At the end of the year	2196320	11.59	2196320	11.59

Note : There was 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(31.03.2017)	2465000	13.01	2465000	13.01
	At the end of the year(31.03.2018)	2465000	13.01	2465000	13.01
2.	Argon Marketing Pvt Ltd				
	At the beginning of the year(31.03.2017)	1450000	7.65	1450000	7.65
	At the end of the year(31.03.2018)	1450000	7.65	1450000	7.65
3.	HSK Real Estates Private Limited				
	At the beginning of the year(31.03.2017)	1450000	7.65	1450000	7.65
	At the end of the year(31.03.2018)	1450000	7.65	1450000	7.65
4.	Triveni Motors (HMSI Dealership) Pvt Ltd				
	At the beginning of the year(31.03.2017)	1450000	7.65	1450000	7.65
	At the end of the year(31.03.2018)	1450000	7.65	1450000	7.65
5.	Citizen Compset Private Limited				

	At the beginning of the year(31.03.2017)	931500	4.92	931500	4.92
	At the end of the year(31.03.2018)	931500	4.92	931500	4.92
6.	Shailendra Kumar Agarwal				
	At the beginning of the year(31.03.2017)	200000	1.06	200000	1.06
	At the end of the year(31.03.2018)	200000	1.06	200000	1.06
7.	Bhuvneshwari Arun				
	At the beginning of the year(31.03.2017)	200000	1.06	200000	1.06
	At the end of the year(31.03.2018)	200000	1.06	200000	1.06
8.	Jatin Ahuja				
	At the beginning of the year(31.03.2017)	200000	1.06	200000	1.06
	At the end of the year(31.03.2018)	200000	1.06	200000	1.06
9.	GOLDENSIGHT VINIMAY PRIVATE LIMITED				
	At the beginning of the year(31.03.2017)	-	-	-	-
	At the end of the year(31.03.2018)	225245	1.19	225245	1.19

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
1.	N.A				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

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	-	5030000	-	5030000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	5030000	-	5030000
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	1775000	-	1775000
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	1775000	-	1775000
i) Principal Amount	-	6805000	-	6805000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	6805000	-	6805000

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		<i>Managing Director</i>	Whole-time Director	Manager	
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.	144000
	(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

Form No. MR-3
SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018
[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

I 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 2018 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 2018, 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;
 - 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.
 - *During the period under review, The Company has not appointed any MD/MANAGER/CEO/ WTD pursuant to the provisions of section 203 of Companies Act, 2013.*
 - Website of the Company is not updated as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.
 - Compliance Certificate Under Regulation 17(8) Under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 was Given By Director however it was required to be given by chief executive officer and the chief financial officer

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under duly complied for the period 1st April 2017 to 31st March 2018.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under were duly complied for the period 1st April 2017 to 31st March 2018.
- (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 2017-18 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 31-03-2018. 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 31-03-2018.
 - (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 31-03-2018.
 - (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 31-03-2018, 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 31-03-2018.
- (vi) The provisions of the Customs Act 1962, FEMA 1999 and the Central Excise Act, 1944 are not applicable during the year 2017-18 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.

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: 23.08.2018

Place: New Delhi

Mohd Akbar
Practicing Company secretary
S/d-
M.N: 43323
C.P : 16097

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 SEBI (LODR) Regulations, 2015.

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, 2018 are given hereunder

According to applicable Clause 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, the Board of Directors of the company met 7 (Seven) times on 27.05.2017, 10.08.2017, 01.09.2017, 09.11.2017, 18.12.2017, 13.02.2018 and 20.03.2018. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

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	5	NIL	No	Nil	Nil
*Rajan Tirkey	Non Executive and Non Independent Director	3	01	No	Nil	Nil
*Renu	Independent Director	7	01	No	2	N3
*Dhanesh Kumar Rajaram Gautam	Independent Director	7	NIL	No	2	1
Diwakar Joshi	Non Executive and Non Independent Director	7	NIL	Yes	2	1
*Ms. Geeta Devi	Independent Director	1	2	No	2	2
*Mr. Niraj Saw	Independent Director	1	2	No	2	2

