

STEELMAN TELECOM PRIVATE LIMITED
RISHI TOWER, PREMISES NO.02, STREET NO.315, NEW TOWN, KOLKATA-700156
CIN : U55101WB2003PTC096195
DIRECTORS' REPORT

To,
The Members,
Your Directors have pleasure in presenting their *Fourteenth Annual Report* on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

FINANCIAL SUMMARY:

The Financial Summary of the activities of the company during the Financial Year 2016-17 is given below:

Particulars	Year ended 31st March 2017	Year ended 31st March 2016
Revenue from Operations	143295960	125861042
Profit/(Loss) before taxation	4415785	3889140
Less: Tax Expense	1292254	1201745
Profit/(Loss) after tax	3123531	2687395
Add: Balance B/F from the previous year	8739464	6052069
Balance Profit / (Loss) C/F to the next year	11862995	8739464

DIVIDEND:

The company does not propose any dividend during the current year.

RESERVES

The board does not proposed any amount to carry to any specific reserves.

STATE OF COMPANY'S AFFAIR:

During the current financial year, the company has earned Net Profit after tax of Rs.31,23,531/- as compared to Net Profit after tax of Rs.26,87,395/- in previous financial year.

CHANGE IN THE NATURE OF BUSINESS:

There is no significant changes had been made in the nature of the company during the financial year.

MATERIAL CHANGES AND COMMITMENTS OCCURRED BETWEEN THE DATE OF BALANCE SHEET AND THE DATE OF AUDIT REPORT:

No significant material changes and commitments have occurred between the date of the balance sheet and the date of the audit report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

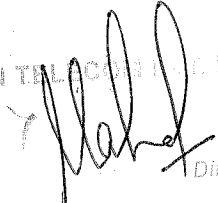
There are no significant and material orders passed by Regulators/Court/Tribunals against the company.


SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE:

There is no Subsidiary company or Joint Venture or Associate Companies of the Company.

DEPOSITS:

During the financial year, Company has not accepted any type of deposits. Neither, any type of deposits of previous year is Unpaid or Unclaimed during the financial year.


STEEL MAN TELECOM PVT. LTD.
Director


STEEL MAN TELECOM PVT. LTD.
Director

STATUTORY AUDITORS:

M/s. MURARKA & ASSOCIATES, Chartered Accountants, who are the statutory auditor of the Company, Company to hold office up to the conclusion of the Sixteenth Annual General Meeting (AGM) of the Company. A certificate from them has been received to the effect that their appointment is within the prescribed limits.

AUDITORS' REPORT:

Auditors had not made any qualification or did not make any adverse remark in their report regarding financial statements. Therefore, there is no need for any clarification or any comment on Auditors report.

SHARE CAPITAL:

During the financial year, the Company had not issued any Equity Shares with Differential rights, any Sweat Equity Shares and any Employee Stock Options.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- A) *Conservation of Energy : Nil*
- B) *Technology Absorption : Nil*
- C) *Foreign Exchange earnings and outgo : Nil*

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has no such loans, investments and guarantees in reference to section 186 of the Companies Act,2013 during the financial year

DIRECTORS' RESPONSIBILITY STATEMENT:

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

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

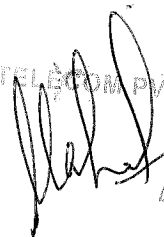
ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

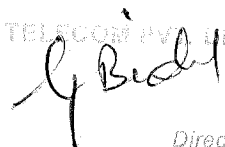
FOR & ON BEHALF OF THE
BOARD OF DIRECTORS

STEEL MAN TELECOM PVT. LTD.

STEEL MAN TELECOM PVT. LTD.



Director



Director

DIRECTOR

DATED : AUGUST 29TH, 2017.

