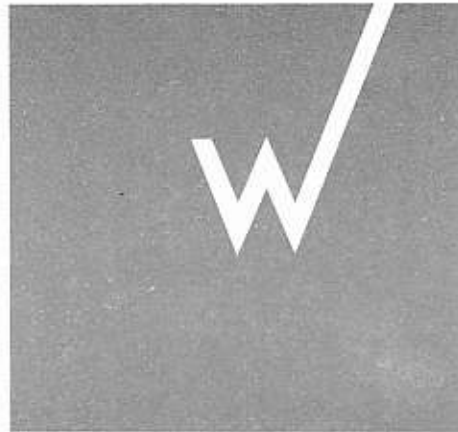


# 21st Annual Report 2015-16



**Wallfort Financial Services Ltd.**

(CIN - L65920MH1994PLC082992)

Contents

About the Company.....2  
Wallfort Team.....3  
Notice of Annual General Meeting.....4  
Board's Report.....15  
Annexures to the Board's Report.....22  
Management's discussion and analysis.....42  
Corporate governance report.....45  
Declaration with respect to compliance with code of  
conduct.....58  
Annual Financial Statements.....66

## ABOUT THE COMPANY

'Wallfort Financial Services Limited' (Wallfort) has expertise in the area of investment. Wallfort helps institutional clients in making well-informed investment decisions and mobilizes their funds so they can reap greater benefits and returns. We have further forayed into retail broking by distributing franchises at national level as well as depository services via our in-house depository of NSDL & CDSL. We aim to provide insight and add value to investment decisions of our clients. Specific client needs vary greatly and we tailor our offering and advice accordingly. Ultimately, the provision of original investment ideas, access to company management and liquidity lie at the core of our offering. Our research aims to provide differentiated, value added advice to our institutional & retail clients. Through rigorous analysis we aim to generate both money-making ideas and thought-provoking views in order to help investors make money.

Our company is backed by a highly professional management team, who offer excellent execution of orders, top class market reports and one of the best corporate research forming a comprehensive institutional equities platform. This team is led by the Chairman and Managing Director of the Company, Mr. Ashok Bharadia, who has over 30 years of experience in securities market.

At Wallfort, we invariably aim at offering services that transform into customer satisfaction as a result of our ethical business practice and transparency and that's what has enabled us to perform successfully, time and again.

## VISION & MISSION

Wallfort's vision is to touch every aspect of life and create true wealth and development for our clients, consumers, employees, partners, shareholders and the community no matter how big or small.

## APPROACH & PEOPLE

We believe in being innovative and enthusiastic. We emphasize adequate, thorough research local and world-wide developments, balancing these with the astute discovery of intrinsic values, synergies and growth. Our people are our greatest asset. Drawn from a diversity of professional backgrounds, their blend of experience, skill and dedication is shared with all our clients.

**WALLFORT TEAM**

**The Board of Directors**

- Ashok Bharadia  
*Chairman and Managing Director*
- Deepak Lahoti  
*Whole-time Director and Chief Financial Officer*
- Manoj Bharadia  
*Whole-time Director*
- Sangeeta Bharadia  
*Woman Director*
- Krishnagopal Biyani  
*Independent Director*
- Pramod Gupte  
*Independent Director*
- Ritesh Chandalia  
*Independent Director*
- Ajay Mantri  
*Independent Director*

**Compliance Officer**  
Aniket Bharadia

**Statutory Auditors**  
Kochar & Associates  
Chartered Accountants

**Internal Auditors**  
H. N. Bafna & Co.

**Registered Office**

205A, Hari Chambers,  
S. B. Marg, Fort,  
Mumbai – 400001.

**Registrar and share transfer agents**

**Satellite Corporate Services Private Limited**

**Address:** B 302 Soni Apartment , Opp. St. Jude High School,  
Off. AndheriKurla Road, Jarimari , Sakinaka,  
Mumbai – 400072.  
Phone: 022-28520461/28520462  
Fax: 022-28511809

### Notice of 21<sup>st</sup> Annual General Meeting

Notice is hereby given that the Twenty-First (21<sup>st</sup>) Annual General Meeting of the members of Wallfort Financial Services Limited will be held on Friday, September 30, 2016 at 09.00 am at the registered office of the Company at 205A, Hari Chambers, S. B. Marg, Fort, Mumbai – 400001 to transact the following businesses:

#### Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company as at March 31, 2016 along with the report of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Lahoti (DIN – 01765511), Director who retires by rotation and has offered himself for re-appointment.
3. To appoint the statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (the Act) read with the rules framed thereunder and other applicable provisions of the Act, if any, M/s. Kochar & Associates, Chartered Accountants (Firm Registration No. 105256W) be and are hereby appointed as the Statutory Auditors of the Company to hold office as such from the conclusion of 21<sup>st</sup> Annual General Meeting (AGM) till the conclusion of the 22<sup>nd</sup> AGM of the Company and at such remuneration including out of pocket expenses as may be mutually agreed between the Board of Directors and the Auditor.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary from time to time to give effect to the aforesaid resolution."

#### Special Business:

4. To appoint Mr. Ritesh Chandalia (DIN – 07331596) as a Non-executive Independent Director of the Company.

To consider and if thought fit pass the following resolution as an Ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Companies (Appointment of Directors) Rules, 2014, Schedule IV of the Act and other applicable provisions of the Act, if any (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force), Mr. Ritesh Chandalia (DIN – 07331596) who was appointed as an Additional Non-Executive Independent Director of the company under provisions of section 161 of the Act w.e.f. 09 March, 2016 and holds the office till 21<sup>st</sup> AGM be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office as such for a term of 5 consecutive years w.e.f. 09 March 2016.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to all such acts, deeds, matters and things as may be deemed necessary from time to time to give effect to the aforesaid resolution."

5. To appoint Mr. Manoj Bharadia (DIN – 00035385) as Whole-Time Director of the Company To consider and if thought fit pass the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) and the rules framed thereunder and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and approval of Board of Directors of the Company, Mr. Manoj Bharadia (DIN – 00035385) be and is hereby appointed as "Whole-Time Director" with effect from 01 November 2015 for a period of 5 years who will be liable to retire by rotation and his appointment will be subject to the following terms and conditions:

**I. Salary:**

Salary ranging between Rs. 50,000/- to Rs. 3,00,000/- per month and a bonus equivalent to four months' salary.

**II. Perquisites:**

1. Housing Society rent provided for the accommodation where he presently resides.
2. The expenses incurred by the appointee on gas, electricity, water, furnishing will be reimbursed.
3. All the medical expenses incurred for him and his family shall be reimbursed by the Company subject to a ceiling of 1 month's salary.
4. Leave Travel Concession for self and family once in every year as may be sanctioned by the Board.
5. Fees of club subject to a maximum of two clubs, this will include life membership fees.
6. Personal Accident Insurance, the premium for which shall not exceed Rs.10,000/- per annum.
7. Provision of a car with driver for use on companies business and telephones at residence.
8. Leave un-availed of to be allowed to be encashed as per the rules of the company.

**II. Commission**

Commission upto 5% of the net profits of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as the Minimum Remuneration subject however to the overall limits as per provisions contained in the Schedule V to the Companies Act, 2013 or any amendments hereinafter made, as may be agreed to between the Board of Directors and the appointee.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to execute all such agreements/deeds/ documents as may be necessary and do all such acts deeds and things as may be necessary to give effect to the above resolution."

By Order of the Board  
For Wallfort Financial Services Limited

Sd/-  
Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**Notes:**

- a) The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the 21<sup>st</sup> Annual General Meeting ('AGM') is annexed hereto.
- b) The route map showing directions to reach the venue of the AGM is annexed.
- c) The Company has granted exemption to the statutory auditors and the secretarial auditors from attending the AGM.
- d) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll, instead of him/her and a proxy need not be a member of the Company.
- e) The proxy form should be deposited at the registered office of the Company not less than 48 (forty eight) hours before the commencement of the AGM.
- f) Corporate members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the AGM.
- g) For the convenience of the members, an attendance slip along with the proxy form is annexed herewith. Members are requested to sign on the space provided and fill up the particulars and hand over the attendance slip at the place of the AGM.
- h) In case of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
- i) The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending AGM.
- j) The Company shall e-mail the copy of the annual report and the notice of AGM to the members whose e-mail id's are registered as allowed under the provisions of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
- k) Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for demat holding of shares and with the Registrar & Share Transfer Agents of the Company, M/s. Satellite Corporate Services Private Limited and for physical holding of shares the shareholders are requested to contact the Registrar & Share Transfer Agents.
- l) **Nomination Facility** - The members holding the shares in physical form may obtain the nomination form from the Company's Registrar and Share Transfer Agents.
- m) Members are requested to notify immediately any change in their address :
  - to their Depository Participants (DPs) in respect of their electronic share accounts; and
  - to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
- n) Members desirous of getting any information in respect of the contents of the annual report are requested to forward the queries to the Company at least ten days prior to the AGM so that the required information can be made available at the AGM.
- o) **Voting at Annual General Meeting** - The Company shall conduct voting by means of ballot / poll process for the resolutions to be discussed at the AGM. Further the members who would already voted by means of remote e-voting shall not be allowed to vote by ballot / poll at the AGM.
- p) **Remote E-Voting**  
In compliance with the provision of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services Limited (CDSL) on all the resolutions set forth in the Notice.
- q) **Voting Results:**
  - i. The voting rights of members shall be in proportion to their shares of the paid up Equity Share Capital of the Company (i.e. for Every One Share held One Vote).
  - ii. The Company has appointed Priti J Sheth & Associates, Practicing Company Secretaries, to act as the scrutinizer for e- voting process as well as to conduct and prepare scrutinisers report for the voting by poll / ballot to be conducted at the Annual General Meeting.

- ii. The Company has appointed Priti J Sheth & Associates, Practicing Company Secretaries.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iv. The result declared along with the scrutinizer's report shall be placed on the notice board at the registered office of the Company and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The Company shall also forward the results to BSE Limited, where the shares of the Company are listed.

r) **The instructions for members for voting electronically are as under:-**

● **In case of members receiving e-mail:**

Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (i) Click on "Shareholders" tab.
- (ii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.



- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- t) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- u) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- v) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- w) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- **In case of members receiving the physical copy:**
    - (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
    - (B) The remote e-voting period shall begin on Tuesday 27<sup>th</sup> September, 2016 at 09:00 a.m. and shall end on Thursday 29<sup>th</sup> September, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
    - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Details of the Directors seeking appointment/re-appointment at the Twenty First (21st) Annual General Meeting as per Companies Act, 2013, Secretarial Standards and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

Name of Director	Mr. Ritesh Chandalia	Mr. Manoj Bharadia	Mr. Deepak Lahoti
Date of Birth	Mar 23, 1973	May 31, 1973	May 01, 1975
Age	43 Years	43 Years	41 Years
Date of Appointment (Original)	Mar 09, 2016	Nov. 16, 1994	Apr 01, 2009
Brief Resume and Experience	He is a commerce graduate and has an overall experience of more than 10 years in the field of management and administration.	He is a commerce graduate, promoter director of the Company and is a member of BSE since 1988. He looks after trading, administration and relationship management with clients of the Company and has more than 20 years of experience in Capital markets.	He is a commerce graduate, promoter director of the Company and has an experience of more than 10 years in financial management and capital markets
Expertise in specific functional areas	Administration.	Capital Markets	Finance and management, Capital markets.
Qualification	B.Com	B.Com	B.Com
Terms and condition of appointment/re-appointment.	For a term of 5 years from 09 March, 2016 to 08 March 2021 not liable to retire by rotation	Whole-time Director, liable to retire by rotation	Whole-time Director, liable to retire by rotation
Remuneration to be paid	Only sitting fees for attending board and committee meetings (Whenever applicable) may be paid	In range of Rs.50,000 to Rs. 300,000 per month.	Remuneration shall be paid as already approved by the members.
Remuneration last drawn	Nil	Rs. 7,00,000/- p.a.	7,20,000
Directorships held in other companies (excluding section 8 and foreign companies)	Nil	Nil	Nil
Memberships of committees across other companies (includes only Audit & Shareholders'/ Stakeholder Relation-ship Committee)	Nil	Nil	Nil

Shares held in the Company	Nil	787,840	318,010
Relationship between directors inter-se	None	Mr. Manoj Bharadia is cousin of Mr. Ashok Bharadia and Mr. Deepak Lahoti	Mr. Deepak Lahoti is cousin of Mr. Ashok Bharadia and Mr. Manoj Bharadia
Number of Board Meetings attended during the financial Year 2015-16	No Board Meeting held after his appointment as additional director	03	06

By Order of the Board  
For Wallfort Financial Services Limited

Sd/-  
Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**Explanatory Statement**  
**Annexed to notice dated 11<sup>th</sup> August 2016**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**ITEM NO. 4**

Mr. Ritesh Chandalia was appointed as an additional non-executive independent director in accordance with the provisions of Section 161(1) of the Companies Act, 2013 (the Act) at the meeting of Board of Directors held on 09 March, 2016 and holds office as such till the date of Twenty-First (21<sup>st</sup>) Annual General Meeting (AGM) of the Company.

The members are further informed that the Company is in receipt of necessary disclosures stating that he is not disqualified to act as a director and has also received notice of candidature along with the cheque amounting to Rs. 100,000/- as mandated under Section 160 of the Act from one of the member of the Company proposing candidature for his appointment as Non-executive independent director of the company for a period of 5 years and shall not be liable for retirement by rotation. Further the Board has confirmed that Mr. Ritesh Chandalia fulfils the conditions as specified in the Act to be appointed as a Director of the Company.

Pursuant to recommendation of members of Nomination and Remuneration Committee, your Board accordingly seeks approval for the proposed appointment by way of passing an Ordinary Resolution as appended in agenda item no. 4 of the notice of 21<sup>st</sup> AGM.

Apart from Mr. Ritesh Chandalia, none of the Directors and Key Managerial Personnel or their relatives are in any way concerned with the resolution set out at item no. 4 of the notice convening the AGM except to the extent of their shareholding.

**ITEM NO. 5**

The members are informed that at the meeting of Board of Directors held on 27<sup>th</sup> October, 2015 the Board on the recommendation of Nomination and Remuneration Committee had appointed Mr. Manoj Bharadia as a Whole-Time Director of the Company to hold office as such for 5 consecutive years w.e.f. 01 November, 2015.

In accordance with provisions of Section 196 of the Act the aforesaid appointment is subject to the approval of members of the Company by means of Special Resolution.

Pursuant to recommendation of members of Nomination and Remuneration Committee, your Board accordingly seeks approval for the proposed appointment by way of passing a Special Resolution as appended in agenda item no. 5 of the notice of 21<sup>st</sup> AGM.

Apart from Mr. Manoj Bharadia, none of the Directors and Key Managerial Personnel or their relatives are in any way personally concerned with the resolution set out at item no. 5 of the notice convening the AGM except to the extent of their shareholding.

**I. GENERAL INFORMATION**

1. **Nature of Industry** : Share broking and Finance
2. **Date or expected date of commencement of commercial production** : Not Applicable
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** : Not Applicable

4. **Financial performance based on given indicators :** The net profit of the Company for the financial year ended March 31, 2016 was Rs 72,261,775/-
5. **Foreign investments or collaborations, if any:** The Company has not made any foreign investments and neither entered into any foreign collaborations.

## II. INFORMATION ABOUT THE APPOINTEE

### 1. Background details

Mr. Manoj Bharadia is a Whole-Time Director of the Company who looks after finance and management of the Company. He has vast experience in Capital Markets.

### 2. Past remuneration

The gross remuneration drawn by him during the financial year ended March 2016 was Rs. 700,000/-.

### 3. Recognition or Rewards : None

### 4. Job profile and his suitability

As the Whole-time Director, he is responsible for providing vital inputs for functioning of the Company.

### 5. Remuneration proposed

It is proposed to pay salary ranging between Rs 50,000 to Rs. 3,00,000/- per month in addition commission upto 5% of net profit and perquisites as specified in the resolution above.

### 6. Comparative remuneration profile

Considering the responsibility shouldered by him for the enhancement of the business of the Company, proposed remuneration is commensurate with industry standards held in similar sized and similarly positioned business.

### 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Does not have any pecuniary relationship with the Company except remuneration drawn as Whole-time Director. Relationship with other managerial personnel is as provided in annexure to the notice of AGM.

## III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits:** The Company has adequate profit during the previous financial year. As a prudent measure, the approval of the members is being sought for payment of remuneration to Mr. Manoj Bharadia in the event of inadequacy of profits in any financial year.
2. **Steps taken or proposed to be taken for improvement:** While the profit of the company is the presently adequate, the company constantly endeavours to enhance the ambit of services provided and increase its market presence.

3. **Expected increase in productivity and profits in measurable terms:** The Company expects to increase its profits in the line with the increase in its activity and market penetration.