*During the year under review, Mr. Rajan Tirkey has been appointed as Non- Executive & Non Independent Director on the Board of the company w.e.f 18/12/2017 and Mr. Ranjeet Arya has resigned from the directorship of the company w.e.f 18.12.2017

*Further Mr. Dhanesh Kumar Rajaram Gautam and Ms. Renu has resigned from the directorship of the company w.e.f 20/03/2018 and Ms. Geta Devi and Niraj Saw were appointed as Additional Independent Directors of the company w.e.f on 20.03.2018

*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, 2018.

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 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.

The committee met Four (04) times during the financial year ended March 31st 2018 as follows: 27.05.2017, 10.08.2017, 09.11.2017, and 13.02.2018.

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	04	04
Mr. Dhanesh Kumar Rajaram Gautam	Member	04	04
Mr. Diwaker Joshi	Member	04	04

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

*Further Mr. Dhanesh Kumar Rajaram Gautam and Ms. Renu has resigned from the directorship of the company w.e.f 20/03/2018 and Ms. Geta Devi and Niraj Saw were appointed as Additional Independent Directors of the company w.e.f on 20.03.2018

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

The Stakeholder Relationship 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.

The committee met Four (04) times during the financial year ended March 31st 2018 as follows: 27.05.2017, 10.08.2017, 09.11.2017, and 13.02.2018.

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	04	04
Mr. Dhanesh Kumar Rajaram Gautam	Member	04	04
Mr. Diwaker Joshi	Member	04	04

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, 2018

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. Renu 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.

The committee met Four (04) times during the financial year ended March 31st 2018 as follows: 27.05.2017, 10.08.2017, 09.11.2017, and 13.02.2018.

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	04	04
Mr. Dhanesh Kumar Rajaram Gautam	Member	04	04
Mr. Diwaker Joshi	Member	04	04

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 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 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
2016-2017	Retreat Motel/ Resort, Alipur, Main G.T. Road, Near Palla Mod, New Delhi – 110036	30 th September, 2017 at 09.15 A.M.
2015-2016	K H -810, 2 nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi -110037.	30 th September, 2016 at 09.00 A.M.
2014-2015	K H -810, 2 nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi -110037.	30 th September, 2015 at 09:00 A.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 2018-19 (April to March) is as under: Adoption of half yearly Financial Results for:

Financial Calendar (Tentative)	Results for the quarter ending
---------------------------------------	---------------------------------------

September 30, 2018	Upto 14th August, 2018
---------------------------	--

December 31, 2018	Upto 14th November, 2018
--------------------------	--

March 31, 2019	Upto 30th May, 2019
-----------------------	---------------------------------------

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	19 th September, 2018
------	----------------------------------

Venue	Gauri Shankar Mandir, K Block, Mangolpuri, Delhi-110083
Time	09:15 A.M.
FINANCIAL CALENDAR[1]	
Financial Year	1 st April 2017 - 31 st March 2018
Date of Book Closure	16 th September 2018 – 18 th September 2018

MARKET PRICE DATA

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

Date	Series	Open	High	Low	Close	Volume	Turnover (Rs. In Lacs)
23-Mar-18	BE	382	383	382	383	7,005	26.78
22-Mar-18	BE	383	383	383	383	4,050	15.51
06-Mar-18	BE	383.9	383.9	383.9	383.9	4,000	15.36
01-Mar-18	BE	384	384	384	384	6,500	24.96
27-Feb-18	BE	383.85	383.9	383.85	383.9	1,500	5.76
15-Feb-18	BE	384.05	384.05	384.05	384.05	2,600	9.99
09-Feb-18	BE	384	384	384	384	6,980	26.8
08-Feb-18	BE	384	384	384	384	2,200	8.45
07-Feb-18	BE	383.95	383.95	383.9	383.95	8,520	32.71
06-Feb-18	BE	383.9	383.9	383.9	383.9	7,800	29.94
02-Feb-18	BE	385	385	385	385	8,750	33.69
01-Feb-18	BE	385.9	385.9	385.9	385.9	7,000	27.01
31-Jan-18	BE	385.9	385.9	385.9	385.9	11,215	43.28
30-Jan-18	BE	385.7	385.7	385.7	385.7	3,000	11.57
19-Jan-18	BE	386.25	386.25	386.25	386.25	2,610	10.08
18-Jan-18	BE	386.15	386.2	386.15	386.2	3,690	14.25
17-Jan-18	BE	386.2	386.2	386.2	386.2	2,500	9.66
22-Dec-17	BE	386.1	386.1	386.1	386.1	3,000	11.58

