

**31st ANNUAL REPORT
2015-2016**



FIRST FINANCIAL SERVICES LTD

BOARD OF DIRECTORS:

Mr. Nirmal Singh Mertia : Whole Time Director
 Ms. Chandrika Girish Panchal : Director
 Mr. Girishkumar Panchal : Director

CIN: L85100TN1984PLC011231

Statutory Auditors:

M/s.S.A.R.A & Associates
 Chartered Accountants,
 A-503, Vertex Vikas Building,
 Above Mitra Nursing Home
 Sir M.V. Road Andheri (East)
 Mumbai 400069
 Tel: 26826081-84 Fax: 26826070
 Email:info@sara-india.com

Registrars and Transfer Agents:

Bigshare Services Pvt. Ltd.
 E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka,
 Andheri (East),Mumbai – 400 072.
 Phone No. : 022- 40430200, Fax No. : 022-28475207
 Email id.:info@bigshareonline.com, Website: www.bigshareonline.com

Bankers:

Axis Bank, Malad (W), Mumbai 400 064.

REGISTERED OFFICE:

2nd Floor, Old no.24 new no. 45,
 Venkata Maistry Street, Mannady,
 Chennai 600 001.
 Email: firstfinancialserviceslimited@gmail.com
 Website: www.ffsionline.com
 Contact no. 9176898788

CORPORATE OFFICE:

F-38, Sej Plaza, 1st Floor,
 Near Laxminarayan Temple,
 Marve Road, Malad West,
 Mumbai - 400064
 Email: firstfinancialserviceslimited@gmail.com
 Website: www.ffsionline.com
 Contact no. 9176898788

Compliance Officer:

Mr .Nirmal Singh Mertia

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FIRST FINANCIAL SERVICES LIMITED

NOTICE

Notice is hereby given that the 31st Annual General Meeting of First Financial Services Limited will be held on Friday, 30th September, 2016 at 01.00 P.M. at the ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai - 600008, to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as on 31st March, 2016 and the Profit & Loss Account of the Company for the year ended on that date together with the Directors Report and Auditor's Report thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to Section 139, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. S A R A & Associates, Practicing Chartered Accountants, (Firm Registration no. 120927W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in year 2017, to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Girishkumar Panchal (DIN: 07227360) as an Independent Director of the Company for a term of 5 years.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girishkumar Panchal (DIN: 07227360), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th September 2015, as per the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, pursuant to provisions of the Companies Act, 2013, being eligible for appointment to the office of Director, be and is hereby appointed as an “Independent Director” of the Company, not liable to retire by rotation at the AGM of the Company, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 36th AGM of the Company.

4. **Appointment of Mrs. Chandrika Girish Panchal (DIN: 07227061) as an Independent Director of the Company for a term of 5 years.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Chandrika Girish Panchal (DIN: 07227061), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th May 2016, as per the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, proposing her candidature for the office of Director, pursuant to provisions of the Companies Act, 2013, being eligible for appointment to the office of Director, be and is hereby appointed as an “Independent Director” of the Company, not liable to retire by rotation at the AGM of the Company, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 36th AGM of the Company.

On Behalf of the Board
For First Financial Services Limited

Sd/-

Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 03584434

Place : Mumbai
Date : 26th August, 2016

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Important Communique to Members-Green Initiative in Corporate Governance:

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the RTA/Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate / update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote and vote instead of himself / herself and such proxy / proxies need not be a member of the Company. Person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Proxy form and attendance slip are enclosed, proxies in order to be valid must reach at the Registered office/Corporate Office of the Company not less than 48 hours before the commencement of the meeting.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special business set out in the Notice is annexed.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2016 to 30th September, 2016 (both the days inclusive) for the purpose of AGM.
6. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 31st Annual General Meeting. Also they are required to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.
7. The Company has made necessary arrangements for the Members to hold their shares in dematerialized form. Those members who are holding shares in physical form are requested to dematerialize the same by approaching any of the Depository Participants (DPs). In case any member wishes to dematerialize his/her shares and needs any assistance, he/she may write to the Company at the Registered Office/ Corporate office of the Company.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
11. The route map showing directions to reach the venue of the Thirty-first AGM is annexed to the Annual Report.
12. Copies of Annual Report 2016 are being to the members in the permitted mode.

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13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants(s). Members holding shares in physical form shall submit their PAN details to the Company / RTA.

14. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th September, 2016 at 9.00 A.M. till Thursday, 29th 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 i.e. 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|--|
| 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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant First Financial Services Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE-1 TO THE NOTICE:

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

The following Statement sets out the material facts relating to the Special business mentioned in the accompanying Notice:

Item No. 3:

Mr. Girishkumar Panchal (DIN: 07227360) was appointed as an Additional Director w.e.f. 28th September, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Girishkumar Panchal (DIN: 07227360), for the office of Director pursuant to the provisions of the Companies Act, 2013. Further, as per requirements of the provisions of the Companies Act, 2013 and rules made there under, Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore, it is proposed to appoint Mr. Girishkumar Panchal (DIN: 07227360), as an Independent Director of the Company for a term of five consecutive years up to the conclusion of 36th AGM of the Company.

Mr. Girishkumar Panchal (DIN: 07227360), is not disqualified from being appointed as Director in terms of Section 164 of the Act and having given his consent to act as Director of the Company.

The Company has also received declarations from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

His brief profile along with other details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Annexure -2 of this Notice. The Board considers that Mr. Girishkumar Panchal (DIN: 07227360), will adhere to the standards & provisions laid down under Schedule IV of the Companies Act, 2013 and it is desirable to continue to avail their services as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for your approval.