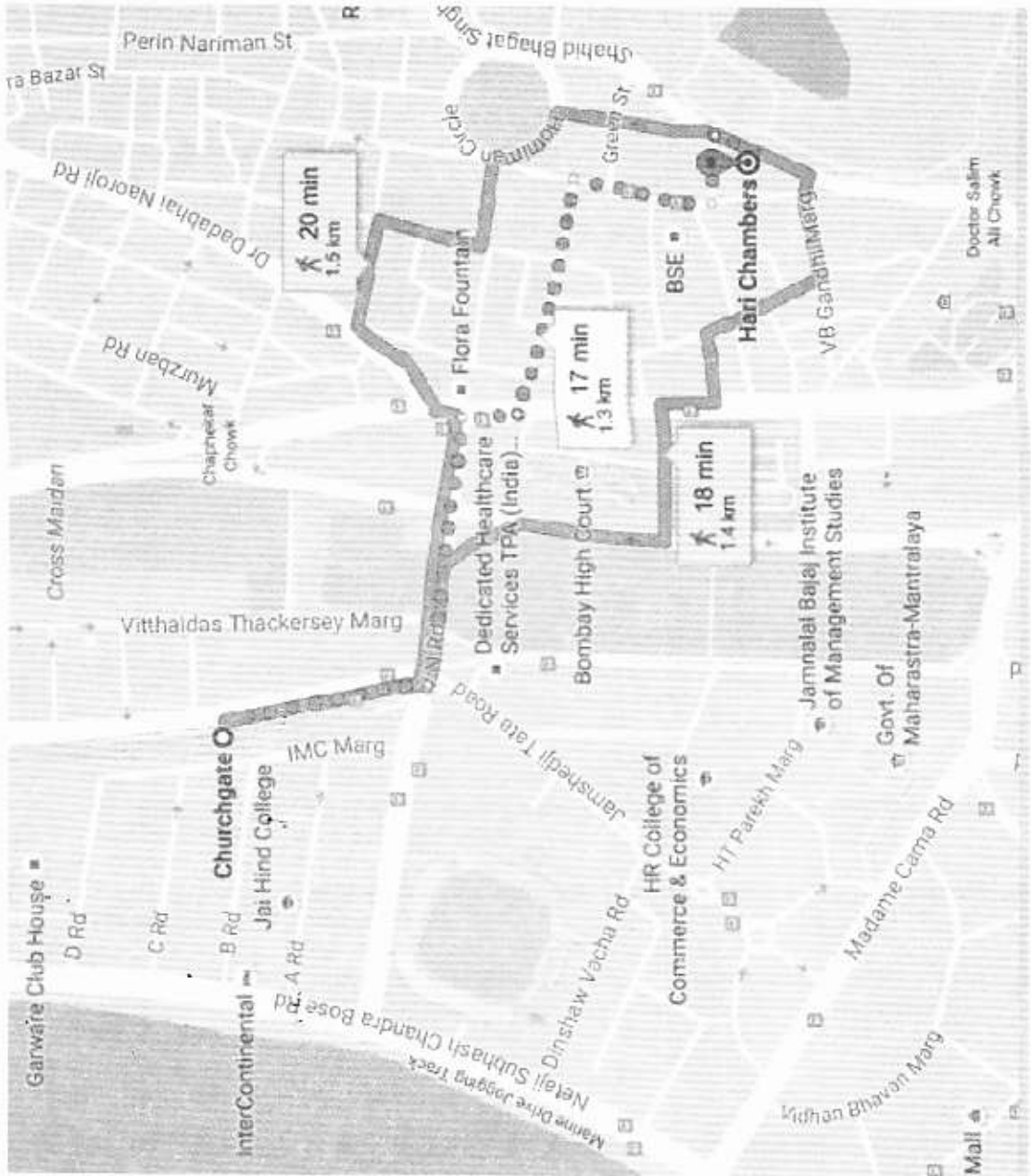
By Order of the Board  
For Wallfort Financial Services Limited

Sd/-

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**Ashok Bharadia**  
Chairman & Managing Director  
(DIN – 00407830)

Route Map to the registered office address of Wallfort Financial Services Limited venue of 21<sup>st</sup> Annual General Meeting of the Members of the Company



**BOARD'S REPORT**

Dear Members,

The Board of Directors hereby presents the report of the business and operations of your Company, along with the audited financial statements, for the financial year ended March 31, 2016.

**Summary of operations/results**

The financial results of the Company for the year ended March 31, 2016 as compared to that of previous year are summarized as under:

<b>PARTICULARS</b>	<b>Financial Year 2015-16</b>	<b>Financial Year 2014-15</b>
Revenue from operations	167,422,769	357,227,044
Profit before exceptional and extraordinary items and tax	96,669,959	300,036,319
Profit after tax	72,261,775	242,331,752

**Company's Affairs**

Your Company has earned a total business revenue of Rs 180,893,292/- and the net profit of Rs 72,261,775/- for the financial year 2015-16 as against the revenue of Rs 368,551,450/- and profit of Rs. 242,331,752/- in the previous financial year ended March 31, 2015.

**Transfer to reserves**

No amounts have been transferred to any reserves during the financial year 2015-16.

**Dividend & Transfers to IEPF**

Your Board does not recommend any dividend for the financial year ended March 31, 2016. The Company was not required to transfer the amount of any unclaimed/unpaid dividend to Investor Education Protection Fund.

**Change in the nature of business**

No changes occurred in the nature of business during the financial year ended March 31, 2016 and till the date of issue of this report.

**Deposits**

The Company has not accepted any deposits and, as such, no amount of principal or interest is outstanding as of the Balance Sheet date.

**Internal Financial Control (IFC)**

Your company's internal control system (including Internal Financial Controls and with reference to Financial statements) ensures efficiency, reliability and completeness of accounting records and timely preparations of reliable financial and management information, compliance with all applicable laws and



regulations, optimum utilization and the protection of the Company's assets.

The Company has appointed M/s. H. N. Bafna & Co., Chartered Accountants as the Internal Auditors as mandated under Section 138 of the Companies Act, 2013 for conducting the Internal Audit of the Company.

#### **Significant and material orders**

There are no significant and material orders passed by the regulators, courts or tribunals impacting the functioning of the Company.

#### **Subsidiaries, Joint Ventures and Associate Companies**

Your Company does not have any subsidiaries or associate companies; also it has not entered into any joint venture agreements with any other entities.

#### **Share Capital**

The Company has not issued any securities during the financial year 2015-16.

- a) **Issue of Equity Shares with Differential Rights:** The Company has not issued any equity shares with differential rights during the Financial Year 2015 – 2016;
- b) **Issue of Sweat Equity Shares:** The Company has not issued any Sweat Equity Shares during the Financial Year 2015 – 2016;
- c) **Issue of Employee Stock Options:** The Company has not issued any Employee Stock Options during the Financial Year 2015 – 2016.

#### **Statutory Auditors**

M/s. Kochar & Associates, Chartered Accountants, statutory auditors of the Company holds office as such till the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company.

The audit committee of the Company has recommended their appointment as the statutory auditors of the company to conduct the statutory audit for the financial year ending on March 31, 2017. Certificate from the auditors with respect to the same has been received to the effect that their appointment, if made, will be within the limits as prescribed under Section 139 of the Companies Act, 2013.

On the basis of recommendations made by the members of the audit committee, your Board recommends their appointment as the statutory auditors of the company to conduct the statutory audit for the financial year ending on March 31, 2017.

#### **Auditor's Report**

The statements made by the auditors in their report are self-explanatory and doesn't require any comments by the Board of directors.

#### **Secretarial Auditor**

M/s. Priti J. Sheth & Associates, Practicing Company Secretaries were appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under section 204 of the Companies Act, 2013 and the rules framed thereunder. The Secretarial Audit Report for the financial year 2015-16 forms part of the Annual Report as "**Annexure A**" to the Board's Report.

The Board has appointed M/s. Priti J. Sheth & Associates, Practicing Company Secretaries as secretarial auditor of the Company for the financial year 2016-17.

#### **Directors comment on qualification or observation**

Our secretarial auditors have qualified their report for non-compliance with regards to appointment of a Company Secretary in whole-time employment as mandated under the provisions of Section 203 of the Companies Act, 2013 and Company Secretary to act as compliance officer of the Company as required under SEBI (LODR) Regulations, 2015.

**Explanation:** Our Company is in search of favourable candidate to be appointed as a Company secretary and was unable to find the same during the year under review.

#### **Auditor's certificate on corporate governance**

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate on corporate governance is enclosed as "**Annexure B**" to the Board's report. The auditor's certificate for the financial year ended March 31, 2016 does not contain any qualification, reservation or adverse remarks.

#### **Directors and Key Managerial Personnel**

##### **a) Appointments**

Mr. Ritesh Chandalia (DIN – 07331596) was appointed as an Additional Non-executive Independent Director of the Company at the meeting of Board of Directors held on March 09, 2016. The said appointment is upto the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company and the company seeks approval of the members for appointing him as a Non Executive Independent Director for 5 consecutive year's w.e.f. 09 March, 2016.

##### **b) Re-appointments**

During the financial year 2015-16, tenure of Mr. Manoj Bharadia (DIN – 00035385) as Whole-time director of the company expired on October 30, 2015. The Board of Directors at their meeting held on October 27, 2015 appointed him as Whole-Time Director for term of 5 years w.e.f. November 01, 2015 and the same is to be approved by the members at the 21<sup>st</sup> AGM.

Further, Mr. Deepak Lahoti (DIN – 01765511) retires by rotation at the 21<sup>st</sup> AGM of the Company. Being eligible he has offered himself for re-appointment. The Board of Directors recommend to the members to re-appoint him at the 21<sup>st</sup> AGM.

##### **c) Resignations**

Mr. Vijay Gaggar (DIN – 00252600) resigned as independent director of the Company with effect from March 09, 2016. The Board places on record its appreciation for the services rendered by him during his tenure with the Company.

**Declaration by independent directors**

The Company has received necessary declarations from the independent directors under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Familiarization programme for independent directors**

All new independent directors appointed on the Board attend a familiarization programme details of which are available on our website ([www.wallfort.com](http://www.wallfort.com)).

After appointment a formal letter is issued to the independent directors outlining his/her roles, functions, duties and responsibilities format of which is available on our website ([www.wallfort.com](http://www.wallfort.com)).

**Board evaluation**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- a) Board dynamics and relationships
- b) Information flows
- c) Decision making
- d) Relationship with stakeholders, etc.

The Companies Act, 2013 states that an annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance of evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

**Extract of Annual Return**

In accordance with the provisions of Section 134(3)(a) of the Companies Act, 2013, an extract of Annual Return in Form MGT-9 is appended as "**Annexure C**" to the Board's Report.

**Corporate Social Responsibility (CSR)**

In accordance with the provisions of Section 135 of the Companies Act, 2013, the details with regards to CSR Expenditure incurred by the Company during the financial year 2015-16 is annexed herewith as "**Annexure D**". However, the Company has not spent the entire amount as required as it was in search of avenues for incurring the same. The CSR policy of the Company is available on the website ([www.wallfort.com](http://www.wallfort.com)).

**Number of meetings of the Board**

The Board met six times during the financial year, the details of which are given in the Corporate governance report and details as required under Standard 9 of Secretarial Standard 1 on Board Meetings are attached as "**Annexure E**". The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

**Committees of the Board**

Currently, the Board has four committees: the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee, and the Stakeholders' Grievance Committee.

The details of the committees of Board is as detailed in the *Corporate governance report* which forms a part of the Annual Report.

**Details of transactions entered by the Company with non-executive directors**

During the year under review the Company has not entered into any transactions with the non-executive directors apart from sitting fees paid to them for attending Board and Committee meetings.

**Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013**

The Company has not given any loan, guarantee or provided any security in connection with a loan to any other body corporate or person exceeding the specified limits mentioned under section 186(2) of the Companies Act, 2013.

Further, details of investments made by the Company during the year under review form a part of the financial statements.

**Related Party Transactions**

The details of Related Party Transactions entered into by the Company which are at Arm's Length Price and in Ordinary Course of Business are provided in Notes to Accounts of the Financial Statements. Further details of transactions at Arm's Length Price are annexed hereto in form AOC-2.

Further the Company does not have any holding and subsidiary Company and therefore the related party disclosures as required to be given under Part A of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable.

**Particulars of remuneration to directors, key managerial persons and employees**

The ratio of the remuneration of each director to the median employee's remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Board Report as "**Annexure F**".

**Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo**

The particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are enclosed as "**Annexure G**" to the Board's report.

### Policy on director's appointment and remuneration

The current policy of the Company is to have an optimum combination of both executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. On March 31, 2016 the Board consists of eight members, four of which are executive whole-time directors, and other four are independent directors.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, independence of director and other matters, as required under Section 178(3) of the Companies Act, 2013 is available on our website ([www.wallfort.com](http://www.wallfort.com)). There has been no change in the policy since the last financial year. We avow that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

### Policies

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website ([www.wallfort.com](http://www.wallfort.com)). The policies are reviewed periodically by the Board and updated based on need.

### Listing Agreement

The Securities and Exchange Board of India ('SEBI'), on September 2, 2015 issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to consolidate and align the provisions of Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations became effective on December 1, 2015 and accordingly all the listed entities were entitled to execute the new listing agreement within six months from the effective date.

The Company entered into the same with BSE Limited on February, 2016.

### Green Initiatives

Electronic copies of the Annual Report 2015-16 and notice of the 21st Annual General Meeting shall be sent to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies shall be sent in the permitted mode.

### Corporate governance

**Our Corporate governance philosophy:** Your Company's philosophy on Corporate Governance has been to ensure fairness to the shareholders with full transparency and to enhance and retain investor trust. We always seek to insure that our performance is driven by integrity.

Our *Corporate governance report* for the financial year ended on March 31, 2016 forms a part of this Annual Report.

### Management discussion and analysis

The report on management discussion and analysis as per the SEBI(Listing Obligations and Disclosures Requirements), Regulations, 2015 forms integral part of this Annual Report.

**Director's responsibility statement**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, the directors of the Company confirm that:

1. In the preparation of the Annual Accounts for the year ended 31<sup>st</sup> March 2016, the applicable Accounting Standards have been followed and there are no material departures;
2. The directors have 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 as at 31<sup>st</sup> March, 2016 and of the profit and loss of the Company for the year ended as on that date;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the annual accounts on a 'going concern' basis.
5. 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;
6. 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.

**Acknowledgements**

The Board of Directors of acknowledge the continued support and co-operation extended by the statutory authorities, Government authorities, bankers, stock exchange, stakeholders and employees of the Company.

By Order of the Board  
**For Wallfort Financial Services Limited**

Sd/-

**Ashok Bharadia**  
**Chairman & Managing Director**  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

## FORM NO. AOC 2

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

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

## 1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts /arrangements / transaction	
3	Duration of the contracts / arrangements / transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first provision to section 188	

## 2 Details of contracts or arrangements or transactions at Arm's length basis

Sr No.	Particulars	Details	Details	Details	Details	Details	Details
1.	Name (s) of the related party & nature of relationship	Mr. Aniket Bharadia	Mr. Shrivallabh Bharadia	Ms. Ritika Bharadia	Mr. Pankaj Lahoti	Mr. Moolchand & Lahoti	As provided in notes to accounts
2.	Nature of contracts /arrangements / transaction	Payment of Remuneration as Compliance Officer	Payment of Remuneration for acting VP (Accounts)	Accounts Executive	Accounts Executive	Accounts Executive	Brokerage received from related parties for Stock broking services provided
3.	Duration of the contracts/ arrangements/ transaction	For financial year 2015-16	For financial year 2015-16	For financial year 2015-16	For financial year 2015-16	For financial year 2015-16	For financial year 2015-16
4.	Salient terms of the contracts or arrangements or transaction including the	Remuneration – INR 5,60,000/- p.a.	Remuneration – INR 5,60,000/- p.a.	Remuneration – INR 3,82,500/- p.a.	Remuneration – INR 2,86,500/- p.a.	Remuneration – INR 2,53,500/- p.a.	Brokerage received – As per notes to accounts
5.	Justification for entering into such contracts or arrangements or transactions'	Remuneration paid for services rendered to the Company	Remuneration paid for services rendered to the Company	Remuneration paid for services rendered to the Company	Remuneration paid for services rendered to the Company	Remuneration paid for services rendered to the Company	The Company is engaged in broking services which are provided to various clients as well as its related parties.