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2017

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

I. REGISTRATION AND OTHER DETAILS :

- i) CIN U55101WB2003PTC096195
- ii) Registration Date 12/05/2003
- iii) Name of the Company STEELMAN TELECOM PRIVATE LIMITED
- iv) Category / Sub-Category of the Company Private company
Small Company
Company having share capital
- v) Address of the Registered office and contact details RISHI TOWER, PREMISES NO.02-315,
STREET NO.315, NEW TOWN, KOLKATA -
700156 West Bengal
Email :
susanta.chowdhury@steelmantelecom.com
- vi) Whether listed company No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

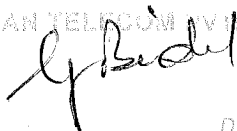
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial Service Sector - Others	99715990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S.NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section

STEEL MAN TELECOM PRIVATE LIMITED


Director

STEEL MAN TELECOM PRIVATE LIMITED


Director

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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	415500	415500	100.00	0	415500	415500	100.00	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	415500	415500	100.00	0	415500	415500	100.00	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	415500	415500	100.00	0	415500	415500	100.00	0.00
B. Public Shareholding									
I. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0

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Director

Director

c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	415500	415500	100.00	0	415500	415500	100.00	0.00

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	Mahendra Kumar Bindal	5000	1.21	0	5000	1.21	0	0
2	Girish Bindal	5000	1.21	0	5000	1.21	0	0

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

Sl. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
		At the beginning of the year				
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year				

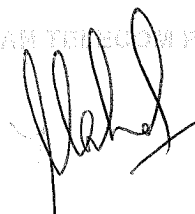
(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Mahendra Kumar Bindal & Sons (HUF)	Equity Shares	185000	44.52	185000	44.52
2	Girish Bindal (HUF)	Equity Shares	185000	44.52	185000	44.52
3	Mayank Bindal	Equity Shares	35500	8.54	35500	8.54

STEEL MAN TELECOM PVT. LTD.

STEEL MAN TELECOM PVT. LTD.


Director


Director

(v) Shareholding of Directors and Key Managerial Personnel

Sl.No	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Mahendra Kumar Bindal	Equity Shares	5000	1.21	5000	1.21
2	Girish Bindal	Equity Shares	5000	1.21	5000	1.21

V. INDEBTEDNESS :

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	25023133	0	0	25023133
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	25023133	0	0	25023133
Change in Indebtedness during the financial year				
Addition	15407205	0	0	15407205
Reduction	0	0	0	0
Net Change	15407205	0	0	15407205
Indebtedness at the end of the financial year				
i) Principal Amount	40430338	0	0	40430338
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	40430338	0	0	40430338

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

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

B. Remuneration to other directors

Sl.no.	Name of Directors	Independent Directors			Total (1)	Other Non-Executive Directors			Total (2)	Total (1+2)	Total Managerial Remuneration	Overall Ceiling as per the Act
		Fee for attending board / committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others				

G. Bindal
Director

Mahendra Kumar Bindal
Director

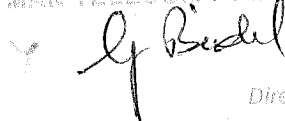
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl.no.	Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others		

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

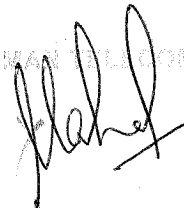
Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A				
Punishment	N.A				
Compounding	N.A				
B. DIRECTORS					
Penalty	N.A				
Punishment	N.A				
Compounding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

STEEL MAN TELECOM PVT. LTD.



Director

STEEL MAN TELECOM PVT. LTD.



Director

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/S. STEELMAN TELECOM PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S. STEELMAN TELECOM PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 accounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2017, Profit for the year ended on that date and Cash Flow for the year ended on that date:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) in the case of the Profit and Loss Account, of the PROFIT for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2017 ("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 I a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet and the Statement of Profit & Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

14, RADHA BAZAR STREET
1ST FLOOR, KOLKATA-700 001

FOR MURARKA & ASSOCIATES
CHARTERED ACCOUNTANTS



DATED: AUGUST 29TH, 2017

SANJAY KUMAR MURARKA
PARTNER
M NO. : 054208 FRN : 319092E

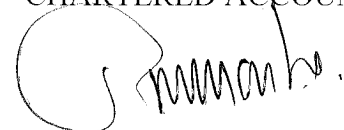
The **Annexure “A”** referred to in paragraph ‘1’ of **“Report on Other Legal and Regulatory Requirements”** of the Our Report of even date to the members of **M/S. STEELMAN TELECOM PRIVATE LIMITED** on the accounts of the company for the year ended 31st March, 2017, on the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
2. (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The discrepancies noticed on physical verification of the inventory as compared to books has been properly dealt with and the discrepancies were not material.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

- 9 Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10 Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11 Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12 In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13 In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14 Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15 Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16 In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.
17. In our opinion, the company had provided requisite disclosure in its Financial Statement as to holdings and as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the Books of Accounts maintained by the company.
18. Other clauses of the order are not applicable to the company.