Item No. 4:

Mrs. Chandrika Girish Panchal (DIN: 07227061) was appointed as an Additional Director w.e.f. 28th May, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of the Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mrs. Chandrika Girish Panchal (DIN: 07227061), for the office of Director pursuant to the provisions of the Companies Act, 2013. Further, as per requirements of the provisions of the Companies Act, 2013 and rules made there under, Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore, it is proposed to appoint Mrs. Chandrika Girish Panchal (DIN: 07227061), as an Independent Director of the Company for a term of five consecutive years up to the conclusion of 36th AGM of the Company.

Mrs. Chandrika Girish Panchal (DIN: 07227061), is not disqualified from being appointed as Director in terms of Section 164 of the Act and having given her consent to act as Director of the Company.

The Company has also received declarations from her that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Her brief profile along with other details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Annexure -2 of this Notice. The Board considers that Mrs. Chandrika Girish Panchal (DIN: 07227061) will adhere to the standards & provisions laid down under Schedule IV of the Companies Act, 2013 and it is desirable to continue to avail their services as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for your approval.

ANNEXURE-2 TO THE NOTICE:

Brief resume of the Directors appointed or re-appointed at the forthcoming AGM as per Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

| | | |
|--|--|--|
| Name of the Director | Chandrika Girish Panchal | Girishkumar Panchal |
| Date of Birth | 20/12/1958 | 16/09/1959 |
| Date of Appointment/ Re Appointment | 28/05/2016 | 28/09/2015 |
| Qualification & Experience | SSC/ Having more than 5 years experience in General Business and Administration. | SSC/ Having more than 7 years experience in General Business and Administration. |
| Relationship with Directors | Relative (Spouse) of Girishkumar Panchal | Relative (Spouse) Chandrika Girish Panchal |
| Directorships held in other Listed Entities | Nil | Nil |
| Memberships/ Chairmanships of committees of other Listed Entities | Nil | Nil |
| No. of shares held | Nil | Nil |

**On Behalf of the Board
For First Financial Services Limited**

**Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 03584434**

**Place : Mumbai
Date : 26th August, 2016**

FIRST FINANCIAL SERVICES LIMITED

DIRECTORS' REPORT

To,
The Members,
FIRST FINANCIAL SERVICES LTD,
(CIN: L85100TN1984PLC011231)
Chennai

Your Directors have great pleasure in presenting 31st ANNUAL REPORT on the business and operations of your Company with the Audited Accounts for the year ended 31st March, 2016. The financial results of the Company are summarized below:

1. FINANCIAL RESULTS

| PARTICULARS | FINANCIAL YEAR ENDED 31 st MARCH 2016 | FINANCIAL YEAR ENDED 31 st MARCH 2015 |
|-------------------------------|---|---|
| Total Revenue | 116,307,942.00 | 182,802,561.00 |
| Profit/(Loss) before Taxation | (7,539,988.00) | (278,603.00) |
| Provision for Taxation | | |
| Current Tax | - | - |
| Deferred Tax | 1,547.00 | 2,130.00 |
| Tax of earlier year | - | 269,260.00 |
| Profit/(Loss) After Tax | (7,541,535.00) | (549,993.00) |

FINANCIAL HIGHLIGHTS

- Profit/(Loss) before taxes for fiscal 2016 was (75.40) Lacs.
- Profit/(Loss) after taxes for fiscal 2016 was Rs. (75.41) Lacs.
- Basic Earning Per Share for fiscal 2016 was Rs. (0.09) per share.
- Net Worth of Company stood at Rs. 1642.50 Lacs

2. RESERVES

The Company does not propose to carry any amount to reserves.

3. CAPITAL STRUCTURE

There was no change in the Authorized and Paid-up Share Capital of the Company during the year.

The Authorized Share Capital of the Company is Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 160,000,000 (Sixteen Crores) Equity Shares of Rs. 1/- (Rupee One) each.

The Paid-up Share Capital of the Company is Rs. 80,747,600/- (Rupees Eight Crores Seven Lacs Forty Seven Thousand and Six Hundred only) divided into 80,747,600 (Eight Crores Seven Lacs Forty Seven Thousand and Six Hundred) Equity Shares of Rs. 1/- (Rupee One) each.

4. DIVIDEND

The directors do not recommend any dividend for the year under consideration.

5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is enclosed as a part of this report.

6. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report. A Certificate from the Statutory Auditors M/s. S A R A & Associates., Practicing Chartered Accountants Mumbai of the Company confirming the compliance with the conditions of Corporate Governance as stipulated of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as a part of this report in **Annexure-4**.

7. LISTING WITH STOCK EXCHANGE

The Company's shares are listed on BSE Limited. However the Company has been suspended from BSE Limited w.e.f 31st December, 2014.