Sr No.	Particulars	Details	Details	Details	Details	Details	Details
6.	Date of approval by the Board	Not applicable as the transactions entered are at Arm's Length Price and in ordinary course of business as provided under Section 188(1) of the Companies Act, 2013.					
7.	Amount paid as advances, if any	NIL	NIL	NIL	NIL	NIL	NIL

By Order of the Board  
**For Wallfort Financial Services Limited**  
**Sd/-**  
**Ashok Bharadia**  
**Chairman & Managing Director**  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai



## "Annexure A"

## Form MR-3

**Secretarial Audit Report**

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

To,  
The Members,  
**Wallfort Financial Services Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Wallfort Financial Services Limited** (hereinafter referred to as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Wallfort Financial Services Limited** ("The Company") for the period ended on 31<sup>st</sup> March 2016 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the Company during Audit period**)

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during Audit period)**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during Audit period)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during Audit period)**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during Audit period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during Audit period)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

We further report that, based on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the following laws, regulations, directions, orders are applicable specifically to the Company:

- a) SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992, as amended.
- b) SEBI (Intermediaries) Regulations, 2008, as amended.
- c) SEBI (Depositories and Participants) Regulations, 1996, as amended.

During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Acts, rules, regulations, guidelines, standards etc. mentioned above except that the Company has not appointed Company Secretary as Key Managerial Personnel as mandated u/s 203 of the Companies Act 2013 and company secretary as compliance officer as required under SEBI (LODR) Regulations, 2015.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

**I further report that:**

- The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Non-Executive Independent Directors subject to the above observations. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful

participation at the meeting.

- All decisions at Board Meeting were carried out unanimously.

**I further report that:**

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that during the audit period:**

There were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Priti J. Sheth & Associates  
Company Secretaries**

Sd/-

**Priti Sheth  
CP No.: 5518  
FCS.: 6833**

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**Annexure to the Secretarial Audit Report**

To,  
The Members,  
**Wallfort Financial Services Limited**  
CIN: L65920MH1994PLC082992

Our Secretarial Audit Report dated 11<sup>th</sup> August, 2016 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Priti J. Sheth & Associates  
Company Secretaries**

Sd/-

**Priti Sheth  
CP No.: 5518  
FCS.: 6833**

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**"Annexure B"**

**Auditors Certificate on Compliance with the Conditions of Corporate Governance**

**To the Members of**  
Wallfort Financial Services Limited

We have examined the compliance of conditions of Corporate Governance by Wallfort Financial Services Limited, for the year ended 31<sup>st</sup> March, 2016, as stipulated in SEBI (LODR) Regulations, 2015 (new listing regulations) of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of 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 and the representations made by the directors and the management, we certify that the Company has complied in all material respects with the conditions of corporate governance as stipulated in the new listing regulations except that it has not appointed a Company secretary to act as a Compliance officer.

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.

**For Kochar & Associates**  
**Chartered Accountants,**  
**FRN.: 105256W**

**Sd/-**

**P.S. Kochar**  
**Partner**  
**M. No. 106049**

Place: Mumbai  
Date: 11<sup>th</sup> August, 2016

## ANNEXURE C

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

## I REGISTRATION &amp; OTHER DETAILS

1	CIN	L65920MH1994PLC082992
2	Registration Date	16/11/1994
3	Name of the Company	WALLFORT FINANCIAL SERVICES LIMITED
4	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5	Address of the Registered office & contact details	205A HARI CHAMBERS, S.B. MARG, FORT, MUMBAI, MAHARASHTRA -400001.
6	Whether listed company	Yes
7	Details of the Stock Exchanges where shares are listed	Bombay Stock Exchange Limited
8	Name, Address & contact details of the Registrar & Transfer Agent, if any	Satelite Corporate Services Pvt. Ltd., B-302, Soni Apartment, Opp. St Jude High School Off. Andheri Kurla Road, Jarimari Sakinaka, Mumbai - 400072. Phone: 022-28520461/28520462 Fax : 022 - 28511809.

## 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.

Sr. No.	Name & Description of main product/services	NIC Code of the Product / Service	% to total turnover of the company
1	Share and Stock Brokers, Finance Brokers, underwriters & sub - underwriters and act as Depository Participant of NSDL & CDSL	64990	100%

## III PARTICULARS OF HOLDING, SUBSIDIARY &amp; ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
Not Applicable					

**IV. SHARE HOLDING PATTERN**  
(Equity Share Capital Breakup as percentage of Total Equity)  
(i) Category-wise share holding.

Category of shareholders	No of shares held at the beginning of the year (as on 31.03.2015)				No of shares held at the end of the year (as on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									0.00
<b>1. Indian</b>									
a) Individuals / Hindi Undivided Family	7262600	0	7262600	74.97	7262600	0	7262600	74.97	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Governments (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A) (1)</b>	<b>7262600</b>	<b>0</b>	<b>7262600</b>	<b>74.97</b>	<b>7262600</b>	<b>0</b>	<b>7262600</b>	<b>74.97</b>	<b>0.00</b>
<b>2. Foreign</b>									
a) NRI Individuals	0	0	0	0	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0	0	0	0	0.00	0.00
d) Any Other	0	0	0	0	0	0	0	0.00	0.00
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL (A)</b>	<b>7262600</b>	<b>0</b>	<b>7262600</b>	<b>74.97</b>	<b>7262600</b>	<b>0</b>	<b>7262600</b>	<b>74.97</b>	<b>0.00</b>
<b>(B) Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	0	0	0	0	0	0	0	0	0.00
c) Central Government	0	0	0	0	0	0	0	0	0.00
d) State Government(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Any Other (Specify)	0	0	0	0	0	0	0	0	0.00
<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate	300807	0	300807	3.11	266955	30300	297255	3.07	-0.04
i) Indian	0	0	0	0.00	0	0	0	0	0
ii) Overseas	0	0	0	0.00	0	0	0	0	0
b) Individuals									
Individuals Shareholders holding nominal Share Capital upto Rs. 1 Lakh	208549	832805	1041354	10.75	282207	789005	1071212	11.06	0.31
Individuals Shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	404792	362100	766892	7.92	349800	321300	671100	6.93	-0.99
<b>(C) Other (Specify)</b>									
HUF	313170	0	313170	3.23	368627	10000	378627	3.91	0.68
Non Resident Indians	1761	0	1761	0.02	6322	0	6322	0.07	0.05
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign National									
Clearing Member	616	0	616	0.01	84	0	84	0.00	0
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B)(2)-</b>	<b>1229695</b>	<b>1194905</b>	<b>2424600</b>	<b>25.03</b>	<b>1273995</b>	<b>1150605</b>	<b>2424600</b>	<b>25.03</b>	<b>0.00</b>
<b>Total Public (B)</b>	<b>1229695</b>	<b>1194905</b>	<b>2424600</b>	<b>25.03</b>	<b>1273995</b>	<b>1150605</b>	<b>2424600</b>	<b>25.03</b>	<b>0.00</b>
C Shares Held By ADRs	0	0	0	0.00	0	0	0	0	0.00

Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0.00
GRAND TOTAL (A)+(B)+(C)	8492295	1194905	9687200	100.00	8536595	1150605	9687200	100.00	0.00

## (ii) SHARE HOLDING OF PROMOTER

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Ashok Bharadia	1200010	12.39%	0.00%	1200010	12.39%	0.00%	0.00%
2	Anil Jain	1225010	12.65%	0.00%	1225010	12.65%	0.00%	0.00%
3	Deepak Lahoti	318010	3.28%	0.00%	318010	3.28%	0.00%	0.00%
4	Manoj Bharadia	787840	8.13%	0.00%	787840	8.13%	0.00%	0.00%
5	Deepa Sunil Bharadia	368910	3.81%	0.00%	368910	3.81%	0.00%	0.00%
6	Vandana Manoj Bharadia	444500	4.59%	0.00%	444500	4.59%	0.00%	0.00%
7	Vijay Shyamsunder Bharadia	50000	0.52%	0.00%	50000	0.52%	0.00%	0.00%
8	Anjali Anil Jain	947510	9.78%	0.00%	947510	9.78%	0.00%	0.00%
9	Annapurna Bharadia	147830	1.53%	0.00%	147830	1.53%	0.00%	0.00%
10	Sangeeta Bharadia	841910	8.69%	0.00%	841910	8.69%	0.00%	0.00%
11	Radhakishan Bharadia	100000	1.03%	0.00%	100000	1.03%	0.00%	0.00%
12	Ramkumar Bharadia	336100	3.47%	0.00%	336100	3.47%	0.00%	0.00%
13	Radha Kishan Bharadia (HUF)	95000	0.98%	0.00%	95000	0.98%	0.00%	0.00%
14	Shyamsundar Bharadia	299970	3.10%	0.00%	299970	3.10%	0.00%	0.00%
15	Shyamsundar Bharadia (HUF)	100000	1.03%	0.00%	100000	1.03%	0.00%	0.00%

## (iii) Change In Promoters Shareholding (Please specify If There Is No Change)

No changes during the financial year 2015-16

Sr.No.	Particulars-	Date-	Reason-	Shareholding holding at the beginning of the year		Cumulative Share holding during the year	
				No. of Shares	% of total shares	No. of Shares	% of total shares
	At the beginning of the year						
	Changes during the year						
	At the end of the year						

## (iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 Shareholders	Date	Reason	Shareholding holding at the beginning of the year		Cumulative Share holding during the year	
				No. of Shares	% of total shares	No. of Shares	% of total shares
1	Mishrilal Bang						
	At the beginning of the year	01-Apr-15		185000	1.91%	185000	1.91%
	Changes during the year	26-Feb-16	Acquisition	30000	0.31%	215000	2.22%
	At the end of the year	31-Mar-16				215000	2.22%
2	Bang Securities Private Limited						
	At the beginning of the year	01-Apr-15		185000	1.91%	185000	1.91%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				185000	1.91%
3	Ramanlal B. Golechha						
	At the beginning of the year	01-Apr-15		96800	1.00%	96800	1.00%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				96800	1.00%



Sr. No.	For each of the Top 10 Shareholders	Date	Reason	Shareholding holding at the beginning of the year		Cumulative Share holding during the year	
				No. of Shares	% of total shares	No. of Shares	% of total shares
4	<b>Motichand Jain</b>						
	At the beginning of the year	01-Apr-15		90000	0.93%	90000	0.93%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>90000</b>	<b>0.93%</b>
5	<b>U Hemalatha</b>						
	At the beginning of the year	01-Apr-15		88000	0.91%	88000	0.91%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>88000</b>	<b>0.91%</b>
6	<b>Mindset Securities Private Limited</b>						
	At the beginning of the year	01-Apr-15		70000	0.72%	70000	0.72%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>70000</b>	<b>0.72%</b>
7	<b>Umedmal J Golecha</b>						
	At the beginning of the year	01-Apr-15		50000	0.52%	50000	0.52%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>50000</b>	<b>0.52%</b>
8	<b>Kirandevi Golecha</b>						
	At the beginning of the year	01-Apr-15		42500	0.44%	42500	0.44%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>42500</b>	<b>0.44%</b>
9	<b>Shashikant Surana</b>						
	At the beginning of the year	01-Apr-15		40000	0.41%	40000	0.41%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>40000</b>	<b>0.41%</b>
10	<b>Sanjay B Dudhawat (HUF) *</b>						
	At the beginning of the year	01-Apr-15		44500	0.46%	44500	0.46%
	Changes during the year	06-Nov-15	Sell	6000	0.06%	38500	0.40%
	At the end of the year	31-Mar-16				<b>38500</b>	<b>0.40%</b>

## (v) Shareholding of Directors and Key Management Personnel

Sr. No.	Shareholding of Directors/ Key Managerial Personnel	Date	Reason	Shareholding holding at the beginning of the year		Cumulative Share holding during the year	
				No. of Shares	% of total shares	No. of Shares	% of total shares
1	<b>Ashok Bharadia</b>						
	At the beginning of the year	01-Apr-15		1200010	12.39%	1200010	12.39%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>1200010</b>	<b>12.39%</b>
2	<b>Deepak Lahoti</b>						
	At the beginning of the year	01-Apr-15		318010	3.28%	318010	3.28%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>318010</b>	<b>3.28%</b>

Sr. No.	Shareholding of Directors/ Key Managerial Personnel	Date	Reason	Shareholding holding at the beginning of the year		Cumulative Share holding during the year	
				No. of Shares	% of total shares	No. of Shares	% of total shares
3	<b>Manoj Bharadia</b>						
	At the beginning of the year	01-Apr-15		787840	8.13%	787840	8.13%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>787840</b>	<b>8.13%</b>
4	<b>Sangeeta Bharadia</b>						
	At the beginning of the year	01-Apr-15		841910	8.69%	841910	8.69%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>841910</b>	<b>8.69%</b>
5	<b>Ajay Mantri</b>						
	At the beginning of the year	01-Apr-15		0	0.00%	0	0.00%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>0</b>	<b>0.00%</b>
6	<b>Krishnagopal Blyani</b>						
	At the beginning of the year	01-Apr-15		0	0.00%	0	0.00%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>0</b>	<b>0.00%</b>
7	<b>Pramod Gupte</b>						
	At the beginning of the year	01-Apr-15		0	0.00%	0	0.00%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>0</b>	<b>0.00%</b>
8	<b>Ritesh Chandalia</b>						
	At the beginning of the year	01-Apr-15		0	0.00%	0	0.00%
	Changes during the year			No changes during the financial year 2015-16			
	At the end of the year	31-Mar-16				<b>0</b>	<b>0.00%</b>

## (v) INDEBTEDNESS

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

(Amount in INR)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest Due but not paid	0	0	0	0
iii) Interest Accrued but not due	0	0	0	0
<b>TOTAL (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>				
*Addition	7190968	0	0	7190968
*Reduction	0	0	0	0
<b>Net Change</b>	<b>7190968</b>	<b>0</b>	<b>0</b>	<b>7190968</b>
<b>Indebtedness the end of the financial year</b>				
i) Principal Amount	7190968	0	0	7190968
ii) Interest Due but not paid	0	0	0	0
iii) Interest Accrued but not due	0	0	0	0
<b>TOTAL (i+ii+iii)</b>	<b>7190968</b>	<b>0.00</b>	<b>0</b>	<b>7190968</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANGERIAL PERSONNEL:

## A. Remuneration to managing Director, Whole time Director and / or Manager :

Sr. No.	Particulars Of Remuneration	Name of the MD/WTD/Manager			Total Amount (INR)
		ASHOK BHARADIA	MANOJ BHARADIA	DEEPAK LAHOTI	
	Name	Chairman & Manging Director	Whole - Time Director	Whole - Time Director and CFO	
1	<b>GROSS SALARY</b>				
	a) Salary as per provisions contained in section 17 (1) of Income tax, Act, 1961.	500000	550000	570000	1620000
	b) Value of Prerequisites u/s 17(2) of the Income Tax Act 1961	0	0	0	0
	c) Profits in lieu of salary u/s 17(3) of the income tax act, 1961	0	0	0	0
2	STOCK OPTION	0	0	0	0
3	SWEAT EQUITY	0	0	0	0
4	COMMISION -AS % OF PROFIT -OTHERS SPECIFY	0	0	0	0
5	OTHERS (BONUS)	150000	150000	150000	450000
	<b>TOTAL (A)</b>	650000	700000	720000	2070000
	<b>CEILING AS PER THE ACT</b>				31076595

## B. Remuneration to other directors:

Sr. No.	Particulars Of Remuneration	Name of the Directors						Total Amount (INR)
		AJAY MANTRI	PRAMOD GUPTA	KRISHNAGOPAL BIYANI	VIJAY GAGGAR*	RITESH CHANDAMAL	SANGEETA BHARADIA	
1.	<b>Independent Directors</b>							
	Fee for attending Board Committee meetings	25000	15000	20000	10000	5000	-	75000
	Commission	0	0	0	0	0	-	0
	Others, Please Specify	0	0	0	0	0	-	0
	Total (1)	25000	15000	20000	10000	5000	-	75000
2.	<b>Other Non Excutive Directors</b>	0	0	0	0	0	0	0
	Fee for attending Board Committee meetings	0	0	0	0	0	0	0
	Commission	0	0	0	0	0	0	0
	Others, Please Specify	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	0	0
	Total (B)=(1+2)	25000	15000	20000	10000	5000	-	75000
	Total Managerial Remuneration	25000	15000	20000	10000	5000	-	75000
	Over all Ceiling as per the act	100,000 per meeting	100,000 per meeting	100,000 per meeting	100,000 per meeting	100,000 per meeting	100,000 per meeting	

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

Sr. No.	Particulars Of Remuneration	Key Managerial Personnel	Total Amount
	Name		
	Designation		
1	<b>GROSS SALARY</b>		
	a) Salary as per provisions contained in section 17 (1) of income tax, 1961	No remuneration was paid to Key Managerial Personnel during the financial year 2015 - 2016.	
	b) Value of Prerequisites u/s 17(2) of the Income Tax act 1961		
	c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961		
2	STOCK OPTION		
3	SWEAT EQUITY		
4	COMMISSION -AS % OF PROFIT -OTHERS, SPECIFY		
5	OTHERS, PLEASE SPECIFY		
	<b>TOTAL</b>		

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

By Order of the Board  
For Wallfort Financial Services Limited

Sd/-

Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**"Annexure D"**  
**CORPORATE SOCIAL RESPONSIBILITY STATEMENT**

**1. A brief outline of the Company's CSR Policy**

**Policy Statement:**

The management of the Company acknowledges the responsibilities to the communities in which the Company operates are essential to the long-term success of business and are desirable to all its stakeholders. The Company aims to be recognized as an industry leader in Corporate Responsibility and to this end has embarked on a journey of continuous improvement.