14, RADHA BAZAR STREET
1ST FLOOR, KOLKATA-700 001

FOR MURARKA & ASSOCIATES
CHARTERED ACCOUNTANTS



DATED: AUGUST 29TH, 2017

SANJAY KUMAR MURARKA
PARTNER
M NO. : 054208 FRN : 319092E

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of **M/S. STEELMAN TELECOM PRIVATE LIMITED** 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 **M/S. STEELMAN TELECOM PRIVATE LIMITED** as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

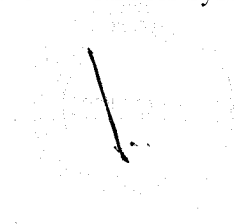
The Company’s management is responsible for establishing and maintaining internal financial controls based on the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation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

Auditors’ Responsibility

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

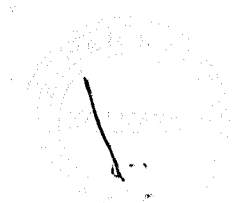
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

14, RADHA BAZAR STREET
1ST FLOOR, KOLKATA-700 001

FOR MURARKA & ASSOCIATES
CHARTERED ACCOUNTANTS



DATED: AUGUST 29TH, 2017

SANJAY KUMAR MURARKA
PARTNER

M NO. : 054208 FRN : 319092E

STEELMAN TELECOM PRIVATE LIMITED
Balance Sheet as at March 31, 2017

	Notes	As at March 31, 2017	As at March 31, 2016
I. EQUITY & LIABILITIES:			
Shareholders' Funds			
Share Capital	2	4155000	4155000
Reserve & Surplus	3	82407995	79284464
		86562995	83439464
Non-Current liabilities			
Long Term Borrowing		0	0
Deferred Tax Liabilities		0	0
Other Long Term Liabilities		0	0
Long Term Provisions		0	0
		0	0
Current liabilities			
Short Term Borrowing	4	40430338	25023133
Trades Payable		11153129	10152319
Other Current Liabilities		4944627	7179507
		56528095	42354959
TOTAL		143091089	125794423
II ASSETS			
Non Current Assets			
Fixed Assets	5	13471533	9691111
Non Current Investment	6	11575690	11575690
Deferred Tax Assets		938563	633845
		25985786	21900646
Current Assets			
Current Investments		0	0
Inventories	7	1964872	4065019
Trade receivables	8	32751610	37630552
Cash & Bank Balances	9	51848201	20704907
Short Term Loans & Advances	10	30540621	41493300
Other Current Assets		0	0
		117105303	103893777
TOTAL		143091089	125794423

Significant Accounting Policies 1

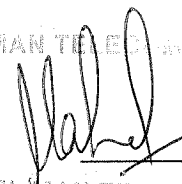
NOTES REFERRED TO HEREIN
 ABOVE FORM AN INTEGRAL PART OF
 THE STATEMENT OF ACCOUNTS:

PER OUR REPORT ATTACHED:
 FOR MURARKA & ASSOCIATES
 CHARTERED ACCOUNTANTS



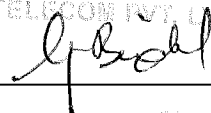
SANJAY KUMAR MURARKA
 PARTNER
 M NO. : 054208 FRN : 319092E
 KOLKATA, AUGUST 29TH, 2017

STEELMAN TELECOM PRIVATE LIMITED



Director

STEELMAN TELECOM PRIVATE LIMITED



Directors

Director

STEELMAN TELECOM PRIVATE LIMITED**Statement of Profit & Loss for the year ended on March 31, 2017**