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8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

i) CHANGES IN DIRECTORS

- a. Mr. Chandrakant Mane (DIN- 06508244) ceased to be the Director of the Company w.e.f 15th April, 2015.
- b. Mr. Vasalakotram Sudhakar (DIN: 05139324) ceased to be a Director of the Company w.e.f. 28th September, 2015
- c. Mr. Girish Panchal(DIN- 07227360) was appointed as the Additional Director of the Company on 28th September, 2015.

ii) DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

iii) CHANGES IN KEY MANAGERIAL PERSONNEL

There are no changes in the composition of the Key Managerial Personnel.

iv) MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company have met Eight times during the year on 15th April 2015, 29th May 2015, 14th August 2015, 27th August 2015, 12th September 2015, 28th September 2015, 9th November 2015, and 8th February 2016 in respect of which proper notices were given and proceedings were properly recorded, signed and maintained in the Minutes Book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

v) COMMITTEES OF THE BOARD

The Company has constituted an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed note on the Board and its Committees are provided under the Corporate Governance Section in this Annual Report. The composition of the Committees, as per the applicable provisions of the Act and Rules, are as follows:

| Name of the Committee | Composition of the Committee |
|---------------------------------------|--|
| Audit Committee | Ms. Ritu Tusham (Chairman) Mr. Nirmal Singh Mertia (Member) Mr. Girishkumar Panchal (Member) |
| Nomination and Remuneration Committee | Ms. Ritu Tusham (Chairman) Mr. Girishkumar Panchal (Member) Mr. Nirmal Singh Mertia (Member) |
| Stakeholders Relationship Committee | Mr. Nirmal Singh Mertia(Chairman) Mr. Girishkumar Panchal (Member) Ms. Ritu Tusham (Member) |

vi) BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Whole Time Director was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

9. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

10. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis, which forms part of this Report.

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11. DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:-

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

- i. **The percentage increase in Remuneration of each Director and ratio of the Remuneration of each Director to the median Remuneration of the employees of the Company for the financial year:**

| Sr No | Director's Name | Designation | Remuneration 2015-2016 | Remuneration 2014-2015 | Increase/Decrease | Ratio/Times per Median of employee remuneration |
|-------|---------------------|---------------------|------------------------|------------------------|-------------------|---|
| 1. | Nirmal Singh Mertia | Whole Time Director | 314361 | 341282 | -26921 | 1.05 |

- ii. **The percentage increase in the median Remuneration of employees in the financial year:** Not applicable
- iii. **The explanation on the relationship between average increase in Remuneration and Company Performance:** Not applicable
- iv. **Comparison of the Remuneration of the Key Managerial Personnel against the performance of the Company:** The remuneration of the Key Managerial Personnel was 0.27% of revenue of the Company for the financial year 2015-16.
- v. **Variations in the Market Capitalization of the Company, Price Earnings Ratio as at the Closing Date of the Current Financial Year and Previous Financial Year:** Your Company has been suspended from BSE Ltd in equity trading w.e.f 31st December, 2014.
- vi. **Percentage Increase or Decrease in the Market Quotations of the Equity Shares of the Company in comparison to the rate at which the Company came out with last Public Offer:** Your Company has been suspended from BSE Ltd in equity trading w.e.f 31st December, 2014.
- vii. **Comparison of each remuneration of the Key Managerial personnel against the performance of the Company:**

| Key Managerial Personnel | % of Revenue |
|---|--------------|
| Mr. Nirmal Singh Mertia , Whole Time Director | 0.27% |

- viii. **The key parameters for any variable component of remuneration availed by the directors:** Not Applicable
- ix. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** None.
- x. **Affirmation that the remuneration is as per the remuneration policy of the Company:**
The Company affirms that the remuneration is as per the remuneration policy of the Company.
No employee of the Company is falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

12. AUDITORS

i) Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, the term of the Statutory Auditors of the Company ie. M/s S A R A & Associates, Chartered Accountants, (Firm Registration No: 120927W) is subject to ratification by the members of the Company in the ensuing Annual General Meeting.

ii) Secretarial Auditor

According to the provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Secretarial Auditor – Ms. Harshada Rane(M. No. 34268), Company Secretary in Practice is enclosed as a part of this report in **Annexure-1**.

iii) Internal Auditors

M/s Chandrakant Matolia, Chartered Accountants, Mumbai performs the duties of Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

13. COMMENT ON AUDITOR'S REPORT

Statutory Auditors

The Statutory Auditor's report is self explanatory in nature.

Secretarial Auditor

As regard to non compliance with few provisions of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, we would like to state that due to some technical reasons, payment of NSDL and CDSL got delayed and hence Benpose could not be generated.

As regards the Company not having appointed the Key Managerial Personnel i.e. Company Secretary and Chief Financial Officer as required under Section 203 of the Companies Act, 2013, the Company has made suitable efforts and given an advertisement for the recruitment of suitable candidate for the post of Company Secretary.

As regards delay in filing of certain/forms with the Registrar of Companies, these forms/returns have been filed by making the payment of additional fee as prescribed by the law.

With regards to SEBI order dated 19th December, 2014, some interim relief has been granted to Company vide order dated 25th August, 2016.

Your Company believes in best investor relation practices. Hence, Management of the Company ensures to be more careful and dedicated in all of the compliances henceforth.

14. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- i) That in the preparation of the annual accounts for the financial year ended 31st March, 2016 the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year under review.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the accounts for the financial year ended 31st March, 2016 on a going concern basis.
- v) That 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.
- vi) That 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

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

Conservation of energy and technology absorption information pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable to the Company. There are no Foreign Exchange Earnings and Outgoes during the year.

16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at http://ffslonline.com/investor_relations.php

17. RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee and the particulars of contracts entered during the year as per Form No .AOC-2 is enclosed as **Annexure2**.

The Board of Directors of the Company have, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy was considered and approved by the Board and has been uploaded on the website of the Company at http://ffslonline.com/investor_relations.php

18. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-3**.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements.

20. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this annual report in Management Discussion and Analysis.