The Company recognizes the commitment for CSR beyond statutory requirement.

**Scope of CSR Activities:**

- a) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- b) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently able and livelihood enhancement projects;
- c) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- d) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
- e) Protection of national heritage art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional and handicrafts;
- f) Measures for the benefit of armed forces veterans, war widows and their dependents;
- g) Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- h) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Caste, the Scheduled Tribes, other backward classes, minorities and women;
- i) Contributions or funds provided to technology incubators located within academic institutions, which are approved by the Central Government.
- j) Rural development projects.

**2. COMPOSITION OF CSR COMMITTEE**

Name	Category
Mr. Ajay Mantri (Chairman)	Non Executive and Independent Director
Mr. Deepak Lahoti	Executive Director and Promoter
Mr. Ashok Bharadia	Managing Director and Promoter

3. Average net profit of the company for last three financial years: Rs. 94,171,500/-
4. Prescribed CSR Expenditure (2% of the amount as in item no. 3 above): Rs. 18,83,500/-
5. Details of CSR spent during the financial year :

(a) Total amount to be spent for the financial year: Rs. 18,83,500/-

(b) Total amount spent during this financial year: Rs. 600,000/-

(c) Manner in which the amount was spent during the financial year 2015-16:

Sr No.	CSR Project Activity identified	Project in which the project is covered	Project Programs : 1. Local Area or 2. Specify the State and district where projects or programs was undertaken	Amount outlay (Budget project or program wise	Amount spent on the project or programs  Sub head : 1. Direct Expenditure on project and programme 2. Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Dilasa Foundation Eradication of hunger and poverty	Eradication of hunger and poverty	State of Maharashtra	400,000	Direct Expense	400,000	Through implementing agency Dilasa Foundation
2.	The J.B. Petit High School for Girls	Promotion of Education	Mumbai City	200,000	Direct Expense	200,000	Direct

**6. Responsibility Statement**

We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR committee monitors implementation of CSR projects and activities in compliance with CSR objectives of the Company.

By Order of the Board  
For Wallfort Financial Services Limited

Sd/-

Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)

Sd/-

Ajay Mantri  
Chairman of CSR Committee  
(DIN – 01600060)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

## "Annexure E"

Disclosure as per Standard 9 of the Secretarial Standards-1 on Board meeting – Dates of meetings of Board and committees held during the financial year 2015-16 indicating the number of meetings attended by each Director.

Board Meeting Dates	:	29, May 2015, 30 July 2015, 27 October 2015, 05 January 2016, 29 January 2016 & 09 March 2016 (Total 6 Meetings)
Audit Committee Meeting Dates	:	29, May, 2015, 30 July 2015, 27 October 2015, 29 January 2016 and 09 March 2016 (Total 5 Meetings)
CSR Committee Meeting Dates	:	05 October 2015
NRC Committee Meeting Dates	:	29 May 2015, 14 July 2015, 05 October 2015, 12 December 2015 (Total 4 Meetings)
Stakeholders Grievances' Committee Meeting Dates	:	21 December 2015, 18 January 2016 (Total 2 meetings)

## Attendance of Directors at Meetings

Name of the Director	Board meetings attended	Audit Committee meetings attended	NRC Committee meetings attended	CSR Committee meetings attended	Stakeholders Grivanees' Committee meetings attendance
Ashok Bharadia	05	N.A.	N.A.	01	02
Manoj Bharadia	03	04	N.A.	N.A.	N.A.
Sangeeta Bharadia	05	N.A.	N.A.	N.A.	N.A.
Vijay Gaggar*	02	N.A.	04	N.A.	N.A.
Ajay Mantri	05	05	04	01	02
Ritesh Chandalia	N.A.	N.A.	N.A.	N.A.	N.A.
Krishnagopal Biyani	04	05	04	N.A.	N.A.
Pramod Gupte	04	04	N.A.	N.A.	N.A.
Deepak Lahoti	06	N.A.	N.A.	01	02

By Order of the Board  
For Wallfort Financial Services Limited  
Sd/-  
Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

## "Annexure F"

## PARTICULARS OF EMPLOYEES

Ratio of remuneration of each director to the median remuneration of employees of the company for the financial year 2015-16, percentage increase of remuneration of each director and percentage increase in remuneration paid to whole-time directors:

Name of the Director/KMP	Designation	Total Remuneration paid in F.Y. 2015 - 2016.	Ratio of remuneration of director to the median remuneration	% Increase in remuneration
Ashok Bharadia	Managing Director	650,000	2.97	*100.00%
Deepak Lahoti	Whole-Time Director & CFO	720,000	3.29	37.14%
Manoj Bharadia	Whole-Time Director	700,000	3.19	86.67%
Sangeeta Bharadia	Director	Nil	Nil	Nil
Krishnagopal Biyani	Independent Director	Nil	Nil	Nil
Pramod Gupte	Independent Director	Nil	Nil	Nil
Ritesh Chandalia	Independent Director	Nil	Nil	Nil
Ajay Mantri	Independent Director	Nil	Nil	Nil

\*Mr. Ashok Bharadia was not paid any remuneration for the last financial year 2014-15.

- Percentage of increase in the median remuneration of the employees for the financial year - 17.66%.
- No. of permanent employees on the role of the Company: 64
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Median increase in remuneration of employees and that of directors /KMP is as provided above, further the Company has adopted a Nomination and Remuneration Policy and based upon the recommendation of Nomination and Remuneration Committee the Board of Directors review and increase the remuneration of Directors / KMP's and Employees.
- The Board of Directors hereby affirm that the remuneration is as per the remuneration policy of the company.
- Statement of Top 10 Employees as required under Rule 5(2) of Companies (Appointment & Remuneration) Rules, 2014 as amended till date :

Employee Name	Designation	Remuneration Recd.	Nature of Employment	Qualification & experience	Date commenced employment	Age	Previous employment	% of equity shares held	Relationship with any director manager
Sandeep Jangir	Senior Manager	1185000	Permanent	CA	12th Oct 2010	35	Angel Broking	-	-
Jigisha K Jaini	Research Analyst	842221	Permanent	CA/MBA-10 + years	8th Jan. 2015	34	Way 2Wealth Ltd	-	-
Abhishek Maheshwari	Sales	650000	Permanent	Graduate 5 years +	1st Jan. 2015	25	Deloitte Touche Tohmatsu India Private Limited	-	-
Aniket Bharadia	Compliance Officer.	560000	Permanent	MBA, 5 years +	1st Oct. 2013	25	-	-	Son of Ashok Bharadia
Shrivallabh Bharadia	VP (Accounts)	560000	Permanent	Under Graduate 30Yrs	1st April 2014	56	-	-	Brother of Ashok Bharadia
Pratik Bharadia	Manager	560000	Permanent	Under Graduate 5Yr +	1st April 2014	25	-	-	-
Kalpesh Gothi	Research Analyst	548174	Permanent	MS, CFA	14th Aug 2008	30	-	-	-
Shekhar More	Accountant	545162	Permanent	Post Graduate 15 Yrs	1st July 2002	35	-	-	-
Vijay Bharadia	VP Institutions	440000	Permanent	Graduate 10 Yrs +	1st April 2005	36	-	0.52	Cousin
Sunil Bharadia	VP (DP)	440000	Permanent	Graduate 10 Yrs +	1st June 2016	44	-	-	Cousin



By Order of the Board  
For Wallfort Financial Services Limited

Sd/-

Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**"Annexure G"**

**Particulars in regards to Conservation of energy, Technology Absorption, and Foreign Exchange Earnings and Outgo pursuant to the Companies(Account) Rules, 2014.**

**(A) Conservation of energy**

- i. The steps taken or impact on conservation of energy: As the Company is not engaged in any manufacturing activity the conservation of energy is relatively low. And company takes reasonable steps to conserve energy.
- ii. The steps taken by the company for utilizing alternates source of energy: NIL
- iii. The Capital Investment on energy conservation equipments: NIL

**(B) Technology absorption**

- i. The efforts made towards technology absorption: NIL
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- iii. In case of imported technology (imported during last three years reckoned from beginning of financial year)
  - (a) Details of technology imported: Nil
  - (b) Year of Import: Nil
  - (c) Whether technology has been fully absorbed: Nil
  - (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof:  
Nil
- iv. The expenditure incurred on Research and Development: Nil

**(C) Foreign exchange earnings and outgo**

- i. The Earnings in foreign Exchange during the financial year 2015-16: NIL
- ii. The outgo in foreign exchange during the financial year 2015-16: **4.84 Lacs.**

By Order of the Board  
For Wallfort Financial Services Limited

Sd/-  
Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Indian Broking Industry is going through a changeover, stock brokers have started to move ahead from conventional broking and are increasingly concentrating on other financial services.

During the year 2015-16, equity market average volumes (ADTO) were Rs. 3.01 tn, down 9.97% YoY. Cash market volumes dipped 5.56% YoY to Rs. 201.50 bn. Within cash, delivery declined 6.35% YoY to Rs. 60.71 bn. However, cash volumes were still 50.13% higher than the average seen between FY2012-14 and delivery volumes were still 55.43% higher than the FY2012-14 average. Within derivatives, futures dipped 2.18% YoY to Rs. 502.08 bn.

DII cash volumes increased 1.93% YoY, led by renewed interest in equity mutual funds from retail/HNI investors. The proportion of retail within cash volumes decreased from 50.36% to 48.88% YoY while that of DII increased from 8.04% to 8.67% YoY.

Average FIIs registered net outflows this year, after six consecutive years of strong net inflows. However, this was hardly an India-specific situation, as FIIs scaled back their investments in riskier asset classes such as emerging market equities following the uncertainties regarding commodity slump, challenges in many larger emerging economies and expectations of rate hikes by the US Fed.

Even the number of demat accounts have shown significant improvements as compared to previous years due to pick up in the stock market.

### OPPORTUNITIES

We believe financial services industry in India has immense potential. The interest in the Indian economy is at an all-time high amongst the global investors. With financial inclusion and focused efforts towards increasing awareness amongst the retail customer base, the growth prospects for the industry are huge.

Opportunities arising out of upturn in macro-economic environment, financial inclusion and favourable demographics will also augur well for our businesses. Our customer base will continue to drive the demand for financial services and provide impetus for sustainable and long-term growth.

We are very pleased to inform you that your company is now servicing over 100 Institutional Clients and look forward to become one of the premier destination for Institutions/Corporates/Banks and FIIs in years to come. With the increase in FII flows and positive outlook on DII and Mutual Funds Flows we look forward to generating more business and servicing even more institutional clients. We are enhancing our service capabilities, providing good quality research and efficient market information to our clients.

Strong Brand name 'Wallfort' is a well-established brand among institutional investors in India and Broking Community. Wallfort believes that its brand is associated with high quality research and advice as well as corporate values like integrity and excellence. The company needs to leverage its brand to grow its businesses, build relationships and attract and retain talented individuals.

### THREATS, RISKS AND CONCERNS

Credit risk, interest rate risk, liquidity risk and operational risks are the major risks the company faces. It tried to manage these risks professionally. Cut throat competition on brokerage and low volumes are deterrent to progress of the Stock Broking Business.

The financial sector is affected by a variety of factors linked to domestic economic progress and global developments. Any economic event happening across the globe can have a direct or indirect impact on the Company.

Risk exposure is monitored and controlled through a variety of separate but complementary financial, credit, operational, compliance and legal reporting systems. Risk management department analyses this data in conjunction with the company's risk management policies and takes appropriate action where necessary to minimize risk.

#### **SEGMENT WISE / PRODUCT WISE PERFORMANCE**

As the company is only in one line of business i.e. stock broking segment wise or product wise disclosure of performance is not required to be made.

#### **OUTLOOK**

Your company is optimistic about the current financial year as the monsoons have been good and with the GST bill coming in it believes the Indian economy will perform better resulting in stock markets seeing new highs. Company is also focusing on growth of Institutional Brokerage Business by building new strategy to cater to clients and add new clients. The overall Risk Reward ratio also looks favourable as the global liquidity into the markets is robust. Hence with a better research and vigilance of the markets and improving economic and corporate activities our outlook for the forthcoming year brings a hope of good business and returns.

#### **RISK MITIGATION**

There have been geopolitical upheavels but they have not been able to make any significant impact upon the capital markets. These tensions, of late, have been easing and this has resulted in further improvement in the global investment climate. The stock markets in India are not immune to the global developments. Risks are assessed and ranked according to the likelihood and impact of them occurring. Existing controls are assessed and mitigation measures discussed.

Risk are assessed and reviewed regularly at top level and risk mitigation measures taken promptly to address any adverse situation. Moreover your company is essentially involved in arbitrage opportunities and with the introduction of the uniform settlement cycle the arbitrage opportunities have significantly reduced.

#### **MANAGEMENT PERCEPTION AND INITIATIVES:**

Bull and Bear phase are an integral part of the Stock market cycle. Although the uniform settlement cycle has resulted in reduced arbitrage opportunities, the company has shifted focus on growing the institutional business as the robust growth of FII and DII inflows has become the silver lining opportunity.

The Management also looks forward to better risk reward scenarios in the future and hence is very upbeat on the investments made by the company through good quality research and there is high probability that it will make healthy returns on the same.

#### **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The Company has an External firm of chartered accountant as its internal auditors which examines and ensures adequate internal checks and control procedures. It also ensures proper accounting, records authorization, control of operations and compliance with law.

The Company has appointed M/s. H. N. Bafna & Co., Chartered Accountants as the Internal Auditors as mandated under Section 138 of the Companies Act, 2013 who examines and ensures adequate internal checks and control procedures. They also ensure proper accounting, records authorization, control of operations and compliance with law.

The company also believes in the importance of technology and systems in improving controls at various levels and strives to enhance them on a continuous basis. Further the Company is continuously working to improve and strengthen internal check and control system to align with the expected growth in operations.

#### **FINANCIAL PERFORMANCE**

This year's performance of your company has been affected as compared to last year due to volatility in the market. Though yet your company does good investments through quality research, mitigating risk through efficient and effective market information gathering and analysis and increasing the number of institutional clients more than 100 that efficiently and effectively serviced. The company has gained profits from investing and trading of shares and securities and servicing of Institutional Clients.

There has been a net profit of Rs. 723/- Lacs (approx) during the year against the net profit of Rs. 2423/ Lacs during last year.

#### **DEVELOPMENTS IN HUMAN RESOURCES**

Our employees continue to be our biggest source of strength. Past success of Wallfort Financial Services Limited have come as much because of soundness of its strategies and due to the determination and commitment of all its employees who turned these strategies into action. Going forward, the Company's ability to enhance its human resource competencies will be even more critical. It is challenge that is being addressed through several structured initiatives.

During the year, the Company implemented several human resource and organizational development initiatives, including in areas such as job induction, job definition, policies and reward management. The Company has also instituted a well-structured variable pay plan and Performance Management System (PMS). Training and constant enhancement of skill-levels continued during the year.

By Order of the Board  
For Wallfort Financial Services Limited

Sd/-

**Ashok Bharadia**  
Chairman & Managing Director  
(DIN – 00407830)

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

## REPORT ON CORPORATE GOVERNANCE

### I. COMPANIES PHILOSOPHY ON CORPORATE GOVERNANCE

Wallfort Financial Services Limited's ("the Company") philosophy on Corporate Governance has been to ensure fairness to the Shareholders with full transparency, full disclosures, empowerment of employees and collective decision making.

### II. THE BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

#### A. COMPOSITION

The Board has an appropriate mix of executive and independent directors to maintain its independence. This helps the Company to separate the functions of governance and management.

As on date of this report, the composition of the Board is in accordance with the requirements of the Clause 49 of the old Listing Agreement and SEBI (LODR) Regulations, 2015. The Board of Directors presently comprises of 8 members. None of the directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, across all the Companies in which he / she is a Director.

The number of Directorships, Committee Membership(s) / Chairmanship(s) of all the Directors is within the respective Limits prescribed under the Companies Act, 2013 and Stock Exchange Board of India (Listing Obligation and Disclosure requirement) Regulation, 2015 (hereinafter called as the Listing Regulation).

The details of each member of the Board along with the number of directorship(s)/committee membership(s) are provided herein below:

#### Composition and category of directors as on March 31, 2016

Sr No.	Name Of The Directors	Category
1	Ashok Bharadia	Manging Director (Promoter)
2	Deepak Lahoti	Whole-Time Director & CFO (Promoter)
3	Manoj Bharadia	Whole-Time Director (Promoter)
4	Sangeeta A Bharadia	Director (Promoter)
5	Krishna Gopal Biyani	Non Executive Independent Director
6	Mr. Pramod Gupte	Non Executive Independent Director
7	Ritesh Chandilya	Non Executive Independent Director
8	Mr. Ajay Mantri	Non Executive Independent Director

**Notes:**

- Mr. Ritesh Chandalia was appointed as an additional non-executive Independent Director with effect from March 09, 2016
- Mr. Vijay Gaggar resigned with effect from March 09, 2016

**B. BOARD MEETINGS**

The Board meets at regular interval to discuss and decide on business policies and strategy apart from other business.