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 2017-18. 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 31.03.2018

CATEGORY	NO OF SHARES	PERCENTAGE OF (%)
Indian Promoters	2196320	11.59
Any Other (Body Corporate)	16753980	88.41
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	0	0	0	0
5,001	-	10,000	8	1.65	76000	0.04
10,001	-	20,000	9	1.86	163500	0.09
20,001	-	30,000	43	8.87	1230000	0.65
30,001	-	40,000	11	2.27	394600	0.21
40,001	-	50,000	41	8.45	2035000	1.07
50,001	-	1,00,000	96	19.79	8095600	4.27
1,00,001 and above			283	57.11	177508300	93.67
TOTAL			485	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.porshecapital.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.porshecapital.com

Email: porche_capital@yahoo.in

Dated: 23/08/2018

Place: Delhi

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

**Sd/
Diwakar Joshi
Whole Time Director
DIN No: 06716185**

DECLARATION

As provided under 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, 2018.

Dated: 23/08/2018**Place: Delhi****For and on behalf of board of
Porsche Capital Market Limited
Sd/****Diwakar Joshi
Whole Time Director
DIN No: 06716185**

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

I, Diwakar Joshi, 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, 2018 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: 23/08/2018
Place: Delhi

For and on behalf of board of
Porsche Capital Market Limited
Sd/
Diwakar Joshi
Whole Time Director
DIN No: 06716185

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, 2018, as stipulated in 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. Gupta J & Associates
Chartered Accountants
Sd-

CA JITENDER KUMAR GUPTA
(Prop)

FRN: 032107N

M. No. 546596

Place: New Delhi

Date: 23/08/2018

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

Porsche Capital Market Limited, a stock broking company provides a gamut of products and services including securities and commodities broking, distribution of financial products including mutual funds, research, IPO, insurance and bonds, wealth management, investment planning 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: 23/08/2018
Place: Delhi

For and on behalf of board of
Porsche Capital Market Limited
Sd/
Diwakar Joshi
Whole Time Director
DIN No: 06716185

M/s PORSCHE CAPITAL MARKET LIMITED
CIN: L65993DL1992PLC048483
Reg Office: K H - 810, 2nd Floor Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037
Balance Sheet as at 31st March 2018

(Amount in Rupees)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	2	3	4	
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	6	5,596	9,822	18,674
(b) Capital work-in-progress				
(c) Goodwill				
(d) Financial Assets				
(i) Investments	7	9,000,000	9,000,000	9,000,000
(ii) Trade receivables				
(iii) Loans & Advances	8	42,917,058	52,628,518	52,628,518
(e) Deferred tax assets (net)	9	-	-	-
(f) Other non-current assets	10	1,142,425	1,590,277	2,038,129
(2) Current assets				
(a) Inventories				
(b) Financial Assets				
(i) Investments				
(ii) Trade receivables	11	3,598,766	9,356,170	13,512,620
(iii) Cash and cash equivalents	12	96,130	1,040,562	307,505
(v) Loans & Advances	8	146,580,311	132,476,560	135,695,576
(c) Current Tax Assets (Net)				
(d) Other current assets	10	938,456	616,330	282,842
Total Assets		204,278,742	206,718,239	213,483,864
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital		189,503,000	189,503,000	189,503,000
(b) Other Equity		716,356	538,770	292,630
LIABILITIES				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	6,805,000	5,030,000	10,030,000
(ii) Trade payables				
(b) Deferred tax liabilities (Net)		938	1,170	1,982
(c) Other non-current liabilities				
Current liabilities				
(a) Financial Liabilities				