FIRST FINANCIAL SERVICES LIMITED

21. DEPOSITS

The Company has not accepted or invited any deposits during the financial year 2015-2016.

22. CASH FLOW STATEMENT

In conformity with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requirements of Companies Act, 2013, the Cash flow Statement for the financial year ended 31.03.2016 is annexed here to as a part of the Financial Statements.

23. SEBI ORDER

The SEBI passed an ex-parte ad interim order dated 19th December, 2014 to the Company under Section 11 (1), 11 (4) and 11 (B) of the Securities Exchange Board of India Act, 1992 for your Company for not accessing the capital market. Further SEBI also passed a final order dated 20th April, 2015 in continuation of the interim order passed on 19th December, 2014.

Your Company filed an appeal with Securities Appellate Tribunal on 12th January, 2015 against the abovesaid order. SAT directed SEBI to conclude the investigation and pass appropriate order on merits and in accordance with law expeditiously. On the order date 25th August, 2016, SEBI granted some interim relief to your Company.

24. POSTAL BALLOT

During the year two postal ballots were held. First Postal Ballot was held for the purpose of shifting of the registered office of your Company from Chennai, state of Tamil Nadu, to Mumbai state of Maharashtra and second was for Ratification for alteration/variation of utilization of proceeds of Preferential Allotment of 5,450,000 Equity Shares and 2,250,000 equity shares and Amendment of the Main Object Clause of Memorandum of Association. All resolutions of the above postal ballot were passed with the requisite majority. Results of the both postal ballots were declared on 7th May, 2015 and 2nd November, 2015 respectively. Company has filed a petition with the Regional Director, Southern Region for shifting of the registered office. The matter is in the process.

25. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There was no case filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and have made necessary policies for safe and secure environment for women employees.

26. ACKNOWLEDGMENT

The Directors wish to thank and deeply acknowledge the cooperation and assistance received from the Bankers and shareholders. The Director also wishes to place on record their appreciation of the devoted services of employees of the Company.

**On Behalf of the Board
For First Financial Services Limited**

**Place : Mumbai
Date : 26th August, 2016**

**Sd/-
Mr.Nirmal Singh Mertia
Whole Time Director
(DIN: 03584434)**

**Sd/-
Mr.Girishkumar Panchal
Director
(DIN: 07227360)**

ANNEXURE-1
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014)

To,

The Members,

FIRST FINANCIAL SERVICES LTD

(CIN: L85100TN1984PLC011231)

Reg Off: 2nd Floor, Old.No.24, New No.45

Venkata Maistry Street, Mannady,

Chennai - 600001

Tamilnadu

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FIRST FINANCIAL SERVICES LTD** having CIN: L85100TN1984PLC011231 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st 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 :

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

- i. The Companies Act, 2013 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. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz :
 - a. Listing Agreement / Listing Obligation Disclosure Requirements and Secretarial Standard
 - b. The Securities and Exchange Board of India (Substantial acquisition of Shares and Takeover) Regulations, 2011
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. 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;
- v. I have relied on the representation made by the company and its officers for the systems and mechanisms formed by the company for compliances under the other applicable Acts, Laws and Regulations as mentioned by the company in its Management Representation letter.

We observed Non compliance of The Listing Agreements and SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 by the Company with BSE Limited as below mentioned.

Shareholding Pattern as per regulation 31 for quarter January to March 2016, Reconciliation of Share Capital Report under Regulation 55A of SEBI (Depositories & Participants), Regulations, 1996 for quarters ended March 2016, Corporate Governance Report under Regulation 27 for quarters ended March 2016, Certificate under clause Regulation 40(9) for half year ended March 2016, publication of the notice and audited and unaudited financial results in one English and regional

FIRST FINANCIAL SERVICES LIMITED

language news paper, where the registered office of the company is situated, Non-submission of statement giving the number of investors complaints for quarter January to March 2016 and Composition of Nomination and remuneration Committee was not as per the regulation.

During the year under review, we have found that the status of company on BSE is suspended due to surveillance measures.

During the period under review, The Company has filed various e-forms, with the Registrar of the Companies within the prescribed time, *except few e-forms which were filed by the company beyond the prescribed time with additional fees*

During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, except that the Company has not appointed a Key Managerial Personnel Le. "Company Secretary" & "Chief Financial Officer" as per provisions of Section 203 of the Companies Act, 2013.

During the year under review, we found that SEBI has suspended Mr. Nirmal Singh Mertia (Whole Time Director of the Company) & Company for accessing the securities market.

During the year under review, we found that the Company has created charges long ago and the same is satisfied as per explanation & representation given to us, but no such documents are available for detailing.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year 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.

Majority decision is carried through while the dissenting members view, if any, are captured and recorded as part of the minutes.

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

We further report that in the financial year 2014-15 Company has received notice from the SEBI (Securities Exchange Board of India) dated 19th December, 2014 **for Prohibition of manipulative and deceptive devices, insider trading and substantial acquisition of securities or control, Prohibition of certain dealings in securities, Prohibition of manipulative, fraudulent and unfair trade practices.** Further the Company has filed a appeal in Securities Appellate Tribunal dated 12th January 2015 against the above order. Further the hearing took place on and the order is awaited. SAT has directed the SEBI in hearing held on 21st July, 2015 to conclude the investigation and passed appropriate order.

We further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

Sd/-

Harshada Predeep Rane
ACS No. 34268
CPNo.14762

Place : Mumbai

Date : 26th August, 2016

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

ANNEXURE I

To,

The Members,

FIRST FINANCIAL SERVICES LTD

2nd Floor, Old.No.24 New No.45

Venkata Maistry Street, Mannady,

Chennai - 600001

Tamil Nadu.