The tentative dates of Board meeting for the next financial year are decided in advance and published in the Annual Report as a part of *Shareholder Information*.

The Board meets at least once a quarter to review the quarterly results and other items of agenda and also on the occasion of the Annual General Meeting. Additional meetings are held whenever the Board feels that the same is required. Committees of the Board usually meet on the same day before the formal Board meeting or whenever the need arises for transacting business.

During the year under review six (6) Board meetings were held on 29<sup>th</sup> May, 2015; 30<sup>th</sup> July, 2015; 27<sup>th</sup> October, 2015; 05<sup>th</sup> January, 2016; 29<sup>th</sup> January, 2016 and 09<sup>th</sup> March, 2016. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days. The Attendance of the members of the Board at the meeting held during the year and at the last Annual General Meeting (AGM) is as under:

Sr No.	Name Of The Directors	Meetings held during the tenure of the Director from 1/4/2015 to 31/3/2016	No of Meetings attended	Attendance at the last AGM
1	Mr. Ashok Bharadia	6	5	Yes
2	Mr. Ajay Mantri	6	5	Yes
3	Mr. Deepak Lahoti	6	6	Yes
4	Mr. Krishna Gopal Biyani	6	4	No
5	Mr. Manoj Bharadia	6	3	Yes
6	Mr. Pramod Gupte	6	4	No
7	Mrs. Sangeeta A Bharadia	6	5	Yes
8	Mr. Vijay Gaggar*	6	2	No
9	Ritesh Chandalia**	0	0	N. A.

**Notes:**

- Mr. Ritesh Chandalia was appointed as an additional non-executive Independent Director with effect from March 09, 2016.
- Mr. Vijay Gaggar resigned with effect from March 09, 2016.

## Details of Directorships and membership committees held in other companies

Sr No.	Name Of The Directors	No. of Directorships in other Companies	No. of Committee position held in other Public Limited Companies
1	Ashok Bharadia	0	0
2	Deepak Lahoti	0	0
3	Manoj Bharadia	0	0
4	Sangeeta A Bharadia	0	0
5	Krishna Gopal Biyani	3	0
6	Pramod Gupte	0	0
7	Ritesh Chandalia	0	0
8	Ajay Mantri	1	0

**Disclosure of relationship between directors inter-se:**

- Mrs. Sangeeta Bharadia is spouse of Mr. Ashok Bharadia
- Mr. Ashok Bharadia Mr. Manoj Bharadia and Mr. Deepak Lahoti are cousins.

**No. of shares held by non-executive directors**

Sr No.	Name Of The Directors	No. of Shares held	No. of shares held (% to total capital of the Company)
1	Krishna Gopal Biyani	0	0.00
2	Pramod Gupte	0	0.00
3	Ritesh Chandalia	0	0.00
4	Ajay Mantri	0	0.00

**Directors Familiarization**

Upon appointment, Directors receive a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

In addition to the extensive induction and training provided as part of the familiarization programme, the Independent Director are also taken through various business and functional sessions in the Board meeting including Board meeting to discuss strategy.

The director is explained in detail the compliance required from him / her under the Companies Act 2013, Old Listing Agreement, SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015 and other relevant regulations and affirmations taken with respect to the same. The details of the same are available on the website of the Company at [www.wallfort.com](http://www.wallfort.com).



### **Insider Trading Code**

The Company has adopted a Code of Conduct for prevention of insider trading in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations 2015 with effect from May 15, 2015. The Code is applicable to promoters, and promoters group, all directors and such designated employees who are expected to have access to un-published price sensitive information relating to the company.

### **Code of Conduct**

All the Directors and Senior Management personnel have affirmed Compliance with the code of conduct. Declaration by the Managing Director under SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 is annexed hereto

### **Independent directors meeting**

During the year under review, the Independent Directors met on March 09, 2016 inter alia, for the purpose of:

1. Evaluation of performance of non-independent directors and the Board of directors as a whole;
2. 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.

### **COMMITTEES OF THE BOARD**

The committees of Board play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the Board, as a part of good governance practice.

Currently the Company has four committees' viz. Audit committee, nomination and remuneration committee, stakeholder's grievance committee and corporate social responsibility committees which are duly constituted in line with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

#### **1. AUDIT COMMITTEE**

The primary objective of the audit committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, etc. The audit committee oversees the work carried out in the financial reporting process by the management, the internal auditors and the independent auditors. All possible measures must be taken by the audit committee to ensure the objectivity and independence of the independent auditors.

All recommendations made by the audit committee during the fiscal 2015-2016 were accepted by the Board.

In the financial year 2015-16, the Audit Committee duly met five times on May 29, 2015; July 30, 2015; October 27, 2015; January 29, 2016 and March 09, 2016.

The composition along with the attendance details of audit committee meetings are as under:

Name	Category	No. of Meetings during the year	
		Held	Attended
Ajay Mantri (Chairman)	Non Executive Independent Director	5	5
Pramod Gupte	Non Executive Independent Director	5	4
Manoj Bharadia	Whole Time Director (Promoter)	5	4
Krishnagopal Biyani	Non Executive Independent Director	5	5

## 2. NOMINATION AND REMUNERATION COMMITTEE:

The primary objective of the nomination and remuneration committee is to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees; to formulate the criteria for evaluation of independent directors and the Board; to devise a policy on Board diversity and to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

During the financial year 2015-16, the nomination and remuneration committee duly met four times on May 29, 2015; July 14, 2015; October 05, 2015 and December 12, 2015. The composition along with the attendance details of nomination and remuneration committee meetings are as under:

Name	Category	No. of Meetings during the year	
		Held	Attended
Ajay Mantri (Chairman)	Non Executive Independent Director	4	4
Krishnagopal Biyani	Non Executive Independent Director	4	4
Vijay Gaggar*	Non Executive Independent Director	4	4
Ritesh Chandalia**	Non Executive Independent Director	0	0

\*Ceased to be a member of the committee as he resigned as director of the company w.e.f March 09, 2016

\*\*Appointed as a member of the committee w.e.f March 09, 2016. No meetings of the committee were held during his tenure as director.

During the year, the committee under the guidance of the Board reviewed the policy formulated for the performance evaluation of directors including both executive and independent directors and identified ongoing training and education programs to ensure that the non-executive directors are provided with adequate information of business, industry and their legal responsibilities and duties.

### Remuneration policy

The appointment and remuneration of directors is governed by the recommendations of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to the Executive Directors is governed by the respective agreements executed between them and the Company. The remuneration policy is directed towards rewarding performance based on review of achievements.

## a) Details of Remuneration paid to Directors for F.Y 2015 – 2016

Sr No.	Name Of The Directors	Designation	Salary Paid during year 2015-2016 (INR/p.a)
1.	Ashok Bharadia	Managing Director	650,000
2.	Deepak Lahoti	CFO & Wholetime Director	720,000
3.	Mr. Manoj Bharadia	Wholetime Director	700,000

The Company does not have any stock option scheme and no commission was paid to any Director during the year 2015-2016.

**Remuneration of Directors**

- **Pecuniary relationship with non-executive directors – Nil**
- **Criteria for making payments to non-executive directors** – The Company does not pay any sum to non-executive directors except for payment of sitting fees for attending board and committee meetings.
- **Details of remuneration paid to directors individually** – The details of the same are provided in Form MGT-9 which is annexed as Annexure C to the Board's report

**3. STAKEHOLDERS GRIEVANCE COMMITTEE:**

Our stakeholders' grievance committee comprises of three members as on March 31, 2016:

- Ajay Mantri, *Chairperson*
- Deepak Lahoti
- Ashok Bharadia

The committee has been delegated authority by the Board to approve transfers/ transmission of shares, issue of share certificates etc. The committee meets as and when there transfers/transmission of shares, or any complaints/ queries of the shareholders need to be attended.

The committee also reviews the queries and complaints received from the shareholders and the steps taken for their redressal. There were no complaints pending as on March 31, 2016.

Further details as required under Schedule V of SEBI (LODR) Regulations, 2015 are as under:

1. Name of compliance officer – Mr. Aniket Bharadia
2. Details of complaints received, not solved to the satisfaction of shareholders and those which are pending:

Complaints received during the financial year 2015-16	Complaints solved during the financial year 2015-16	Complaints not solved to the satisfaction of shareholder during the financial year 2015-16	No. of pending complaints
NIL	NIL	NIL	NIL

#### 4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Our stakeholders' grievance committee comprises of three members as on March 31, 2016:

- Ajay Mantri, Chairperson
- Deepak Lahoti
- Ashok Bharadia

The primary objective of the corporate social responsibility (CSR) committee was constituted on 16<sup>th</sup> March 2015, which comprises of three directors. The composition of CSR committee is pursuant to the provisions of Section 135 of the Companies Act 2013 and the rules framed thereunder. The terms of reference of the CSR Committee broadly comprises of reviewing existing CSR policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013 and to provide guidance on various CSR activities to be undertaken by the Company and to monitor process.

#### General Body Meetings

The details of last three Annual and/or Extraordinary General meetings are as follows:

Year Ended	Date and Time	Venue	Special Resolution Passed
March 31, 2013	September 30, 2013 at 11.00 a.m. I.S.T.	205, Gundecha Chamber, N.M. Road, Fort, Mumbai-400 001.	No Special Resolution passed
March 31, 2014	September 30, 2014 at 09.00 a.m. I.S.T.	205A, Hari Chambers, S.B. Marg, Fort, Mumbai - 400 001.	<ul style="list-style-type: none"> <li>• To ratify and approve the the appointment of Mr. Ashok Bharadia as MD of the Company.</li> <li>• To ratify and approve the the appointment of Mr. Deepak Lahoti as WTD of the Company.</li> <li>• To ratify and approve the the appointment of Mr. Yash Goleccha as WTD of the Company.</li> <li>• Adoption of new set of Articles of Association of the Company.</li> </ul>

Year Ended	Date and Time	Venue	Special Resolution Passed
March 31, 2015	September 30, 2015 at 09.00 a.m. I.S.T.	205A, Hari Chambers, S.B. Marg, Fort, Mumbai - 400 001.	<ul style="list-style-type: none"> <li>• To approve increase in remuneration to be paid to Mr. Ashok Bharadia, MD of the Co.</li> <li>• To approve increase in remuneration to be paid to Mr. Deepak Lahoti, WTD of the Co.</li> <li>• To approve increase in remuneration to be paid to Mr. Manoj Bharadia, WTD of the Co.</li> </ul>

The Company was not required to pass any of the special resolution by means of postal ballot.

### Means of Communication

#### 1) Quarterly results

The unaudited financial results (quarterly) are announce within 45 days of close of quarter and audited financial results are announced within 60 days from the closure of financial year as per the requirement of SEBI (LODR) Regulations, 2015.

#### 2) Details of newspaper wherein results are normally published

In accordance with the regulations of Clause 49 of the Equity Listing Agreement and SEBI (LODR) Regulations, 2015, the periodical unaudited/audited financial results are generally published in the following newspapers:

- Regional Language Newspapers –
  - Jantecha Mahanayak
  - Mumbai Lakshadeep
- English Newspapers –
  - The Asian Age
  - The Financial Express

#### 3) Details of website where results are displayed –

The Company in accordance with the requirements specified under Regulation 46 of SEBI (LODR) Regulations, 2015 has updated its website viz. [www.wallfort.com](http://www.wallfort.com) from time to time.

The said website does not display any official news releases.

During the year under review the company did not make any presentations to institutional investors or to the analysts.

### General Shareholder Information

#### 1) Annual General Meeting (AGM)

The AGM of the Company for the financial year ended March 31, 2016 will be held at its registered office situated at 205A, Hari Chambers, S. B. Marg, Fort, Mumbai – 400001 on

September 30, 2016 at 09:00 a.m. I.S.T.

## 2) Tentative Calendar

Quarter Ending	Expected date for approval of financial results	Trading Window Closure
June 30, 2016	11 August, 2016	Aug 04, 2016 to Aug 14, 2016
September 30, 2016	14 November, 2016	Nov 03, 2016 to Nov 17, 2016
December 31, 2016	14 February, 2017	Feb 02, 2017 to Feb 17, 2017
March 31, 2017	30 May, 2017	May 18, 2017 to June 02, 2017

## 3) Dividend Payment Date

No Dividend has been recommended for the financial year 2015-16

## 4) Listing on stock Exchanges

Name of the Exchange	Address	Stock Code
Bombay Stock Exchange Limited (BSE Ltd.)	Phorize Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.	532053

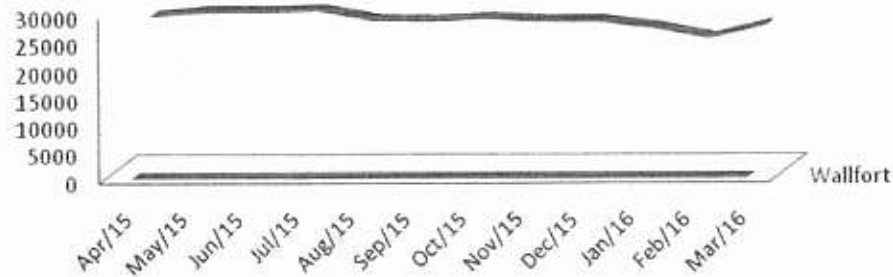
The listing fee for the financial year ended 2015-16 has been paid for the stock exchange mentioned above.

## 5) Stock Market Data

2015 - 2016	High (INR)	Low INR
April 2015	67.5	43.55
May 2015	68	42.6
June 2015	65.5	48.05
July 2015	65	50.35
August 2015	55	41.45
September 2015	52	37.5
October 2015	71.7	38.35
November 2015	93.2	72.6
December 2015	94	72.4
January 2016	95	63.15
February 2016	77	45.5
March 2016	85.85	48.5

(Courtesy:www.bseindia.com)

## 6) Wallfort share price versus the BSE Sensex



	Apr/15	May/15	Jun/15	Jul/15	Aug/15	Sep/15	Oct/15	Nov/15	Dec/15	Jan/16	Feb/16	Mar/16
■ Wallfort	58.5	51	49	53	54.2	51.05	51.65	48.1	41.55	71.7	81.75	90.55
■ BSE Sensex	27011	27828	27781	28115	26283	26155	26657	26146	26118	24871	23002	25342

## 7) Registrar to an issue and share transfer agent

The details of Registrar and share transfer agent of the Company are as under:

**Satellite Corporate Services Pvt. Ltd.**

B-302, Sony Apartment, Opp. St Jude High School,  
Off Andheri Kurla Road, Jarimari,  
Sakinaka, Mumbai-400072

## 8) Share Transfer System

Transfer of shares held in electronic form is done through the depositories with no involvement of Company.

As regards the transfer of shares held in physical form, the transfer documents can be lodged with the Company at its registered office. Transfer of Shares in physical form is normally processed within seven days from date of receipt thereof provided that all the documents are in order.

## 9) Distribution of Shareholding as on March 31, 2016

Sr. No.	No. of Equity Shares		No. of Shareholder	No. of Shares	Percentage of Shareholding
1	Less than	- 2,500	1794	775754	8.01
2	2501	to 5,000	48	207786	2.14
3	5,001	to 10,000	17	141160	1.46
4	10001	to 20,000	15	258500	2.67
5	20,001	to 30,000	4	95300	0.98
6	30,001	to 40,000	3	108800	1.12
7	40,001	to 50,000	3	142500	1.47
8	50,001	to 100,000	7	639800	6.60
9	100,001	to above	13	7317600	75.54
	<b>TOTAL</b>		<b>1904</b>	<b>9687200</b>	<b>100.00</b>

## 10) Dematerialization of shares and liquidity

Equity Shares of the Company representing about 88.13% of the Company's equity share capital are dematerialised as on March 31, 2016. The Company's shares are tradable in electronic form. Through Satellite Corporation Pvt. Ltd., Registrars and Share Transfer Agents, the Company have established connectivity with both the depositories that are National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

## 11) Outstanding ADR's/ GDR's or warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any ADR's/ GDR's or warrants or any convertible instruments in the past hence, the Company does not have any outstanding ADR's / GDR's or warrants or any convertible instruments as on March 31, 2016 which will have impact on equity.

## 12) Address for correspondence –

Contact details of the Key Managerial Personnel (KMP) who has been authorized by the Board to determine materiality of an event or information and for making disclosures to Stock Exchange(s) as required under Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Shri. Deepak Lahoti,**  
**WTD and Chief Financial Officer**  
 Telephone No.: +91-022-66184016 • Fax No. +91-022-22644340  
 Email : deepak.lahoti@wallfort.com

Contact details of the designated official who has been authorized by the Board of Directors to respond, assist and handle the grievances of investors:

**Mr. Aniket Bharadia**  
**Compliance Officer**  
 Telephone No.: +91-022-66184016 • Fax No. +91-022-22644340  
 Email: aniket.bharadia@wallfort.com



**Other Disclosures****1) Materially significant related party transactions**

There have been no materially significant related party transactions, monetary transactions except those disclosed in Board's report.