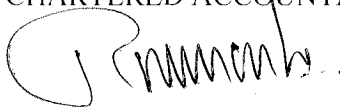
Particulars	Notes	Year ended 31.03.2017	Year ended 31.03.2016
Revenue From Operation	11	136077701	122309652
Other income	12	7218259	3551390
Total Revenue		143295960	125861042
<u>EXPENSES</u>			
Purchases		22700	2447011
Change in Inventories	13	2100147	-2081973
Operational Expenses	14	110831815	102776878
Employee Benefit Expense	15	1200000	360000
Other Expenses	16	18178601	10465978
Finance Cost	17	3699672	5607988
Depreciation	18	2847240	2396019
Total expenses		138880175	121971902
Profit / (Loss) Before Tax		4415785	3889140
Exceptional Items		0	0
Profit before extraordinary items and tax		4415785	3889140
Extraordinary Items		0	0
Profit before tax		4415785	3889140
Tax expense:			
(1) Current tax		1586696	1488354
(2) Deferred tax		-304718	-286609
(3) Tax on Earlier Year		10276	0
Profit(Loss) from the period from continuing operations		3123531	2687395
Profit/(Loss) from discontinuing operations		0	0
Tax expense of discounting operations		0	0
Profit/(Loss) from Discontinuing operations		0	0
Profit/(Loss) for the period		3123531	2687395

Significant Accounting Policies

1

NOTES REFERRED TO HEREIN
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THE STATEMENT OF ACCOUNTS:

PER OUR REPORT ATTACHED:
FOR MURARKA & ASSOCIATES
CHARTERED ACCOUNTANTS



SANJAY KUMAR MURARKA
PARTNER

M NO. : 054208 FRN : 319092E
KOLKATA, AUGUST 29TH, 2017

STEEL MAN TELECOM PVT. LTD.

STEEL MAN TELECOM PVT. LTD.

Directors

Director

STEELMAN TELECOM PRIVATE LIMITED
Cash Flow Statement for the year ended 31st March, 2017

Particulars	As at March 31, 2017	As at March 31, 2016
(A) Cash Flow from Operating Activities		
Profit before tax	4415785	3889140
<i>Adjustment for:</i>		
Interest Paid	3313186	5501578
Depreciation	2847240	2396019
Interest Income	-3953822	-1473781
Operating Profit before Working Capital Changes	<u>6622390</u>	<u>10312956</u>
<i>Adjustment for:</i>		
Trade Receivables	4878942	61249
Inventories	2100147	-2081973
Trade Payable	1000810	-10935242
Other Current Liabilities	-2234879	6094948
Cash generated from Operations	<u>12367409</u>	<u>3451938</u>
Income Tax Paid (net of refund)	-1596972	-1488354
Net Cash generated from Operating Activities	10770437	1963584
(B) Cash Flow from Investing activities		
Purchases of Fixed Assets	-6627662	-325574
Short Term Loan & Advances	10952679	-8872058
Interest Income	3953822	1473781
Net Cash generated from Investing Activities	8278839	-7723851
(C) Cash Flow from Financing activities		
Interest Paid	-3313186	-5501578
Proceeds from Short-term borrowing	15407205	13315542
Net Cash generated from Operating Activities	12094018	7813964
(D) Net Increase/(Decrease) in cash	31143294	2053698
Cash and Cash equivalent as Opening	20704907	18651210
Cash and Cash equivalent as at Closing	51848201	20704907

Significant Accounting Policies

I

I

NOTES REFERRED TO HEREIN
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THE STATEMENT OF ACCOUNTS:

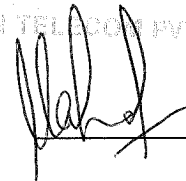
PER OUR REPORT ATTACHED:
 FOR MURARKA & ASSOCIATES
 CHARTERED ACCOUNTANTS

SANJAY KUMAR MURARKA
 PARTNER

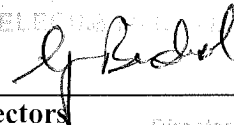
M NO. : 054208 FRN : 319092E

KOLKATA, AUGUST 29TH, 2017

STEEL MAN TELECOM PVT. LTD.



STEEL MAN TELECOM PVT. LTD.



Directors Director

I SIGNIFICANT ACCOUNTING POLICIES**1.1 Basis of preparation of financial statements****i) General:**

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on accrual basis of accounting to comply with the accounting standards prescribed under section 133 of the Companies 2013 read with Rule 7 of the Companies (Accounts) Rule 2014.

ii) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

iii) Presentation and disclosures in financial statements:

For the year ended 31st March, 2017, Schedule III of the Companies Act, 2013, is applicable to the Company for presentation and disclosures in financial statements. The Company has reclassified the previous year's figures in accordance with the Schedule III of the Companies Act, 2013 as applicable in the current year.