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

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
4. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. The compliance by the Company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals.

Sd/-

Harshada Predeep Rane

ACS No. 34268

CPNo.14762

Place : Mumbai

Date : 26th August, 2016

FIRST FINANCIAL SERVICES LIMITED

ANNEXURE-2

Form No. AOC 2 – RELATED PARTY DISCLOSURE

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act 2013 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 arms length transaction under third proviso thereto.

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

There is no such Transaction which is not on arm's length basis.

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

| Sr. No | Particulars | |
|--------|---|----------------------------------|
| a) | Name (s) of the related party | Mr. Nirmal Singh Mertia |
| b) | Nature of relationship | KMP |
| c) | Nature of contracts/arrangements/transaction | Remuneration |
| d) | Duration of the contracts/arrangements/transaction | - |
| e) | Salient terms of the contracts or arrangements or transaction including the value, if any | Rs. 3,14,361.00 |
| f) | Justification for entering into such contracts or arrangements or transactions' | In the normal course of business |
| g) | Date of approval by the Board | 14/08/2015 |
| h) | Amount paid as advances, if any | - |
| i) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | - |

**On Behalf of the Board
For First Financial Services Limited**

Place : Mumbai
Date : 26th August, 2016

**Sd/-
Mr.Nirmal Singh Mertia
Whole Time Director
(DIN: 03584434)**

**Sd/-
Mr.Girishkumar Panchal
Director
(DIN: 07227360)**

**ANNEXURE 3
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

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

I REGISTRATION & OTHER DETAILS:

| | | |
|-----|---|--|
| i | CIN | L85100TN1984PLC011231 |
| ii | Registration Date | 17/10/1984 |
| iii | Name of the Company | FIRST FINANCIAL SERVICES LTD |
| iv | Category/Sub-category of the Company | Company Limited by Shares |
| v | Address of the Registered office & contact details | 2nd Floor, Old.No.24 New No.45, Venkata Maistry Street, Mannady, Chennai 600001 Email- firstfinancialserviceslimited@gmail.com Website: www.ffslonline.com Contact no. +91-9176898788 |
| vi | Whether listed company | Yes |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | BIGSHARE SERVICES PRIVATE LIMITED. E-2/3, Ansa Industrial Estate Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400072 Phone No. : 022- 40430200, Fax No. : 022-28475207 Email id.:info@bigshareonline.com Website: www.bigshareonline.com |

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company has been in the business of providing financial services.

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| Sr No | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | Nil | Nil | Nil | Nil | Nil |

IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) CATEGORY-WISE SHARE HOLDING

| C. Code | Category of Shareholder | No. of Shares held at the beginning of the year: 01/04/2015 | | | | No. of Shares held at the end of the year :31/03/2016 | | | |
|---------|--------------------------------|---|----------|--------------|-------------|---|----------|--------------|-------------|
| | | Demat | Physical | Total Shares | Total % | Demat | Physical | Total Shares | Total % |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) | (IX) |
| (a) | INDIVIDUAL / HUF | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (b) | CENTRAL / STATE GOVERNMENT(S) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (c) | BODIES CORPORATE | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (d) | FINANCIAL INSTITUTIONS / BANKS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (e) | ANY OTHERS (Specify) | | | | | | | | |
| (i) | DIRECTORS RELATIVES | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (ii) | GROUP COMPANIES | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (iii) | TRUSTS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | SUB TOTAL (A)(1) : | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |

FIRST FINANCIAL SERVICES LIMITED

| | | | | | | | | | |
|-------|--|-----------------|----------------|-----------------|---------------|-----------------|----------------|-----------------|---------------|
| (a) | INDIVIDUAL | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (b) | BODIES CORPORATE | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (c) | INSTITUTIONS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (d) | QUALIFIED FOREIGN INVESTOR | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (e) | ANY OTHERS (Specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | SUB TOTAL (A)(2) : | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | Total holding for promoters | | | | | | | | |
| | (A)=(A)(1) + (A)(2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | Total (A) + (B) : | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (a) | MUTUAL FUNDS / UTI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (b) | FINANCIAL INSTITUTIONS / BANKS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (c) | CENTRAL / STATE GOVERNMENT(S) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (d) | VENTURE CAPITAL FUNDS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (e) | INSURANCE COMPANIES | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (f) | FII'S | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (g) | FOREIGN VENTURE CAPITAL INVESTORS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (h) | QUALIFIED FOREIGN INVESTOR | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (i) | ANY OTHERS (Specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | SUB TOTAL (B)(1) : | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (a) | BODIES CORPORATE | 47649679 | 20600 | 47670279 | 59.04 | 47703162 | 20600 | 47723762 | 59.10 |
| (b) | INDIVIDUAL | | | | | | | | |
| (i) | (CAPITAL UPTO TO Rs. 1 Lakh) | 347507 | 1051750 | 1399257 | 1.73 | 403564 | 1045950 | 1449514 | 1.80 |
| (ii) | (CAPITAL GREATER THAN Rs. 1 Lakh) | 20901788 | 106900 | 21008688 | 26.02 | 21118520 | 106900 | 21225420 | 26.29 |
| (c) | QUALIFIED FOREIGN INVESTOR | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (d) | ANY OTHERS (Specify) | | | | | | | | |
| (i) | TRUSTS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (ii) | CLEARING MEMBER | 10662554 | 0 | 10662554 | 13.20 | 10341752 | 0 | 10341752 | 12.81 |
| (iii) | DIRECTORS RELATIVES | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (iv) | EMPLOYEE | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (v) | NON RESIDENT INDIANS (NRI) | 6322 | 500 | 6822 | 0.01 | 6652 | 500 | 7152 | 0.01 |
| (vi) | OVERSEAS BODIES CORPORATES | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (vii) | UNCLAIMED SUSPENSE ACCOUNT | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | SUB TOTAL (B)(2) : | 79567850 | 1179750 | 80747600 | 100.00 | 79573650 | 1173950 | 80747600 | 100.00 |
| | Total Public Shareholding | | | | | | | | |
| | (B)=(B)(1) + (B)(2) | 79567850 | 1179750 | 80747600 | 100.00 | 79573650 | 1173950 | 80747600 | 100.00 |
| | Total (A) + (B) : | 79567850 | 1179750 | 80747600 | 100.00 | 79573650 | 1173950 | 80747600 | 100.00 |
| (a) | SHARES HELD BY CUSTODIANS | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (i) | Promoter and Promoter Group | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| (ii) | Public | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | SUB TOTAL (C)(1) : | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | (C)=(C)(1) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | Total (A) + (B) : | 79567850 | 1179750 | 80747600 | 100.00 | 79573650 | 1173950 | 80747600 | 100.00 |
| | Grand Total (A) + (B) + (C) | 79567850 | 1179750 | 80747600 | 100.00 | 79573650 | 1173950 | 80747600 | 100.00 |