**2) Details of Non-compliance**

No penalty has been imposed by stock exchange or SEBI nor has there been any instance of non-compliance with any legal requirements or on matters relating to the capital market over last three years.

**3) Details of establishment of vigil mechanism and Whistle blower policy**

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (LODR) Regulations, 2015 for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company: [www.wallfort.com](http://www.wallfort.com)

**4) Details of compliance with mandatory requirements**

The Company has complied with the requirements as mandated by the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 except that the Company being a listed entity has not appointed a Company Secretary as mandated by the Companies Act, 2013.

**5) Web link where policy for determining 'material' subsidiaries is disclosed:**

The Company does not have any subsidiary, however it has formulated a material subsidiary policy for future requirements which is displayed on the website of the Company at [www.wallfort.com](http://www.wallfort.com)

**6) Web link where policy on dealing with related party transaction**

The policy on dealing with related party transaction is displayed on the website of the Company at [www.wallfort.com](http://www.wallfort.com)

**7) Disclosure of ending cases / instances on non-compliance**

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

**8) Affirmation and Disclosures**

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31<sup>st</sup> March, 2016 and a declaration to that effect, signed by the Managing Director is attached and forms part of this Report.

The members of the Management Committee have made disclosures to the Board of Directors relating to transaction with potential conflict of interest with the Company. There were no material, financial or commercial transaction, between the Company and members of the Management Committee that may have a potential conflict with the interest of the Company at large.

The Company has complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulation.

#### 9) Disclosure on website

The following disclosures have been updated on the website of the Company ([www.wallfort.com](http://www.wallfort.com)):

1. Details of its business;
2. Terms and conditions of appointment of independent directors;
3. Composition of various committees of board of directors;
4. Code of conduct of board of directors and senior management personnel;
5. Details of establishment of vigil mechanism/ Whistle Blower policy;
6. Criteria of making payments to non-executive directors;
7. Policy on dealing with related party transactions;
8. Policy for determining 'material' subsidiaries;
9. Details of familiarization programmes imparted to independent directors

including the following details:-

- Number of programmes attended by independent directors (during the year and on a cumulative basis till date), and other relevant details.
- Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and other relevant details.
- The email address for grievance redressal and other relevant details.

#### • CEO and CFO Certification

Mr. Ashok Bharadia, Managing Director and Mr. Deepak Lahoti, Chief Financial Officer have furnished CEO/CFO Certificate to the Board as provided under Regulation 17(8) and specified in Part B of Schedule II of SEBI (LODR) Regulations, 2015.

**DECLARATION WITH RESPECT TO COMPLIANCE WITH CODE OF CONDUCT**

[Issued in accordance with provisions of the Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015]

I Ashok Bharadia, Managing Director (DIN – 00407830) of the Company do hereby declare that the members of Board of directors and senior management personnel have affirmed compliance with the code of conduct of Board of directors and senior management.

**For and on behalf of  
For Wallfort Financial Services Limited**

**Sd/-**

**Ashok Bharadia  
Chairman & Managing Director  
(DIN – 00407830)**

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**AUDITOR'S CERTIFICATE**

WE HAVE VERIFIED THE ABOVE CASH FLOW STATEMENT OF WALLFORT FINANCIAL SERVICES LIMITED DERIVED FROM THE AUDITED FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31 2016 AND FOUND THE SAME TO BE DRAWN IN ACCORDANCE THEREWITH AND ALSO WITH THE REQUIREMENT OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

**For Kochar & Associates**  
**Chartered Accountants**  
**FRN No.105256W**

**P.S. Kochar**  
**Partner**  
**M. No. 106049**

Place: Mumbai  
Date: 28/5/2016

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of  
M/s Wallfort Financial Services Ltd.

**Report on the Financial Statements**

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

**Management' Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

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

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

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

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

### Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors, as on March 31, 2016 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in Annexure 'B' and
  - g) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion, and to the best of our information and according to the explanation given to us:
    1. The company has disclosed the impact of pending litigations on its financial position in its financial statement.
    2. The company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses
    3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Kochar & Associates**  
**Chartered Accountants**  
**FRN: 105256W**

**CA. Piyush Kochar**  
**Partner**  
**M. No: 106049**

Place: Mumbai  
 Date: 28/5/2016

## ANNEXURE A TO THE AUDITOR'S REPORT

[Referred to in paragraph 1, under 'Report on other Legal and Regulatory Requirements', in the Independent Auditor's Report of even date to the members of Wallfort Financial Services Ltd. ("the Company") on the financial statements for the period ended March 31, 2016.]

- i. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets. The fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification. The company does not hold any immovable properties.
- ii. The management has physically verified stocks of shares and debentures. In our opinion the frequency of verification is reasonable. No material discrepancies were noticed on such verification.
- iii. According to the information and explanation given to us the company has not advanced Unsecured Loans to the Companies, or other parties maintained under Section 189 of the Companies Act 2013.
- iv. The provisions of section 185 and 186 of the Companies Act 2013 have been complied with by the company during the year under review.
- v. The Company has not accepted any deposits from the public during the period under review. Accordingly paragraph 3(v) of the order is not applicable.
- vi. To the best of our knowledge and as explained to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act 2013 for the products of the company. Accordingly paragraph 3(vi) of the order is not applicable.
- vii. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax, service tax, provident fund, investor education and protection fund, employee's state insurance, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, provident fund, investor education and protection fund, employees state insurance, cess and other undisputed statutory dues were outstanding, at the period end, for a period of more than six months from the date they became payable except Service Tax amounting to Rs. 1,00,000/-  
According to the information and explanation given to us, there are no dues of income tax, service tax, provident fund, investor education and protection fund, employees state insurance and cess that have not been deposited on account of any dispute.  
The provisions relating to sales tax, wealth tax, custom duty, excise duty are currently not applicable to the company.
- viii. The company does not have any loans or borrowings from any financial institution, government or debenture holders during the year. The company has availed on bank overdraft facility from banks. It has not defaulted on the same.
- ix. The company did not raise any money by way of Initial Public Offer or further public offer and term loans during the year under review. Accordingly paragraph 3(ix) of the order is not applicable.
- x. Based on the Audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the Information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

- xi. According to the information and explanation given to us and based on our examination of the records of the company the company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanation given to us and based on our examination of the records of the company, transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him, requiring compliance with Section 192 of the Companies Act 2013.
- xvi. The company is not required to be registered as an NBFC under Section 45-IA of the RBI Act 1934

**For Kochar & Associates  
Chartered Accountants  
FRN: 105256W**

**CA. Piyush Kochar  
Partner  
M. No: 106049**

Place: Mumbai  
Date: 28/5/2016



**ANNEXURE B TO THE AUDITORS REPORT****Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of Wallfort Financial Services Ltd. ('the Company') as of 31 March 2016 in conjunction with our audit of the financial statements of the company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

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

**For Kochar & Associates  
Chartered Accountants  
FRN: 105256W**

**CA. Piyush Kochar  
Partner  
M. No: 106049**

Place: Mumbai  
Date: 28/5/2016

**WALLFORT FINANCIAL SERVICES LTD.**  
**BALANCE SHEET AS AT 31ST MARCH 2016**

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of Previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholder's Funds</b>			
a) Share Capital	A	96,872,000	96,872,000
b) Reserves and Surplus	B	808,967,969	736,706,194
c) Money received against share warrants		-	-
<b>2) Share application money pending allotment</b>		-	-
<b>3) Non-Current Liabilities</b>			
a) Long-term borrowings		-	-
b) Deferred tax liabilities (Net)		-	-
c) Other Long term liabilities		-	-
d) Long term provisions	C	2,238,122	1,944,927
<b>4) Current Liabilities</b>			
a) Short-term borrowings	D	7,190,968	-
b) Trade payables	E	18,590,928	21,954,363
c) Other current liabilities	F	313,278	191,944
d) Short-term provisions	G	20,374,980	61,667,318
<b>Total</b>		<b>954,548,246</b>	<b>919,336,747</b>
<b>II ASSETS</b>			
<b>1 Non-Current assets</b>			
a) Fixed assets			
i) Tangible assets	H	15,717,805	15,821,865
ii) Intangible assets		-	-
iii) Capital work-in-progress		-	-
iv) Intangible assets under development		-	-
b) Non-current investments	I	415,799,525	506,570,138
c) Deferred tax assets (net)		35,944,619	37,996,897
d) Long term loans and advances	J	33,197,765	44,753,879
e) Other non-current assets		-	-
<b>2) Current assets</b>			
a) Current investments	K	219,498,617	145,291,495
b) Inventories		-	-
c) Trade receivables	L	3,067,812	3,474,625
d) Cash and bank balances	M	210,540,688	144,778,037
e) Short-term loans and advances	N	10,708,590	10,996,971
f) Other current assets	O	10,072,825	9,652,839
<b>Total</b>		<b>954,548,246</b>	<b>919,336,747</b>

**WALLFORT FINANCIAL SERVICES LTD.  
BALANCE SHEET AS AT 31ST MARCH 2016**

Significant Accounting Policies and Notes Forming Part of the Accounts  
As per our report of even date attached

**For Kochar & Associates**  
Chartered Accountants  
FRN No.105256W

**CA. Piyush Kochar**  
Partner  
M. No. 106049

Place: Mumbai  
Date :28/5/2016

**For and on behalf of the Board**

**Sd/- ASHOK BHARADIA**  
(Managing Director)  
DIN: 00407830

**Sd/- DEEPAK LAHOTI**  
(Whole-Time Director & CFO)  
DIN: 01765511

**Sd/- MANOJ BHARADIA**  
(Whole Time Director)  
DIN: 00035385

**WALLFORT FINANCIAL SERVICES LTD.**  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of Previous reporting period
<b>Revenue:</b>			
Revenue from operations	P	167,422,769	357,227,044
Other Income	Q	13,470,523	11,324,406
<b>Total Revenue</b>		<b>180,893,292</b>	<b>368,551,450</b>
<b>Expenses:</b>			
Employee benefit expense	R	22,868,983	18,861,811
Financial costs	S	2,505,218	1,153,745
Depreciation		3,546,137	3,295,329
Other expenses	T	55,302,995	45,204,247
<b>Total Expenses</b>		<b>84,223,333</b>	<b>68,515,131</b>
<b>Profit before exceptional and extraordinary items and tax</b>		96,669,959	300,036,319
<b>Exceptional Items</b>			
Loss on Sale of Assets		134,258	499,258
Excess Provision written back			
Prior Period Expenses		50,000	-
<b>Profit before extraordinary items and tax</b>		96,485,701	299,537,061
Extraordinary Items		-	-
<b>Profit before tax</b>		96,485,701	299,537,061
Tax expense:			
1) Current tax		20,300,000	61,500,000
2) Deferred tax		2,052,278	(4,356,091)
3) Wealth Tax		-	61,400
4) Short/(Excess) Provision for tax for earlier years		1,271,648	-
<b>Profit(Loss) for the period from continuing operations</b>		72,861,775	242,331,752
Contribution to CSR activities		600,000	-
Profit/(Loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Net Profit/(Loss) from Discontinuing operations		-	-
<b>Profit/(Loss) for the period</b>		72,261,775	242,331,752
Earning-per equity share:			
(1) Basic		7.46	25.02
(2) Diluted		7.46	25.02
Significant Accounting Policies and Notes Forming Part of the Accounts			

As per our report of even date attached

For and on behalf of  
**Kochar & Associates**  
Chartered Accountants  
FRN No.105256W

CA. Piyush Kochar  
Partner  
M. No. 106049

Place: Mumbai  
Date: 28/5/2016

For and on behalf of the Board  
Sd/- ASHOK BHARADIA  
Managing Director  
DIN: 00407830

Sd/- DEEPAK LAHOTI  
(Whole-Time Director & CFO)  
DIN: 01765511

Sd/- MANOJ BHARADIA  
(Whole Time Director)  
DIN: 00035385

**WALLFORT FINANCIAL SERVICES LTD.**  
**CASH STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016.**

	31ST MARCH 2016 (AMT. IN RS.)	31ST MARCH 2015 (AMT. IN RS.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net loss before extra ordinary items	96,485,701	299,537,061
Adjustment for:		
Loss on sale of Assets	134,258	499,258
Interest Received	-13,470,523	-11,207,557
Contribution to CSR	-600,000	-
Provision for Gratuity	262,257	229,385
Dividend Received	-9,088,391	-8,394,947
Interest Paid	2,505,218	1,153,745
Depreciation	3,546,137	3,295,329
Operating Profit before working capital changes	79,774,657	285,112,273
Adjustment for :		
Trade payable	-64,803,501	17,878,009
Trade & Other receivable	10,559,673	-20,370,869
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>25,530,830</b>	<b>282,619,412</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of fixed Asset	485,000	1,473,000
Purchase of fixed assets	-4,061,335	-5,441,655
Sale of Investments	16,563,492	-227,515,407
Interest Received	13,470,523	11,207,557
Dividend Received	9,088,391	8,394,947
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>35,546,071</b>	<b>-211,881,558</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Loans Received / Loans Repaid	7,190,968	-22,407,759
Interest Paid	-2,505,218	-1,153,745
<b>NET CASH USED IN FINANCIAL ACTIVITIES (C)</b>	<b>4,685,750</b>	<b>-23,561,504</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>65,762,651</b>	<b>47,176,353</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>144,778,037</b>	<b>97,601,684</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>210,540,688</b>	<b>144,778,037</b>

For and on behalf of  
 Kochar & Associates  
 Chartered Accountants  
 FRN No.105256W

CA. Piyush Kochar  
 Partner  
 M. No. 106049

Place: Mumbai  
 Date : 28/5/2016

For and on behalf of the Board  
 Sd/- ASHOK BHARADIA  
 Managing Director  
 DIN: 00407830

Sd/- DEEPAK LAHOTI  
 (Whole-Time Director & CFO)  
 DIN: 01765511

Sd/- MANOJ BHARADIA  
 (Whole-Time Director)  
 DIN: 00035385

**WALLFORT FINANCIAL SERVICES LTD.**  
**NOTES FORMING PART**  
**OF THE BALANCE SHEET AS AT 31ST MARCH 2016**

PARTICULARS	March 31st 2016	March 31st 2015
<b>Note A : Share Capital</b>		
<b>Authorised</b>		
1,10,00,000 Equity Shares of Rs. 10 Each	110,000,000	110,000,000
<b>Issued</b>		
1,05,01,200 (P.Y. 1,05,01,200) equity shares of Rs. 10 each fully paid up	105,012,000	105,012,000
Less: 8,14,000 Equity Shares of Rs 10 each forfeited	8,140,000	8,140,000
<b>Subscribed and Paid Up</b>		
96,87,200 Equity Shares of Rs. 10 Each fully paid up	96,872,000	96,872,000
<b>TOTAL</b>	<b>96,872,000</b>	<b>96,872,000</b>
<b>Authorized shares</b>		
Number	11,000,000	11,000,000
Amount	110,000,000	110,000,000
<b>Number of Shares</b>		
Issued	9,687,200	9,687,200
Subscribed and fully paid	9,687,200	9,687,200
Subscribed but not fully paid	-	-
<b>Par value per share</b>	10	10
<b>Reconciliation</b>		
Shares outstanding at the beginning of the reporting period	9,687,200	9,687,200
Shares allotted during the year	-	-
Shares outstanding at the end of the Reporting period	9,687,200	9,687,200
<b>Rights, preferences and restrictions including restrictions on the distribution</b>		
The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing AGM, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.		
<b>Shares held by the holding company or the ultimate holding company or</b>	N.A.	N.A.
<b>Shares in the company held by each shareholder holding more than 5% specifying the number of shares held</b>		
Anil Jain	1,225,010	1,225,010
Ashok Bharadia	1,200,010	1,200,010
Anjali Jain	947,510	947,510
Sangeeta Bharadia	841,910	841,910
Manoj Bharadia	787,840	787,840
<b>Shares reserved for issue under options and contracts / commitments for a period of five years immediately preceding the date as at which the</b>	N.A.	N.A.
Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash	N.A.	N.A.
Aggregate number and class of shares allotted as fully paid up by way of bonus.	N.A.	N.A.
Aggregate number and class of shares bought back	N.A.	N.A.