(i) Borrowings	15	625,241	625,241	575,241
(ii) Trade payables	16	5,439,442	8,324,665	11,811,415
(b) Other current liabilities	17	651,165	2,219,559	916,720
(d) Tax Liabilities (Net)	18	537,600	475,833	352,876
Total Equity and Liabilities		204,278,742	206,718,239	213,483,864

See accompanying notes to the financial statements

01-23

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 M/s Gupta J & Associates

Chartered Accountants

FRN: 032107N

Sd

CA. Jitendra Kumar Gupta

(Prop.)

M. No. 546596

Date: 28.05.2018

Place: New Delhi

ON BEHALF OF THE BOARD OF DIRECTORS

M/s PORSCHE CAPITAL MARKET LIMITED

**Sd
DIWAKAR
JOSHI**

**(Director)
DIN:
06716185**

**Sd
RAJAN
TIRKEY**

**(Director)
DIN:
07802956**

M/s PORSCHE CAPITAL MARKET LIMITED
CIN: L65993DL1992PLC048483
Reg Office: K H - 810, 2nd Floor Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037
Statement of Profit and Loss for the period ended 31st March 2018

(Amount in Rupees)

	Particulars	Note No.	Year ended 31.03.2018	Year ended 31.03.2017
I	Revenue From Operations	19	4,178,515	6,776,106
II	Other Income		-	-
III	Total Income (I+II)		4,178,515	6,776,106
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of Stock-in-Trade		371,255	3,693,650
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress			
	Employee benefits expense	20	1,738,930	1,231,610
	Finance costs	21	3,713	2,121
	Depreciation and amortization expense	22	4,225	8,853
	Other expenses	23	1,821,271	1,471,587
	Total expenses (IV)		3,939,394	6,407,820
V	Profit/(loss) before exceptional items and tax (I- IV)		239,121	368,286
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		239,121	368,286
VIII	Tax expense: (1) Current tax (2) Deferred tax (3) Income tax Adjustment (4) Deferred tax Adjustment		61,767 (232.00) - -	122,958 (812.00) - -
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		177,586	246,140
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		177,586	246,140
XIV	Other Comprehensive Income A (i) Items that will not be reclassified to profit or loss		-	-

	(ii) Income tax relating to items that will not be reclassified to profit or loss B (i) Items that will be reclassified to profit or loss (ii) Income tax relating to items that will be reclassified to profit or loss Total Other Comprehensive Income		-	-
	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period		177,586	246,140
	Earnings per equity share (Face Value of Rs. 10/- each)	24		
	(1) Basic		0.009	0.013
	(2) Diluted		0.009	0.013

See accompanying notes to the financial statements

01-24

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 M/s Gupta J & Associates

Chartered Accountants

FRN: 032107N

Sd

CA. Jitendra Kumar Gupta

(Prop.)

M. No. 546596

Date: 28/05/2018

Place: New Delhi

**ON BEHALF OF THE BOARD OF DIRECTORS
M/s PORSCHE CAPITAL MARKET LIMITED**

Sd

DIWAKAR JOSHI

(Director)

DIN: 06716185

Sd

RAJAN TIRKEY

(Director)