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(ii). SHAREHOLDING OF PROMOTERS

| Sr. No | NAME | Shareholding at the beginning of the year 01/04/2015 | | | Shareholding at the end of the year 31/03/2016 | | | |
|--------|------|--|-------------------------|---|--|-------------------------|---|--|
| | | Number of Shares | % Shares of the Company | % of Shares Pledged/ encumbered to total shares | Number of Shares | % Shares of the Company | % of Shares Pledged/ encumbered to total shares | % Change in shareholding during the year |
| 1 | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 2 | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

(iii) CHANGE IN PROMOTERS SHAREHOLDING

| | Share holding at the beginning of the year 01/04/2015 | | Share holding at the end of the year 31/03/2016 | |
|------------------------------|---|----------------------------------|---|----------------------------------|
| | Number of Shares | % of total shares of the company | Number of Shares | % of total shares of the company |
| At the beginning of the year | NIL | NIL | NIL | NIL |
| At the end of the year | NIL | NIL | NIL | NIL |

(iv) TOP TEN NON PROMOTERS MOVEMENT

| Sr. No | NAME | No. of Shares at the beginning/End of the year | Date | Increase/ Decrease in shareholding | Reason | Number of Shares | Percentage of total shares of the company |
|--------|--|--|-----------|------------------------------------|----------|------------------|---|
| 1 | COMFORT SECURITIES LTD | 97,40,652 | 01-Apr-15 | 0 | NA | 97,40,652 | 12.06 |
| | | | 18-Sep-15 | 19481304 | Transfer | 2,92,21,956 | 36.19 |
| | | | 21-Sep-15 | -19481304 | Transfer | 97,40,652 | 12.06 |
| | | | 19-Feb-16 | -9740652 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 9740652 | Transfer | 97,40,652 | 12.06 |
| | | 97,40,652 | 31-Mar-16 | 0 | NA | 97,40,652 | 12.06 |
| 2 | NARAYANI PRATISTHAN PRIVATE LIMITED | 42,55,000 | 01-Apr-15 | 0 | NA | 42,55,000 | 5.27 |
| | | 42,55,000 | 31-Mar-16 | 0 | NA | 42,55,000 | 5.27 |
| 3 | MINIMUM SHARES AND SECURITIES PVT. LTD | 40,83,522 | 01-Apr-15 | 0 | NA | 40,83,522 | 5.06 |
| | | | 18-Sep-15 | 8167044 | Transfer | 1,22,50,566 | 15.17 |
| | | | 21-Sep-15 | -8167044 | Transfer | 40,83,522 | 5.06 |
| | | | 19-Feb-16 | -4083522 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 4083522 | Transfer | 40,83,522 | 5.06 |
| | | 40,83,522 | 31-Mar-16 | 0 | NA | 40,83,522 | 5.06 |
| 4 | KIRIT VASUDEO DAVE | 39,33,161 | 01-Apr-15 | 0 | NA | 39,33,161 | 4.87 |
| | | | 18-Sep-15 | 7866322 | Transfer | 1,17,99,483 | 14.61 |
| | | | 21-Sep-15 | -7866322 | Transfer | 39,33,161 | 4.87 |
| | | | 19-Feb-16 | -3933161 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 3933161 | Transfer | 39,33,161 | 4.87 |
| | | 39,33,161 | 31-Mar-16 | 0 | NA | 39,33,161 | 4.87 |
| 5 | MC PRIDE DISTILLERY PRIVATE LTD | 37,66,731 | 01-Apr-15 | 0 | NA | 37,66,731 | 4.66 |
| | | | 18-Sep-15 | 7533462 | Transfer | 1,13,00,193 | 13.99 |
| | | | 21-Sep-15 | -7533462 | Transfer | 37,66,731 | 4.66 |
| | | | 19-Feb-16 | -3766731 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 3766731 | Transfer | 37,66,731 | 4.66 |
| | | 37,66,731 | 31-Mar-16 | 0 | NA | 37,66,731 | 4.66 |