<b>PARTICULARS</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>Terms of securities convertible into equity/preference shares issued along</b>	N.A	N.A
<b>Calls unpaid (showing aggregate value of calls unpaid by directors and Forfeited shares (amount originally paid up))</b>	4,070,000	4,070,000
<b>Note B:</b>		
<b>Reserves &amp; Surplus</b>		
<b>Reserves</b>		
<b>Capital Reserve on forfeiture of shares</b>		
Balance as per the previous Balance Sheet	4,070,000	4,070,000
Add: Transfer from Profit & Loss Account Balance as at the end of the Period	4,070,000	4,070,000
<b>Surplus</b>		
<b>Profit &amp; Loss Account</b>		
Balance as per the previous Balance Sheet	732,636,194	490,499,127
Less : Adj. on A/c of Schedule II of the Companies Act 2013	-	(194,685)
Add: Profit during the year	72,261,775	242,331,752
Balance as at the end of the period	804,897,969	732,636,194
<b>TOTAL</b>	<b>808,967,969</b>	<b>736,706,194</b>
<b>Note C:</b>		
<b>Long Term Provisions</b>		
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	2,238,122	1,944,927
<b>TOTAL</b>	<b>2,238,122</b>	<b>1,944,927</b>
<b>Note D:</b>		
<b>Short Term Borrowings</b>		
<b>Secured</b>		
Loans repayable on Démand from Banks (Secured by Pledge/ Mortgage of the Companies Securities and Guaranteed by some of the Directors and some relatives jointly and severally)	7,190,968	-
<b>TOTAL</b>	<b>7,190,968</b>	<b>-</b>
<b>Note E:</b>		
<b>Trade Payables</b>		
Trade Payables	18,590,928	21,954,363
<b>TOTAL</b>	<b>18,590,928</b>	<b>21,954,363</b>
<b>Note F:</b>		
<b>Other Current Liabilities</b>		
Other Payables	313,278	191,944
<b>TOTAL</b>	<b>313,278</b>	<b>191,944</b>



<b>PARTICULARS</b>	<b>31/3/2016</b>	<b>31/3/2015</b>
<b>Note G:</b>		
<b>Short Term Provisions</b>		
Provision for Income Tax - Current Year	20,300,000	61,500,000
Provision for Wealth Tax - Current Year	-	61,400
Provision for Gratuity	74,980	105,918
<b>TOTAL</b>	<b>20,374,980</b>	<b>61,667,318</b>
<b>Note I:</b>		
<b>Non-Current Investments</b> (At Cost, Long Term)		
<b>Unquoted</b>		
<u>Others</u>		
Equity Shares	31,795,289	23,675,500
Preference Shares	104,409,000	98,179,000
Units of Mutual Fund	-	1,037,492
<b>Quoted</b>		
<u>Trade</u>		
Equity Shares	279,595,236	383,678,146
(Aggregate amount of Unquoted Investments Rs. 1362.04 lakhs) (Aggregate amount of Quoted Investments Rs. 2795.95 lakhs) (Market Value of Quoted Investments is Rs. 2891.94 lakhs)		
<b>TOTAL</b>	<b>415,799,525</b>	<b>506,570,138</b>
<b>Note J:</b>		
<b>Long Term Loans and Advances</b>		
<b>Unsecured Considered Good</b>		
<u>Deposits</u>		
Staff Loans	12,071,629	14,705,025
	852,633	1,427,611
<u>Other Loans and Advances</u>		
Advance recoverable in cash or in kind or for the value to be received	-	505,812
Advance Tax & TDS (net of provisions)	20,273,503	28,115,431
<b>TOTAL</b>	<b>33,197,765</b>	<b>44,753,879</b>
<b>Note K:</b>		
<b>Current Investments</b> (Lower of Cost and Market Value)		
<b>Quoted</b>		
<u>Trade</u>		
Equity Shares	224,167,252	121,756,588
Less: Provisions for diminution in value of investment	4,668,636	1,465,093
<b>Unquoted</b>		
<u>Others</u>		
15023.879 DSP Blackrock Strategic Bond Fund-Institutional Plan Growth	-	25,000,000
(Aggregate amount of Quoted Investments Rs 2241.67 lakhs) (Market Value of Quoted Investments is Rs. 2308.35 lakhs)		
<b>TOTAL</b>	<b>219,498,617</b>	<b>145,291,495</b>

WALLFORT FINANCIAL SERVICES LTD.

NOTE H : FIXED ASSET SCHEDULE FOR THE PERIOD ENDED 31ST MARCH 2016

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	AS ON 1-4-2015	ADDITION	DEDN. /Adj.	AS ON 31-03-2016	UP TO 1-04-2015	DURING THE YEAR	DEDN. /Adj.	TOTAL	AS ON 31-03-16	AS ON 31-03-15
Computers	15,327,502	826,740	—	16,154,242	13,614,696	352,870	-	13,967,566	2,186,676	1,712,806
Vehicles	19,823,692	2,929,995	1,271,487	21,482,200	8,313,213	2,589,996	652,229	10,250,980	11,231,220	11,510,479
Plant & Machinery	1,170,134	246,600	—	1,416,734	558,424	97,245	-	655,669	761,065	611,710
Furniture & Fixture	6,764,556	-	—	6,764,556	4,899,026	475,979	-	5,375,005	1,389,551	1,865,530
Office Equipment	1,124,935	58,000	—	1,182,935	1,003,595	30,047	-	1,033,642	149,293	121,340
<b>TOTAL</b>	<b>44,210,819</b>	<b>4,061,335</b>	<b>1,271,487</b>	<b>47,000,667</b>	<b>28,388,955</b>	<b>3,546,137</b>	<b>652,229</b>	<b>31,282,862</b>	<b>15,717,805</b>	<b>15,821,865</b>
Previous Year	42,069,105	5,441,655	3,299,941	44,210,819	26,226,622	3,295,329	1,132,996	28,388,954	15,821,865	15,842,484

<b>PARTICULARS</b>	<b>31/3/2016</b>	<b>31/3/2015</b>
<b>Note L:</b>		
<b>Trade Receivables</b>		
Unsecured Considered Good	3,067,812	3,474,625
<b>TOTAL</b>	<b>3,067,812</b>	<b>3,474,625</b>
<b>Note M:</b>		
<b>Cash &amp; Bank Balances</b>		
<b>Cash &amp; Cash Equivalent</b>		
Cash in Hand	1,001,986	418,544
Cheques in Hand		
<b>Bank Balance</b>		
In Current Account	10,138,701	24,857,899
Short Term Highly Liquid Investments / Deposits with maturity of less than 3 months	5,000,000	-
<b>Other Bank Balances</b>		
FD with Scheduled Banks		
Deposits with maturity more than 3 months and less than 12 months	1,27,900,000	36,500,000
Deposits with maturity more than 12 months	66,500,000	83,001,594
<b>TOTAL</b>	<b>210,540,688</b>	<b>144,778,037</b>
<b>Note N:</b>		
<b>Short Term Loans and Advances</b>		
<b>Unsecured Considered Good</b>		
Staff Loans	346,719	356,890
Other Loans and Advances		
Advance recoverable in cash or in kind or for the value to be received	9,531,221	9,756,060
Prepaid Expenses	830,651	884,021
<b>TOTAL</b>	<b>10,708,590</b>	<b>10,996,971</b>
<b>Note O:</b>		
Other Current Assets		
Interest Accrued on Fixed Deposits	10,072,825	9,652,839
<b>TOTAL</b>	<b>10,072,825</b>	<b>9,652,839</b>
<b>Note P:</b>		
<b>Revenue from Operation</b>		
Income from Sale of Investments	161,747,974	326,809,558
Business Income	(48,539,772)	(19,824,779)
Income from Brokerage	40,480,614	35,695,300
Dividend	9,088,391	8,394,947
Income from Mutual Fund Investment	3,785,400	5,308,263
Income from DP Operations	860,161	843,756
<b>TOTAL</b>	<b>167,422,769</b>	<b>357,227,044</b>
<b>Note Q:</b>		
<b>Other Income</b>		
<b>Interest Income</b>		
Interest on Bank Fixed Deposits	13,470,523	11,207,557
<b>Other Non Operating Income</b>		
Other Income	-	116,849
<b>TOTAL</b>	<b>13,470,523</b>	<b>11,324,406</b>

<b>PARTICULARS</b>	<b>31/3/2016</b>	<b>31/3/2015</b>
<b>Note R:</b>		
<b>Employee Benefit Expenses</b>		
Directors Remmuration	2,070,000	900,000
Salaries and Employee Benefits	17,187,678	15,013,837
Employers Contribution to Provident and Other Funds	502,529	416,345
PF Administration Charges	31,340	27,768
Gratuity	505,529	952,031
Staff Mediclaim	577,817	405,864
Staff Welfare	1,993,740	1,145,966
<b>TOTAL</b>	<b>22,868,983</b>	<b>18,861,811</b>
<b>Note S:</b>		
<b>Financial Costs</b>		
Bank Interest	2,505,218	1,153,745
<b>TOTAL</b>	<b>2,505,218</b>	<b>1,153,745</b>
<b>Note T:</b>		
<b>Other Expenses</b>		
Annual Subscription	192,263	130,000
Audit Fees	96,120	96,000
Computer Expenses	863,756	763,676
Consultancy & Professional Charges	1,197,607	1,481,418
Bad Debts	107,211	45,029
Data Subscription	3,807,234	3,476,556
Director's Sitting Fees	75,000	-
Electricity	1,797,576	1,845,112
Insurance	17,061	19,900
Misc Expenses	2,218,291	1,849,792
Office Expenses	4,078,014	4,364,513
Loss / (Gain) on Revaluation of Current Investments	3,203,543	(1,787,980)
Printing and Stationery	331,965	347,782
Rent	3,313,680	2,841,396
Office Renovation & Répairs and Maintainance	2,325,438	18,305
Sebi Application Fees	500,000	-
Securities Transaction Tax	13,626,101	14,275,919
Service Tax	171,755	87,792
Stamp Duty	5,035,213	4,703,366
Stock Exchange Expenses	6,255,575	5,100,602
Telecommunication Expenses	753,175	1,652,746
Travelling Expenses	2,853,777	1,641,157
Vechile Expenses	2,482,639	2,251,167
<b>TOTAL</b>	<b>55,302,995</b>	<b>45,204,247</b>

**Notes:****SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS****(A) SIGNIFICANT ACCOUNTING POLICIES****1. Basis of preparation of financial statements**

The accompanying financial statements are prepared under the historical cost convention, in accordance with Generally Accepted Accounting Principles in India comprising the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956, on the accrual basis, as adopted consistently by the Company.

**2. Use of estimates**

The preparation of financial statements in accordance with Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses including the disclosures of contingent assets and liabilities as of the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

**3. Fixed Assets and Depreciation**

Fixed Assets are stated at cost less accumulated depreciation. The cost of the Fixed Assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. The company provides pro-rata depreciation from the date on which asset is acquired / put to use. In respect of assets sold, pro rata depreciation is provided up to the date on which the asset is sold. On all assets depreciation has been provided using the Straight Line Method at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013.

**4. Borrowing Costs**

Interest and other costs in connection with the borrowing of the funds to the extent related / attributed to the acquisition of qualifying fixed assets are capitalized upto the date when such assets are ready for its intended use and other borrowing costs are charged to the Profit and Loss Account

**5. Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other Investments are classified as Long Term Investments. Investments are further classified into Investments in Unquoted shares, Investments in Quoted shares, Investment in Partnership Firm and Investment in Mutual Fund.

Long term investments are stated at cost. However, provision for diminution in value is made to recognize a decline other than temporary, if any in the value of investments. Current investments are valued at lower of cost and market value.

## 6. Revenue Recognition

Income from operations comprises profit / loss on sale of investments and derivative instruments.

Dividend Income is recognized when the right to receive payment is established.

Interest on fixed deposits is recognized on time proportion basis.

In respect of other heads of income the company accounts the same on accrual basis.

## 7. Employee Benefits

### Defined Contribution Schemes:

The Company has Defined Contribution Plans for post employment benefits namely Provident Fund that is recognized by the Income Tax Authorities.

Under the Provident Fund Plan, the company to the Government administered provident fund on behalf of its employees and has no further obligation beyond making its contribution.

The company contributes to state plans namely Employees State Insurance Fund and Employees Pension Scheme and has no further obligation beyond making its contribution.

The company's contribution to the above funds is charged to revenue every year.

### Defined Benefit Plans:

Gratuity is post employment benefit and is in the nature of Defined Benefit Plan. The liability recognized in the Balance sheet in respect of gratuity is the present value of defined benefit obligation at the balance sheet date together with the adjustments for unrecognized actuarial gains or losses and the past service cost. An independent actuary calculates the defined benefit obligation at the balance sheet date. Actuarial Gains or losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Profit and Loss account as Income or Expense.

### Compensated Absences:

As per the policy of the company, an employee cannot carry forward leave. The accumulated leave has to be encashed annually. As no obligation arises on account of employees rendering service that increases their entitlement to future compensated absences, the amount of compensated absence paid is charged to the Profit and Loss account.

Termination benefits are recognized as an expense as and when incurred.

## 8. Taxes on Income

Income Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

### Current Tax:

Provision for current tax is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act 1961 after considering tax allowances and exemptions, if any.

**Deferred Tax:**

A deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance sheet date. Deferred tax charge or credit is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount. Deferred tax assets are recognized only if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are re-assessed for the appropriateness of their respective carrying values at each balance sheet date.

**9. Impairment of Assets**

The carrying value of fixed assets is reviewed for impairment at each Balance Sheet date to determine whether there is any indication of impairment.

If the carrying value of the fixed assets exceeds its estimated recoverable amount, an impairment loss is recognized in the Profit & Loss account and the fixed assets are written down to their recoverable amount.

**10. Foreign Currency Transactions**

Transactions in the foreign currency, which are of revenue nature, are accounted for at the exchange rate prevailing on the date of transaction. Current liabilities and/or assets are translated at the year end rate. The difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation at the end of the year is recognized as income or expenses as the case may be.

**11. Provisions, Contingent Liabilities and Contingent Assets**

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resource is remote, no provision or disclosure is made. Contingent liabilities are disclosed by way of a note.

Contingent assets are not recognized. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

**12. Prior Period**

The Income or expense which arise in the current period as a result of errors and omissions in preparation of financial statement of one or more prior period are considered as prior period items and are shown separately in the financial statements.

**13. Cash Flow**

Cash Flows are reported using the Indirect Method whereby Profit before tax is adjusted for the effects of transaction of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, financing and investing activities of the company are segregated.

**(B) NOTES FORMING PART OF THE ACCOUNTS****1. Deferred Tax**

For the current year, a sum of Rs. 20,52,278/- (Previous year - Rs. 43,56,091/-) has been recognized as a deferred tax in the Profit & Loss Account and the same has been credited (P.Y. debited) to the Deferred Tax Asset a/c in the Balance Sheet.

As on March 31, 2016, deferred tax on account of timing difference on depreciation of fixed assets and provision for gratuity was Rs. 3,59,44,619/- (Previous year - Asset Rs. 3,79,96,897/-).

2. As of March 31, 2016, the Company had no outstanding dues to small-scale industrial undertakings (Previous Year Rs. Nil).
3. The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid/payable under this Act have not been given.
4. In the opinion of the Board, Current Assets, Loans & advances have the value on realization in the ordinary course of business at least equal to the amount at which they are stated.
5. The company pledges Investments towards margin requirement for trading in equity / derivatives.
6. Bank Overdraft represents Credit facility for Pay in, pay out and margin requirements
7. The National Stock Exchange and Bombay Stock Exchange have a lien on Fixed Deposits which have been kept for Margin and Base Capital Requirements.

**8. Expenditure in foreign currency**

- (a) Current Year – Travelling – (INR) 4.84 Lakhs (Previous year - NIL)

**9. Employee Benefits****Defined Benefit Plans as per Actuarial Valuation as at March 31, 2016**

- a. Changes in the present value of the defined benefit obligation are as follows:

Particulars	2015 - 2016	2014 - 2015
Liability at the Beginning of the year	20,50,845	18,21,460
Interest Cost	1,63,247	1,69,578
Current Service cost	4,28,471	2,27,813
Benefit Paid	(2,43,272)	(7,22,646)
Actuarial (gains)/losses on obligation	(86,189)	5,54,640
Liability at the end of the year	23,13,102	20,50,845



## b. Changes in the fair value of plan assets are as follows:

Particulars	2015-2016	2014-2015
Fair Value of Plan Assets at the beginning of the year	—	—
Expected Return on Plan Assets	—	—
Contributions	—	—
Actuarial gains (losses)	—	—
Fair Value of plan assets at the end of the year	—	—
Total Actuarial gains / (losses) to be recognized	86,189	(5,54,640)

## c. Amounts recognized in the Balance Sheet

Particulars	2015-2016	2014-2015
Liability at the end of the year	23,13,102	20,50,845
Fair Value of plan assets at the end of the year	—	—
Difference	23,13,102	20,50,845
Amount recognized in the Balance Sheet	23,13,102	20,50,845

## d. Amounts recognized in the Profit and Loss Account

Particulars	2015-2016	2014-2015
Current service cost	4,28,471	2,27,813
Interest cost	1,63,247	1,69,578
Expected return on plans assets	—	—
Net Actuarial (gain)/ loss recognised in the year	(86,189)	5,54,640
Net benefit expense	5,05,529	9,52,031

## e. Actuarial Assumptions

Particulars	2015-2016	2014-2015
Discount rate	8.07%	7.96%
Retirement Age	60	60
Salary Escalation	5%	5%
Employee turnover	2%	2%

10. Related party disclosure has been made as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India, as under:

**Related Party Relationship**

**Associate Enterprises**

Binodini Vyapar Pvt. Ltd.  
Knockta Dealcomm Pvt. Ltd.  
Wallfort Properties Pvt. Ltd.  
Wallfort Commodities Pvt. Ltd.  
Mohur Invest. & Consul. Pvt. Ltd.