DIN: 07802956

M/s PORSCHE CAPITAL MARKET LIMITED		
CIN: L65993DL1992PLC048483		
K H - 810, 2nd Floor Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037		
Cash Flow Statement for the year ended 31st, March 2018		
	Amounts Rs.	Amounts Rs.
Particulars	Year ended 31.03.2018	Year ended 31.03.2017
<u>(A)CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1.Net profit before tax	239,121	368,286
2. <u>Adjustment for:</u>		
Add: Depreciation & Amortisation Expenses	4,225	8,853
Add: Amortization Expenses / Written off	447,852	447,852
Operating Profit before Working capital changes	691,198	824,991
3.<u>Working Capital Changes:</u>		
Decrease (Increase) in Trade & Other Receivables	5,757,404	4,156,450
Decrease (Increase) in Other Assets	(322,126)	(333,488)
Increase (Decrease) in Trade & Other Payables	(2,885,223)	(3,486,750)
Increase (Decrease) in Other Liabilities	(1,568,394)	1,322,839
Increase (Decrease) in Provision	-	(20,000)
Net Changes in Working Capital	981,661	1,639,051
<u>Cash Generated from Operations</u>	1,672,859	2,464,042
Adjustment of Taxes	-	-
Net Cash Flow from Operating Activities (A)	1,672,859	2,464,042
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
<u>Non Current Financial Assets</u>		
(Increase) Decrease in Loans & Advances	9,711,460	-
<u>Current Financial Assets</u>		
(Increase) Decrease in Loans & Advances	(14,103,751)	3,219,016
Net Cash Flow from Investing Activities (B)	(4,392,291)	3,219,016
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
<u>Non Current Financial Assets</u>		
Increase / (Decrease) in Borrowings	-	(5,000,000)
<u>Current Financial Assets</u>		
Increase / (Decrease) in Borrowings	1,775,000	50,000

Net Cash Flow from Financing Activities (C)	1,775,000	(4,950,000)
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	(944,432)	733,058
Cash and cash equivalents at the beginning of the year / Period	1,040,562	307,505
Cash and cash equivalents at the end of the year/ Period	96,130	1,040,562

*** Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard**

As per our report of even date attached.

For M/s Gupta J & Associates
Chartered Accountants
FRN: 032107N

Sd-
CA. Jitendra Kumar Gupta
(Prop.)
M. No. 546596

Date: 30.05.2018
Place: New Delhi

ON BEHALF OF THE BOARD OF DIRECTORS
M/s PORSCHE CAPITAL MARKET LIMITED

SD
DIWAKAR JOSHI
(Director)
DIN: 06716185

Sd
RAJAN TIRKEY
(Director)
DIN: 06766095

M/s PORSCHE CAPITAL MARKET LIMITED
Reg Office: K H - 810, 2nd Floor Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037
Statement of Changes in Equity for the period ended 31st March 2018

(Amount in Rupees)

A. Equity Share Capital

Balance as at 01.04.2016	Changes in equity share capital during the year	Balance as at 31.03.2017	Changes in equity share capital during the year	Balance as at 31.03.2018
189,503,000.00	-	189,503,000.00	-	189,503,000.00

B. Other Equity

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings	
Balance as at 01.04.2016	-	-		292,630.26	292,630
Profit / (Loss) for the year	-			246,140	246,140
Balance as at 31.03.2017	-	-	-	538,770	538,770
Profit / (Loss) for the year	-	-		177,586	177,586
Other Comprehensive Income for the year	-	-	-	-	-
Balance as at 31.03.2018	-	-	-	716,356	716,356

M/s PORSCHE CAPITAL MARKET LIMITED

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

Notes to the Financial Statement the year ended March 31, 2018

(Amount in Rupees)

Note : 6

Property, plant and equipment

Particulars	As at 31.03.2018	As at 31.03.2017
Computer & Software	1,285	1,895
Office Equipment	4,311	7,926
Total	5,596	9,822

	Computer	Office Equipment	Total
Balance as at 1.04.2017	25,690	59,738	85,428
Additions	-	-	-
Disposals/Adjustments	-	-	-
Balance as at 31.03.2017	25,690	59,738	85,428
Accumulated depreciation			
Balance as at 1.04.2017	23,795	51,812	75,606
Additions	610	3,615	4,225
Disposals/Adjustments	-	-	-
Balance as at 31.03.2017	24,405	55,427	79,828
Carrying amounts as at 31.03.2017	1,285	4,311	5,600