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| Sr. No | NAME | No. of Shares at the beginning/End of the year | Date | Increase/ Decrease in share-holding | Reason | Number of Shares | Percentage of total shares of the company |
|--------|-----------------------------------|--|-----------|-------------------------------------|----------|------------------|---|
| 6 | RAJANI INVESTMENT PRIVATE LIMITED | 36,38,327 | 01-Apr-15 | 0 | NA | 36,38,327 | 4.51 |
| | | | 18-Sep-15 | 7276654 | Transfer | 1,09,14,981 | 13.52 |
| | | | 21-Sep-15 | -7276654 | Transfer | 36,38,327 | 4.51 |
| | | | 19-Feb-16 | -3638327 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 3638327 | Transfer | 36,38,327 | 4.51 |
| | | 36,38,327 | 31-Mar-16 | 0 | NA | 36,38,327 | 4.51 |
| 7 | MADHU DEVI SARAF | 35,00,000 | 01-Apr-15 | 0 | NA | 35,00,000 | 4.33 |
| | | 35,00,000 | 31-Mar-16 | 0 | NA | 35,00,000 | 4.33 |
| 8 | SUNITA MOTILAL SINHA | 34,21,000 | 01-Apr-15 | 0 | NA | 34,21,000 | 4.24 |
| | | | 18-Sep-15 | 6842000 | Transfer | 1,02,63,000 | 12.71 |
| | | | 21-Sep-15 | -6842000 | Transfer | 34,21,000 | 4.24 |
| | | | 19-Feb-16 | -3421000 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 3421000 | Transfer | 34,21,000 | 4.24 |
| | | 34,21,000 | 31-Mar-16 | 0 | NA | 34,21,000 | 4.24 |
| 9 | R K INVESTMENT PRIVATE LIMITED | 33,75,051 | 01-Apr-15 | 0 | NA | 33,75,051 | 4.18 |
| | | | 18-Sep-15 | 6750102 | Transfer | 1,01,25,153 | 12.54 |
| | | | 21-Sep-15 | -6750102 | Transfer | 33,75,051 | 4.18 |
| | | | 19-Feb-16 | -3375051 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 3375051 | Transfer | 33,75,051 | 4.18 |
| | | 33,75,051 | 31-Mar-16 | 0 | NA | 33,75,051 | 4.18 |
| 10 | VEENA MOHANLAL CHANDIRAMANI | 30,88,030 | 01-Apr-15 | 0 | NA | 30,88,030 | 3.82 |
| | | | 18-Sep-15 | 6176060 | Transfer | 92,64,090 | 11.47 |
| | | | 21-Sep-15 | -6176060 | Transfer | 30,88,030 | 3.82 |
| | | | 19-Feb-16 | -3088030 | Transfer | 0 | 0.00 |
| | | | 31-Mar-16 | 3088030 | Transfer | 30,88,030 | 3.82 |
| | | 30,88,030 | 31-Mar-16 | 0 | NA | 30,88,030 | 3.82 |

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| | Share holding at the beginning of the year 01/04/2015 | | Share holding at the end of the year 31/03/2016 | |
|------------------------------|--|-------------------------------------|--|-------------------------------------|
| | Number of Shares | % of total shares of the company | Number of Shares | % of total shares of the company |
| At the beginning of the year | NIL | NIL | NIL | NIL |
| At the end of the year | NIL | NIL | NIL | NIL |

V INDEBTEDNESS

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

| Indebtedness at the beginning of the financial year | | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|------------------------------|--|--------------------|----------|-----------------------|
| i) | Principal Amount | 6,06,576 | - | - | 6,06,576 |
| ii) | Interest due but not paid | - | - | - | - |
| iii) | Interest accrued but not due | - | - | - | - |
| | Total (i+ii+iii) | 6,06,576 | - | - | 6,06,576 |

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| Change in Indebtedness during the financial year | | | | | |
|--|------------------------------|------------------|----------|----------|------------------|
| | Additions | 7,34,257 | - | - | 7,34,257 |
| | Reduction | - | - | - | - |
| | Net Change | 7,34,257 | - | - | - |
| Indebtedness at the end of the financial year | | | | | |
| i) | Principal Amount | 13,40,833 | - | - | 13,40,833 |
| ii) | Interest due but not paid | - | - | - | - |
| iii) | Interest accrued but not due | - | - | - | - |
| | | - | - | - | - |
| | Total (i+ii+iii) | 13,40,833 | - | - | 13,40,833 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

| Sl. No | Particulars of Remuneration | Name of the MD/WTD/ Manager | | Total Amount |
|--------|--|--|----------|-----------------|
| 1 | Gross salary | Mr Nirmal Singh Mertia | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961. | 3,14,361 | - | 3,14,361 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - |
| 2 | Stock option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission -as % of profit -others (specify) | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total (A) | 3,14,361 | - | 3,14,361 |
| | Ceiling as per the Act | The above remuneration is within the limits as per the Act | | |