1.2 Tangible and Intangible Assets**i) Tangible Fixed Assets**

Tangible fixed assets are carried at the cost of acquisition, less accumulated depreciation. The cost of fixed assets includes taxes, duties and other directly attributable costs related to the acquisition of the respective assets.

ii) Intangible Fixed Assets

There are no intangible Assets in the Company.

iii) Depreciation and amortisation

Depreciation on all fixed assets is provided on written down value method. The rates of depreciation prescribed in Schedule II of the Companies Act, 2013 are considered for providing depreciation.

iv) Impairment

In accordance with AS 28 no major impairment of Fixed Assets noted during the year.

1.3 Revenue Recognition

Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods and other incomes.

1.4 Inventory

Stock is valued at cost.

1.5 Investments

Non-current Investments are carried at cost. Provision for diminution in the value of non-current investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an investment, the difference between the carrying amount and net disposal proceeds is charged or credited to the statement of Profit and Loss. Profit or Loss on sale of investments is determined on a first-in-first-out basis.

1.6 Provision for Taxation

Provision for tax is made for both current and deferred taxes. Current tax is provided on the taxable income using applicable tax rate and tax laws. Deferred tax assets and liabilities arising on account of time difference and which are capable of reversal in subsequent periods are recognised using the tax rates and laws that have been enacted or substantially enacted till the date of Balance Sheet. Deferred tax assets is not recognised unless there is 'virtual certainty' that sufficient future taxable income will be available against which such deferred tax assets will be realised.

1.7 Provisions and Contingencies

Provisions involving substantive degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent assets are neither recognised nor disclosed in the Financial statements.

1 SIGNIFICANT ACCOUNTING POLICIES

1.8 Current Assets

Current Assets, Loans & Advances are of the value as stated as per Management and realisable during the normal course of the business.

1.9 Previous Year figures are re-grouped and/or re-arranged wherever necessary and figures are rounded off to the nearest rupee.

1.10 Details of specified Bank Notes held by the company and transacted during the period from 8th November 2016 to 30th December 2016 is provided in the table below as per Schedule III in Division I in part one of Companies Act, 2013:

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	30000	254127	284127
(+) Permitted receipts	0	84000	84000
(-) Permitted payments	0	30000	30000
(-) Amount deposited in Banks	30000	0	30000
Closing cash in hand as on 08.11.2016	0	308127	308127

1.11 Earning per Share

Earning per Share has been computed as under

	As at 31st March, 2017	As at 31st March, 2016
i) Net Profit/ (Loss) after tax for year as per Profit & Loss Account	3123531	2687395
ii) Number of equity share allotted	415500	415500
iii) Weighted average number of equity shares outstanding during the year	415500	415500
iv) Face value par equity share	10	10
v) Earning par share (Basic/Diluted)	7.52	6.47

The company has not have any outstanding dilutive potential equity share.

1.12 Related party disclosure is identified by the management in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India:

a) Name of the related parties,

Key management personnel and their relatives

Mr. Mahendra Kumar Bindal

Mr. Girish Bindal

(b) Aggregated Related Party Disclosures:

Nature of Transactions	Key managerial Persons / their Relatives	Enterprises over which Key Management Personnel / their Relatives have significant influence	Total Amount (Rs.)

2 SHARE CAPITAL

2.1 Authorised

500000 Equity Shares of Rs. 10/- each 5000000 5000000

2.2 Issued

415500 Equity Shares of Rs.10/- each fully paid in cash 4155000 4155000

2.3 Subscribed and Paid-up

415500 Equity Shares of Rs.10/- each fully paid in cash 4155000 4155000

2.4 The Reconciliation of the number of shares outstanding is set out below:

Number of equity shares at the beginning of the year	415500	415500
Number of equity shares at the end of the year	415500	415500