	Computer	Mobile	Total
Balance as at 1.04.2016	25,690	59,738	85,428
Additions	-	-	-
Disposals/Adjustments	-	-	-
Balance as at 31.03.2016	25,690	59,738	85,428
Accumulated depreciation			
Balance as at 1.04.2016	21,593	45,160	66,754
Additions	2,201	6,651	8,853
Disposals/Adjustments	-	-	-
Balance as at 31.03.2016	23,795	51,812	75,606
Carrying amounts as at 31.03.2016	1,895	7,926	9,822

Note : 7 Investment				
Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<u>Non Current</u> <u>Investment in Equity</u> <u>Instrument</u>	9,000,000	9,000,000	9,000,000
	Total	9,000,000	9,000,000	9,000,000
Note : 8 Loan and Advances				
Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<u>Non Current</u> <u>Loan & Advances -</u> <u>Unsecured, considered good</u>	42,917,058	52,628,518	52,628,518
	Total	42,917,058	52,628,518	52,628,518
1	<u>Current</u> <u>Loan & Advances -</u> <u>Unsecured, considered good</u>	146,580,311	132,476,560	135,695,576
	Total	146,580,311	132,476,560	135,695,576
Note : 9 Deferred Tax Assets (Net)				
Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Deferred Tax Assets	-	-	-
	Total	-	-	-
Note : 10 Other assets				
Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<u>Non Current</u> Misc. Expenditure	1,142,425	1,590,277	2,038,129
	Total	1,142,425	1,590,277	2,038,129
1	<u>Current</u> <u>TDS Receivable</u>	938,456	576,330	282,842
2	<u>Other</u>	-	40,000	-
	Total	938,456	616,330	282,842

Note : 11 Trade Receivable

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<u>Current</u>			
	<u>Outstanding for more than six months</u>			
	Unsecured, Considered Good :	3,598,766	9,356,170	13,512,620
	<u>Other</u>			
	Unsecured, Considered Good :	-	-	-
	Total	3,598,766	9,356,170	13,512,620

Note : 12 Cash & Cash Equivalent

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<u>Cash-in-Hand</u>			
	Cash Balance	52,581	256,439	176,790
	Sub Total (A)	52,581	256,439	176,790
2	<u>Bank Balance</u>			
	Bank Balance (With Schedule Bank)	43,549	784,123	130,715
	Sub Total (B)	43,549	784,123	130,715
	Total [A + B]	96,130	1,040,562	307,505

Note : 13 Share Capital

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<u>AUTHORIZED CAPITAL</u> 2,05,00,000 Equity Shares of Rs. 10/- each.	205,000,000	205,000,000	205,000,000
2	<u>ISSUED</u> 18,950,300 Equity Shares of Rs. 10/- each.	189,503,000	189,503,000	189,503,000
3	<u>SUBSCRIBED & PAID UP CAPITAL</u> 18,950,300 Equity Shares of Rs. 10/- each.	189,503,000	189,503,000	189,503,000
	Total	189,503,000	189,503,000	189,503,000

Sr. No	Reconciliation of Number of Shares:	As at 31.03.2018	As at 31.03.2017	
	Particulars	Number	Number	
1	Shares outstanding at the beginning of the year	18,950,300	18,950,300	
2	Shares Issued during the year (Preferential Allotment)	-	-	
3	Shares bought back during the year	-	-	
4	Shares outstanding at the end of year	18,950,300	18,950,300	
	Total	18,950,300	18,950,300	
Details of Shareholders holding more than 5% Shares				
	Particulars	As at 31.03.2018		
	Name of Shareholders	No. of Shares held	% of Holding	
1	Rajkumari Marketing Services Private Limited	2,196,320	11.59%	
2	Moviscorp Film Production Limited	2,465,000	13.01%	
3	HSK Real Estates Private Limited	1,450,000	7.65%	
4	Argon Marketing Private Limited	1,450,000	7.65%	
5	Triveni Motors HSMI Dealership Private Limited	1,450,000	7.65%	
Note : 14 Other Equity				
Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Surplus (Profit & Loss Account)			
	Op. Balance of Profits & Loss A/C	538,770	292,630	(340,891)
	Current Year Profit & Loss A/C	177,586	246,140	633,521
		716,356	538,770	292,630
	Total	716,356	538,770	292,630