Wallfort Share & Stock brokers Pvt. Ltd.  
Bajrang Marbles Private Limited  
Suditi Developers Pvt. Limited  
Wallfort Steel and Power Private Limited  
Wallfort Investments & Trading Co. Ltd.

**Key Management personnel**

Ashok Bharadia  
Deepak Lahoti  
Manoj Bharadia

**Relatives of key management personnel**

Abhishek Maheshwari  
Aditya Maheshwari  
Aniket Bharadia  
Anil Jain  
Ashok Bharadia HUF  
Damoderi Bharadia  
Deepa Bharadia  
Deepak Lahoti HUF  
Kamladevi Bharadia  
Kishnidevi Bharadia  
Manidevi Bharadia  
Manoj Bharadia HUF  
Megha Bharadia  
Moolchand Lahoti  
Moolchand Lahoti HUF  
Pankaj Lahoti  
Pankaj Lahoti HUF  
Pponam Lahoti  
Pratik Bharadia  
Pusphadevi J. Jain  
Puspha P. Jain  
Radhakishan Bharadia  
Radhakishan Bharadia HUF  
Ramdevi Lahoti  
Ramkumar Bharadia  
Ramkumar Bharadia HUF  
Rashmi Lahoti  
Rikita Bharadia  
Sangeeta Bharadia  
Sarita Maheshwari  
Shobha Golechha  
Shrivallabh Bharadia  
Shrivallabh Bharadia HUF  
Shyamsunder Bharadia  
Shyamsunder Bharadia HUF

Sunil Bharadia  
Sunil Bharadia HUF  
Tulsiram Bharadia HUF  
Vandana Bharadia  
Vijay Bharadia  
Yashkumar Golechha

**Transactions**

(Rs. In Lakhs)

Particulars	Associate Enterprises		Key Management Personnel		Relatives	
	2016 (Rs.)	2015 (Rs.)	2016 (Rs.)	2015 (Rs.)	2016 (Rs.)	2015 (Rs.)
Brokerage	8.78	7.75	0.23	0.29	3.35	4.13
Loans Received	--	--	--	148.00	--	69.00
Loans Repaid	--	--	--	148.00	--	69.00
Advances Refunded	--	--	--	--	--	--
Investments Made	143.30	178.12	--	--	--	--
Investments Sold	--	--	--	--	--	--
Rent & Repairs	--	--	8.48	7.92	17.58	12.39
Salary	-	-	20.70	9.00	45.58	33.60

**Outstanding Balances**

(Rs. In Lakhs)

Particulars	Associate Enterprises		Key Management Personnel		Relatives	
	2016 (Rs.)	2015 (Rs.)	2016 (Rs.)	2015 (Rs.)	2016 (Rs.)	2015 (Rs.)
Investments	1253.82	1110.52	--	-	-	-

## Note:

- Related Party relationships are as identified by the company and relied upon by the Auditors
- Transactions carried out with related parties referred to above are in the ordinary course of business

**11. Auditors Remuneration**

Particulars	Amount (Rs.) CY	Amount (Rs.) LY
Statutory Audit Fees	50000	50000
Tax Auditing Fees	30000	30000
Consulting Fees	10000	10000
Others (Including Out of Pocket Expense)	6120	6000
<b>Total</b>	<b>96120</b>	<b>96000</b>

**12. Corporate Social Responsibility (CSR)**

The Company has constituted the CSR Committee as required under the provisions of the Companies Act, 2013. Based on the recommendations of the CSR Committee, the Board of Directors of Wallfort Financial Services Ltd. approved the CSR Policy of the Company and expenditure of Rs. 18.83 lakhs for FY 2015-16 towards CSR activities.

- Gross amount required to be spent by the company during the year is Rs.18.83 Lakhs
- Amount spent during the year:

	Particulars	In Cash	Yet to be paid in cash	Total
i	Construction/acquisition of any asset	--	--	--
ii	On purposes other than (i) above	6	12.83	18.83

**13. Contingent liabilities**

- a. Unexpired Bank Guarantees – NIL

**14. Earnings per share**

Earnings per Share has been calculated as per Accounting Standard 20 issued by the Institute of Chartered Accountants of India, as under:

Particulars	FY 2016	FY 2015
Amount used as numerator – Profit after tax	7,22,61,775	24,23,31,752
No. Of Shares	9687200	9,687,200
Basic & diluted earning per share	7.46	25.02

**15. Segment Reporting**

The company is engaged in single segment and there are no separate reportable segments as defined in AS – 17.

**16. Provisions made for the year ended March 31, 2016 companies of**

Particulars	Opening Balances as on 1/4/2015	Provided on 31/3/2016	Provisions regrouped reversed / paid during the year ended 31/3/2016	Closing balance as of 31/3/2016
Wealth Tax	61,400	–	61,400	–
Gratuity	20,50,845	5,05,529	2,43,272	23,13,102
Income Tax	6,15,00,000	2,03,00,000	6,15,00,000	2,03,00,000

17. The figures have been rounded off to the nearest rupee.

18. The previous year's figures have been recast / restated, wherever necessary, to conform to the current year's classification.

**For Kochar & Associates**  
Chartered Accountants  
FRN No.105256W

**P.S. Kochar**  
Partner  
M. No. 106049

Place: Mumbai  
Date: 28/5/2016

**For and on behalf of the Board**

**Sd/- ASHOK BHARADIA**  
(Managing Director)  
DIN: 00407830

**Sd/- DEEPAK LAHOTI**  
(Whole-Time Director & CFO)  
DIN: 01765511

**Sd/- MANOJ BHARADIA**  
(Whole-Time Director)  
DIN: 00035385

**M/S Wallfort Financial Services Ltd.**  
**Annexure "A" Statement of Investments as on March 31, 2016**

		Amount	
		Non Current	Current
<b>Unquoted Others</b>			
<b>Equity Shares</b>			
250 Equity Shares of CSE Ltd of Rs. 1 each fully paid		1,250,000	
73300 Equity Shares of Chattisgarh Project India P. Ltd. of Rs.10 each fully paid up		5,497,500	
44000 Equity Shares of Arvind Clothing P. Ltd.		3,740,000	
1500 Equity Shares of Arvind Finlease P. Ltd.		315,000	
257 Equity Shares of Nihari Jute Ltd.		19,789	
<b>In Group Companies</b>			
175000 Equity Shares of Wallfort Share & Stock Brokers P. Ltd. Rs 10 each fully paid up		12,250,000	
500000 Equity Shares of Wallfort Properties P. Ltd. Rs. 10 each fully paid up		8,723,000	
<b>Preference Shares</b>			
<b>In Group Companies</b>			
8118000 Preference Shares of Wallfort Properties P. Ltd. Rs. 10 each fully paid up		104,409,000	
		<b>136,204,289</b>	
<b>Quoted Trade Equity Shares</b>			
<b>Fully Paid up</b>			
Qty	Security	FV	AMOUNT
20000	AMBIKA COTTON MILLS LTD.	10	-- 17,562,306
100000	ASTRA MICROWAVE PRODUCTS LTD.	2	-- 11,197,810
133000	BOMBAY BURMAH TRADING CORP. LTD	2	55,990,576 --
400	BHOR WAKELOC	10	7,820 --
14700	CALADENO LT	10	147,000 --
10000	CHEVIOT CO. LTD.	10	-- 7,251,359
100000	CHORDIA FOOD PRODUCTS LTD.	10	12,519,485 --
100000	DEEPAK FERTILISERS & PETROCHEMICALS CORPORATION LTD.	10	15,111,824 --
85000	DREDGING CORPORATION OF INDIA LTD.	10	27,342,179 --
100000	EON ELECTRIC LTD.	5	5,366,656 --
10000	FORCE MOTORS LTD.	10	24,148,525 --
50000	GREAT EASTERN SHIPPING CO. LTD.	10	12,179,233 3,044,808
10000	GLOSTER LTD.	10	-- 4,647,565
50000	GODREJ INDUSTRIES LTD.	1	-- 16,452,609
25000	GUJARAT SIDHEE CEMENT LTD.	10	1,053,043 --
70000	GUJARAT ALKALIES & CHEMICALS LTD.	10	13,591,121 --
100000	HIMATSINKA SEIDE LTD.	5	20,337,359 --
175000	JAY SHREE TEA & INDUSTRIES LTD.	5	-- 15,278,339
400000	JM FINANCIL LTD.	1	-- 16,471,900
25000	MCLEOD RUSSEL INDIA LTD.	5	-- 4,704,558
10000	MERCK LTD.	10	-- 6,479,978
25000	NATIONAL BUILDING CONSTRUCTION CORPORATION LTD	10	-- 21,440,251
6000	NIIT LTD	2	326,788 --
100000	NIIT TECHNOLOGIES LTD.	10	-- 47,439,719

**M/S Wallfort Financial Services Ltd.**  
**Annexure "A" Statement of Investments as on March 31, 2016**

Qty	Security	FV	Non Current	Current
100000	PREMIER EXPLOSIVES LTD.	10	30,837,203	--
10000	RESPONSE INF	10	31,000	--
100000	RENAISSANCE JEWELLERY LTD.	10	9,927,471	--
100000	SALZER ELECTRONICS LTD.	10	20,015,533	--
50000	SIMPLEX INFRASTRUCRES LTD.	2	11,626,994	--
100000	SOBHA LTD.	10	6,858,295	20,574,886
50000	TATA CHEMICALS LTD.	10	--	16,909,330
25000	TCPL PACKGING LTD.	10	10,022,324	--
33000	VA TECH WARAG LTD.	2	--	14,711,834
17849	ZENITH FIBERS LTD.	10	2,154,808	--
			<b>279,595,236</b>	<b>224,167,252</b>
			<b>415,799,525</b>	<b>224,167,252</b>

**M/S Wallfort Financial Services Ltd.**  
**Annexure "A" Statement of Investments as on March 31, 2015**

		Amount	
		Non Current	Current
<b>Unquoted Others</b>			
<b>Equity Shares</b>			
250 Equity Shares of CSE Ltd of Rs. 1 each fully paid		1,250,000	
73300 Equity Shares of Chattisgarh Project India P. Ltd. of Rs.10 each fully paid up		5,497,500	
44000 Equity Shares of Arvind Clothing P. Ltd.		3,740,000	
1500 Equity Shares of Arvind Finlease P. Ltd.		315,000	
<b>In Group Companies</b>			
175000 Equity Shares of Wallfort Share & Stock Brokers P. Ltd. Rs 10 each fully paid up		12,250,000	
50000 Equity Shares of Wallfort Properties P. Ltd. Rs. 10 each fully paid up		623,000	
<b>Preference Shares</b>			
<b>In Group Companies</b>			
7618000 Preference Shares of Wallfort Properties P. Ltd. Rs. 10 each fully paid up		98,179,000	
		<b>121,854,500</b>	
<b>Units of Mutual Funds</b>			
103683.06 Edewise Arbitrage		1,037,492	
		<b>1,307,492</b>	
<b>Quoted Trade Equity Shares</b>			
<b>Fully Paid up</b>			
Qty	Security	FV	AMOUNT
113000	BOMBAY BURMAH TRADING CORPORATION	2	31,009,943
400	BHOR WAKELOCK LTD	10	7,820
14700	CALADENIO LTD.	10	147,000
100000	CENTURY ENKA LTD	10	-- 15,424,990
55000	DAMODAR INDUSTRIES	10	3,271,851
10000	FORCE MOTORS	10	13,548,673
150000	GARWARE WALL ROPES	10	21,970,967
100000	GM BREWERIES	10	-- 11,725,310
25000	GUJARAT SIDHEE CEMENT	10	1,053,043
25000	GUJARAT GAS COMPANY	2	-- 15,600,878
200000	HINDUSTAN CONSTRUCTION COMPANY	1	-- 6,583,700
145000	HIMATSINGKA SEIDE	5	12,548,695
100000	HINDUSTAN PETROLEUM CORPORATION	10	43,205,511
100000	ILANDFS ENGINEERING & CONSTRUCTION COMPANY	10	-- 7,106,571
200000	ILANDFS TRANSPORTATION NETWORKS	10	32,538,954
25000	JBM AUTO	5	-- 5,488,902
15000	KEL TECH ENERGIES	10	8,066,153
100000	LAKSHMI VILAS BANK	10	-- 10,152,509
50000	MAHINDRA HOLIDAYS AND RESORTS INDIA	10	13,797,685
50000	MIRZA INTERNATIONAL	2	-- 3,757,815
25000	NATIONAL BUILDINGS CONSTRUCTIONS CORPORATION	10	8,033,730
6000	NIIT	2	326,788
200000	NOCIL	10	5,904,304
25000	PREMIER EXPLOSIVES	10	5,848,760

**M/S Wallfort Financial Services Ltd.**  
**Annexure "A" Statement of Investments as on March 31, 2015**

Qty	Security	FV	Non Current	Current
45000	RAPICUT CARBIDES	10	2,858,444	--
10000	REPOSE INFORMATICS	10	31,000	--
50000	RS SOFTWARE (INDIA)	5	2,389,833	5,576,277
25000	RSWM	10	5,231,680	--
50000	SINTEX INDUSTRIES	1	5,841,695	--
1000000	SJVN	10	26,465,730	--
10000	STOVEE INDUSTRIES	10	7,835,000	--
500000	SUPER TANNERY	1	3,794,542	--
100000	TATA CHEMICALS	10	42,125,826	--
25000	TATA COMMUNICATIONS	10	--	10,882,840
40000	TCPL PACKAGING	10	13,708,274	--
400000	TRIDENT	10	--	81,80,000
50000	TITAGARH WAGONS	2	28,994,120	--
100000	VADILAL INDUSTRIES	10	6,436,232	19,308,696
25000	VARDHMAN TEXTILES	10	12,708,350	--
15000	VA TECH WABAG	2	18,998,610	--
10000	VA TECH WABAG (BONUS)	2	--	--
100000	ZENITH FIBERS	10	4,978,934	--
	<b>TOTAL</b>		<b>3,83,678,146</b>	<b>121,756,588</b>
			<b>506,570,138</b>	<b>121,756,588</b>



**Form No. MGT-11  
Proxy Form**

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

CIN : \_\_\_\_\_  
 Name of the Company : \_\_\_\_\_  
 Registered Office : \_\_\_\_\_

Name of the member(s) : \_\_\_\_\_  
 Registered address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_  
 Folio No. / Client Id : \_\_\_\_\_  
 DP ID : \_\_\_\_\_

I/We, being the member(s) of Wallfort Financial Services Limited hold \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-First (21st) Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> September, 2016 at the registered office of the Company at 205A, Hari Chambers, S. B. Marg, Fort, Mumbai – 400001 at 09:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Against	For
1.	To consider and adopt audited financial statement as on 31st March 2016.		
2	To appointment a Director in place of Mr. Deepak Lahoti (DIN-01765511) who retires by rotation and has offered himself for re-appointment.		
3.	To appointment the statutory auditors of the Company and to fix their remuneration.		
4.	To appointment Mr. Ritesh Chandalia (DIN-07331596) as a Non-Executive Independent Director of the company.		
5	To consider appointment of Mr. Manoj Bharadia (DIN-00035385) as whole-time Director of the Company		

Signed this.....day of.....20.....

\_\_\_\_\_  
Member's Signature

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of 1st Proxy

\_\_\_\_\_  
Signature of 2nd Proxy

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

## ATTENDANCE SLIP

NAME OF THE MEMBER / PROXY / AUTHORISED REPRESENTATIVE	:	
FOLIO NO.	:	
*DP ID & CLIENT ID	:	
NO. OF SHARES HELD	:	

**\*Note :** In case the shares are held un dematerialized form

I hereby record my presence at the Twenty-First (21st) Annual General Meeting of Wallfort Financial Services Limited held on 30th September 2016 at 9.00 a.m. at the registered office of the Company at 205A, Hari Chambers, S.B. Marg, Fort, Mumbai - 400 001 or at any adjournment thereof.

**SIGNATURE OF THE ATTENDEE:**

BOOK - POST

TO,

*If undelivered please return to:*

**WALLFORT FINANCIAL SERVICES LTD.**  
205A, Hari Chambers,  
S. B. Singh Marg,  
Fort, Mumbai - 400 001.