G. Bindal
Director

M. Bindal
Director

STEELMAN TELECOM PRIVATE LIMITED

Notes on Financial Statement for the year ended march 31, 2017

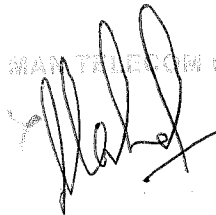
Particulars	As at March 31, 2017	As at March 31, 2016
2 SHARE CAPITAL		
2.5 Each holder of the equity share is entitled to vote as per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after the distribution of all preferential amount, in proportion to their shareholdings.		
3 RESERVES & SURPLUS		
Share Premium	70545000	70545000
Statement of Profit and Loss		
As per last year Balance Sheet	8739464	6052069
Add: Profit / (Loss) transferred from Statement of Profit & Loss	<u>3123531</u>	<u>2687395</u>
	<u>11862995</u>	<u>8739464</u>
	<u>82407995</u>	<u>79284464</u>
4 SHORT TERM BORROWING		
<i>Secured against Current assets and Personal Guarantee of Directors</i>		
HDFC Bank, Over Draft - 50200004917922	4380759	14569526
HDFC Bank, Over Draft - 50200023756681	22750739	0
Axis Bank	9957502	8308953
<i>Secured against Plant & Machinery</i>		
HDFC Bank	11900	1247457
<i>Secured against Motor Car & Motor Cycle</i>		
ICICI Bank - 00027096020	0	112539
HDFC Bank - Skoda Car	2799359	0
HDFC Bank	530079	768118
HDFC Bank - 28452609	0	8270
HDFC Bank - 28567273	0	8270
	<u>3329438</u>	<u>897198</u>
	<u>40430338</u>	<u>25023133</u>

STEEL MAN TELECOM PVT. LTD.

STEEL MAN TELECOM PVT. LTD.



Director



Director

STEELMAN TELECOM PRIVATE LIMITED

Notes on Financial Statement for the year ended march 31, 2017

5. FIXED ASSETS

The changes in carrying value of Fixed Assets for the year ended March 31, 2017 are as follows:

PARTICULARS	TANGIBLE ASSETS										Total	
	Office Salt Lake	Motor Car	Motor Cycle	Office Equipment	Air Conditioner	Plant & Machinery	Computer	Furniture & Fixture				
Original Cost												
As at April 1, 2016	2897575	3009995	98454	337979	1607183	3271140	238196	3711183				15171705
Additions	0	3203544	0	730623	257210	983751	80613	1371921				6627662
Deduction	0	0	0	0	0	0	0	0				0
As at March 31, 2017	2897575	6213539	98454	1068602	1864393	4254891	318809	5083104				21799367
Depreciation & Amortisation												
As at April 1, 2016	0	1341833	40442	174939	1260251	636438	152301	1874390				5480594
For the Period	0	897287	15054	325005	274859	585213	94751	655071				2847240
Deduction/Adjustment	0	0	0	0	0	0	0	0				0
As at March 31, 2017	0	2239120	55496	499944	1535110	1221651	247052	2529461				8327834
Net Block												
As at March 31, 2017	2897575	3974419	42958	568658	329283	3033240	71757	2553643				13471533

The changes in carrying value of Fixed Assets for the year ended March 31, 2016 are as follows:

PARTICULARS	TANGIBLE ASSETS										Total	
	Office Salt Lake	Motor Car	Motor Cycle	Office Equipment	Air Conditioner	Plant & Machinery	Computer	Furniture & Fixture				
Original Cost												
As at April 1, 2015	2846453	3009995	98454	217999	1607183	3271140	83724	3711183				14846131
Additions	51122	0	0	119980	0	0	154472	0				325574
Deduction	0	0	0	0	0	0	0	0				0
As at March 31, 2016	2897575	3009995	98454	337979	1607183	3271140	238196	3711183				15171705
Depreciation & Amortisation												
As at April 1, 2015	0	760280	20112	96632	901279	53741	33881	1218650				3084575
For the Period	0	581553	20330	78307	358972	582697	118420	655740				2396019
Deduction/Adjustment	0	0	0	0	0	0	0	0				0
As at March 31, 2016	0	1341833	40442	174939	1260251	636438	152301	1874390				5480594
Net Block												
As at March 31, 2016	2897575	1668162	58012	163040	346932	2634702	85895	1836793				9691111

STEELMAN TELECOM PVT. LTD.