Note : 15 Borrowing

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
	<u>Non Current</u>			
1	<u>Borrowing from Corporate Bodies</u>	6,805,000	5,030,000	10,030,000
	Total	6,805,000	5,030,000	10,030,000
	<u>Current</u>			
1	<u>Borrowing from Corporate Bodies</u>	625,241	625,241	575,241
	Total	625,241	625,241	575,241

Note : 16 Trade Payable

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
	<u>Current</u>			
1	Trade Payable	5,439,442	8,324,665	11,811,415
	Total	5,439,442	8,324,665	11,811,415

Note : 17 Other Current Liabilities

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Audit Fees Payable	40,000	20,000	17,000
2	Salalry payable	190,000	1,010,087	229,937
3	Other Payable	411,165	1,189,472	649,783
4	TDS Payable	10,000	-	20,000
	Total	651,165	2,219,559	916,720

Note : 18 Current Tax Liabilities

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Provision For Income Tax	537,600	475,833	352,876
	Total	537,600	475,833	352,876

Note : 19 Revenue from Operations

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017
1	Income From Operations	4,178,515	6,776,106
	Total	4,178,515	6,776,106

Note : 20 Employment Benefit Expenses

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017
1	Salary	1,510,000	1,122,000
2	Staff Welfare	228,930	109,610
	Total	1,738,930	1,231,610

Note :21 Financial Cost

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017
1	Bank Interest	3,713	2,121
	Total	3,713	2,121

Note : 22 Depreciation & Amortised Cost

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017
1	Depreciation	4,225	8,853
	Total	4,225	8,853

Note : 23 Other Expenses

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017
1	<u>Administrative Expenses:</u>		
	Business Promotion Expenses		-
	Travelling Expenses	147,336	131,720
	Misc. Expenses	172,360	107,167
	Printing & Stationery	12,450	43,223
	Legal & Professional Charges	312,636	127,044
	Conveyance expenses	100,999	63,105
	Rent	168,000	168,000
	Telephone Expenses	62,260	58,869
	Internet Expenses	44,568	22,752
	Advertisement	88,423	45,420
	Custodian Fees	159,083	134,550
	Expenses W/O	447,852	447,852
	Filling Fees	-	8,662
	Listing Fees	-	28,625
	Repair & Maintenance	58,730	60,598
	ROC Expenses		
	Web Charges	26,574	4,000
	<u>Payment to Auditors:</u>		
	Audit Fees	20,000	20,000
	Total	1,821,271	1,471,587

Note : 23 Earning per Shares

Sr. No	Particulars	As at 31.03.2018	As at 31.03.2017
1	Net profit after tax available for Equity Shareholders (Rs.) (A)	177,586	246,140
2	Weighted Avg. Number Equity Shares outstanding (Nos.) (B)	18,950,300	18,950,300
3	Dilutive potential Equity Shares (Nos.)	-	-
4	Dilutive shares outstanding (Nos.) (C)	18,950,300	18,950,300
5	Nominal value per Equity Shares (Rs./ Share)	1	1
6	Basic Earnings per share (Rs./ Share) (A) / (B)	0.009	0.013
7	Diluted Earnings per share (Rs./ Share) (A) / (C)	0.009	0.013

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 M/s Gupta J & Associates

Chartered Accountants

FRN: 032107N

Sd-

CA. Jitendra Kumar Gupta

(Prop.)

M. No. 546596

Date: 28/05/2018

Place: New Delhi

**ON BEHALF OF THE BOARD OF
DIRECTORS**

**M/s PORSCHE CAPITAL
MARKET LIMITED**

Sd-

**DIWAKAR
JOSHI**

(Director)

DIN:

06716185

Sd-

RAJAN TIRKEY

(Director)

DIN: 07802956

Notes to the Financial Statements for the year ended March 31, 2018
1. General information:

The Company was originally incorporated as Porsche Capital Market Private Limited (PCMPL) in 1914. The Certificate of Incorporation was issued on 27th April, 1992 under the Companies Act, 1956 by National Capital Territory of Delhi and Haryana. Our Company was converted in to a Public Limited Company and consequently the name was changed to "Porsche Capital Market Limited" on 10th November, 1994.