S. S. Baidal
Director

[Signature]
Director

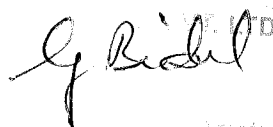
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STEELMAN TELECOM PRIVATE LIMITED


Notes on Financial Statement for the year ended march 31, 2017

Particulars	As at March 31, 2017	As at March 31, 2016
6 NON CURRENT INVESTMENT		
Unquoted Non Traded Shares	11575690	11575690
	<u>11575690</u>	<u>11575690</u>
7 INVENTORIES		
As Certified by the Management	1964872	4065019
	<u>1964872</u>	<u>4065019</u>
8 TRADE RECEIVABLE		
<i>Considered good by the Management</i>		
For less than six months	32751610	37630552
	<u>32751610</u>	<u>37630552</u>
9 CASH & CASH EQUIVALENTS		
9.1 <i>Cash in Hand</i> (As certified by the Management)	358127	291973
9.2 <i>Cash at Bank</i> (With Scheduled Banks)		
<i>On Current Accounts</i>		
Axis Bank, CA-911020056938514	1638486	125725
HDFC Bank-11287630000490	55938	710695
HDFC Bank, Delhi - 50200006809720	0	30000
SBI-BBSR 33153095416	16960	153770
RBL Bank - 1518649	768575	649923
	<u>2479958</u>	<u>1670113</u>
<i>On Fixed Deposits</i>		
Axis Bank	20113407	15779225
State Bank of India	3272298	2963596
HDFC Bank	25624410	0
	49010115	18742821
	<u>51848201</u>	<u>20704907</u>
10 SHORT TERM LOANS & ADVANCES		
<i>Short Term Advances</i> (Recoverable in cash or in kind or for value to be received, considered good by the Management)	30540621	41493300
	<u>30540621</u>	<u>41493300</u>
11 REVENUE FROM OPERATION		
Contractual, Technical & Other Receipts	135855627	122309652
Sales	222074	0
	<u>136077701</u>	<u>122309652</u>
12 OTHER INCOME		
Interest Income	3953822	1473781
Rental Income	1552786	0
Discount	161505	19451
Miscellaneous Income	1550146	2058158
	<u>7218259</u>	<u>3551390</u>
13 CHANGE IN INVENTORIES		
Opening Stock	4065019	1983046
Less: Closing Stock	1964872	4065019
	<u>2100147</u>	<u>-2081973</u>

S



Director



Director

STEELMAN TELECOM PRIVATE LIMITED

Notes on Financial Statement for the year ended march 31, 2017

Particulars	As at March 31, 2017	As at March 31, 2016
14 OPERATIONAL EXPENSES		
Site Expenses	110831815	102776878
	<u>110831815</u>	<u>102776878</u>
15 EMPLOYEE BENEFIT EXPENSES		
Director's Salary	1200000	360000
	<u>1200000</u>	<u>360000</u>
16 OTHER EXPENSES		
Audit Fees	59000	57500
Business Promotion Expense	3036562	300173
Car Running & Maintenance	62143	0
Commission & Brokerage	5543146	0
Discount & R/Off	696466	0
Delays & Penalty	116415	0
Electricity Expenses	173708	78669
Insurance Charges	170447	76907
Filing Fees	0	19000
Legal & Consultancy Fees	611277	233377
Membership and Subscription	13800	3545
Miscellaneous Expenses	0	157883
Repair & Maintenance	1254137	4139956
Postage & Courier	602758	169778
Printing & Stationery	63498	27872
Rent, Rates & Taxes	3413195	1930872
Telephone & Internet Expenses	2362049	1008989
Travelling Expenses	0	2261457
	<u>18178601</u>	<u>10465978</u>
17 FINANCE COST		
Bank Charges	386486	106410
Interest	3313186	5501578
	<u>3699672</u>	<u>5607988</u>
18 DEPRECIATION & AMORTISATION		
Depreciation	2847240	2396019
	<u>2847240</u>	<u>2396019</u>

SIGNATURE TO NOTE '1' TO '18':

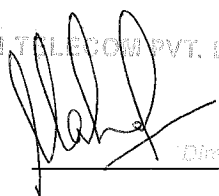
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CHARTERED ACCOUNTANTS



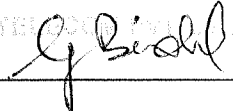
SANJAY KUMAR MURARKA
PARTNER

M NO. : 054208 FRN : 319092E
KOLKATA, AUGUST 29TH, 2017

STEEL MAN TELECOM PVT. LTD.



STEEL MAN TELECOM PVT. LTD.



Directors Director