2. Significant accounting policies ;

2.1 The financial statements as at and for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.2 Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain items that are measured at fair value as required by relevant Ind AS:

- (i) Financial assets and financial liabilities measured at fair value;
- (ii) Defined benefit and other long-term employee benefits, if any.

2.3 Functional Currency and Foreign currency

No Foreign currency transaction has taken place during the relevant period.

2.4 Use of Estimates and Judgments:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

2.5 Revenue recognition

2.5.1 Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and the effective interest rate applicable, which is the rate exactly discounts the estimated future cash receipts through expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5.2 Commission Income is recognized when it has accrued.

2.6 Leases

No Operating & Finance lease has taken by the company

2.7 Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their primary nature.

2.8 Income Tax

Tax expenses comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax-law) and deferred tax charge or credit (reflecting the tax effects of timing defERENCE between accounting income and taxable income for the year).

Current tax is measured at the amount expected to be paid to the taxation authorities, using applicable tax rates and tax laws. Deferred income tax is recognised using the balance sheet approach.

Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

2.9 Financial Instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

2.9.1 Cash and cash equivalents: Cash and cash equivalents considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

2.9.2 Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2.9.3 **Equity Instruments (Share capital):** Ordinary shares:- Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognised as a deduction from equity, net of any tax effect (if any).

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any. The cost of tangible assets comprises purchase price and any cost directly attributable to bringing the assets to its working condition for its intended use

2.11 Earnings per share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of BSE Limited by the weighted average number of equity shares outstanding during the period. The company did not have any potentially dilutive securities in any of the periods presented.

3. Transition to Ind AS

Transition to Ind AS was carried out from Previous GAAP.

4. Related Party Disclosure

No Related Parties Transaction has taken place during the period.

5. Segment Reporting

Company is working in only in one segment hence reporting Segment is not required as per Indian Accounting Standard 108 "Operating Segments".

As per our report of even date attached.

For M/s Gupta J & Associates
Chartered Accountants
FRN: 032107N

ON BEHALF OF THE BOARD OF DIRECTORS
M/s PORSCHE CAPITAL MARKET LIMITED

Sd
CA. Jitendra Kumar Gupta
(Prop.)
M. No. 546596

Sd-

DIWAKAR JOSHI
(Director)
DIN: 06716185

Sd-

RAJAN TIRKEY
(Director)
DIN: 07802956

Date: 28/05/2018
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: 011 - 65912028; Email ID: - porche_capital@yahoo.in; website: www.porchecapital.com

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:	
Folio No./Client Id::	DP ID:
E-mail Id:	

I/We, being the member(s) of..... Shares of the above named Company, hereby appoint: as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of PORSCHÉ CAPITAL MARKET LIMITED will be held on 19th September, 2018 at 09:15 A.M. at Gauri Shankar Mandir, K Block, Mangolpuri, Delhi-110083 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, 2018		
2.	To Appoint a Director in place of Mr. DIWAKAR JOSHI, who retires by rotation and being eligible offer himself for re – appointment		
3.	To appoint M/s. Gupta J & Associates, Chartered Accountants, Firm Registration Number: 032107N, as Statutory Auditors of the Company		
4.	To appoint Mr Rajan Tirkey (DIN: 07802956) as a Director		
5.	To appoint Ms. Gita Devi (DIN: 08078752) as a Independent Director.		
6.	To appoint Mr. NIRAJ SAW (DIN: 08083396) as an Independent Director.		

* Applicable for investors holding shares in Electronic form.

Signed this ___ day of ___ 20__

Signature of Shareholder

Signature of Proxy holder

Affix Revenue
Stamps

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)	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.

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

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 26th Annual General Meeting of PORSCHÉ CAPITAL MARKET LIMITED will be held on 19th September, 2018 at 09:15 A.M. at Gauri Shankar Mandir, K Block, Mangolpuri, Delhi-110083.

(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