B. Remuneration to other directors:

| Sl. No | Particulars of Remuneration | Name of the Directors | | Total Amount |
|--------|--|-----------------------|----------------------------|---------------|
| 1 | Independent Directors | Ritu Tusham | Girishkumar Panchal | |
| | (a) Fee for attending board committee meetings | 10,000 | 5,000 | 15,000 |
| | (b) Commission | - | - | - |
| | (c) Others, please specify | - | - | - |
| | Total (1) | 10,000 | 5,000 | 15,000 |
| 2 | Other Non Executive Directors | | | |
| | (a) Fee for attending board committee meetings | - | - | - |
| | (b) Commission | - | - | - |
| | (c) Others, please specify. | - | - | - |
| | Total (2) | - | - | - |
| | Total (B)=(1+2) | 10,000 | 5,000 | 15,000 |
| | Total Managerial Remuneration | - | - | - |
| | Overall Ceiling as per the Act. | - | - | - |

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C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

| SI. No. | Particulars of Remuneration | Key Managerial Personnel |
|---------|--|---|
| 1 | Gross Salary | Total |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | None of the KMP's are in receipt of any remuneration from the Company |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | |
| 2 | Stock Option | |
| 3 | Sweat Equity | |
| 4 | Commission - as % of profit - others, specify | |
| 5 | Others, please specify | |
| | Total | |

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

ANNEXURE- 4
AUDITORS' REPORT ON CORPORATE GOVERNANCE

To

The Members,

FIRST FINANCIAL SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by **FIRST FINANCIAL SERVICES LIMITED** for the year ended on 31st March, 2016, as stipulated in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as the SEBI Listing Regulations, 2015) of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015. Except with the following non compliances:

1. Composition of the board members in case of Nomination & Remuneration committee requires at least three directors and all of them shall be non-executive directors whereas one of the member of the committee is executive director of the company which is not as per the SEBI Listing Regulations, 2015.
2. The Whole Time Company Secretary and Compliance officer have not been appointed by the company.
3. The Chief Financial Officer has not been appointed by company.

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 S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 120927W

Sd/-
Ramawatar Sharma
Partner
Membership No. 102644

Place : Mumbai

Date : 26th August, 2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company is engaged in Financial Service Activity and Consultancy Business.

B) PERFORMANCE AND OUTLOOK:

| PARTICULARS | FINANCIAL YEAR ENDED 31 st MARCH 2016 | FINANCIAL YEAR ENDED 31 st MARCH 2015 |
|--------------------------|---|---|
| Total Revenue | 116,307,942.00 | 182,802,561.00 |
| Profit/(Loss) Before Tax | (7,539,988.00) | (278,603.00) |
| Provision for Taxation | | |
| Current Tax | - | - |
| Deffered Tax | 1,547.00 | 2,130.00 |
| Tax of earlier year | - | 269,260.00 |
| Profit/(Loss) After Tax | (7,541,535.00) | (549,993.00) |

In the last few years, the financial services sector was under pressure due to many factors i.e. downtrends in global markets, changes in regulatory policies, changes in RBI Polices etc. However the Company has a vision to enhance its business in the coming years.

C) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

An appropriate and adequate system of internal controls exist in your Company to ensure that all assets are safeguarded and protected against loss or from misuse or disposition, and that the transactions are authorized, recorded and reported suitably. Internal control systems are ensuring effectiveness of operations, accuracy and promptness of financial reporting and observance with laws & regulations.

The internal control is supplemented on an ongoing basis, by an extensive program of internal audit being implemented throughout the year by independent Chartered Accountants firm of "Internal Auditors". The internal audit reports along with management comments thereon are review by the Audit Committee of the Board comprising of independent and non-executive Directors, on a regular basis. Implementations of the suggestions are also monitored by the Audit Committee. The internal control is designed to ensure that the financial and other records of the Company are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

D) HUMAN RESOURCES POLICIES:

It is your Company's belief that people are at the heart of corporate & constitute the primary source of sustainable competitive advantage. The trust of your Company's human resource development efforts therefore is to create a responsive and market driven organization. Your Company continues its focus on strengthening competitiveness in all its business. Your directors look forward to the future with confidence. The Company has followed a conscious policy of providing training to Management Staff through in-house and external programs, for upgrading personal and technical skills in relevant areas of functional disciplines.

E) RISK MANAGEMENT:

Although the Company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company through Audit Committee.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business Risk, inter alia, further include financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps are taken to mitigate the same.

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F) CAUTIONARY STATEMENT:

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

**On Behalf of the Board
For First Financial Services Limited**

**Place : Mumbai
Date : 26th August, 2016**

**Sd/-
Mr.Nirmal Singh Mertia
Whole Time Director
(DIN: 03584434)**

**Sd/-
Mr.Girishkumar Panchal
Director
(DIN: 07227360)**

REPORT ON CORPORATE GOVERNANCE

1) OUR PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company has been practicing the principal of good corporate governance over the years. It is committed to follow sound systems to support healthy business growth. The Company has complied with the recommendations of the code of corporate governance and is also committed to adherence to highest standards of corporate governance both in letter and in spirit.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2) BOARD OF DIRECTORS

a) Composition and Category of Directors:

The composition of the board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. The Board of Directors of the Company consists of three members as on 31st March, 2016.

Mr. Nirmal Singh Mertia - Executive Director
 Ms. Ritu Tusham - Non-Executive & Independent Director
 Mr. Girishkumar Panchal - Non-Executive & Independent Director

Independent directors are non-executive directors as defined under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with 149(6) of the Companies Act, 2013 ("Act"). The maximum tenure of the independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Act.

None of Directors has pecuniary or Business relationship with the Company except as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

b) Board Meetings, Attendance & committee Memberships:

During the year Eight Board Meetings were held on following date:

15th April 2015, 29th May 2015, 14th August 2015, 27th August 2015, 12th September 2015, 28th September 2015, 9th November 2015, and 8th February 2016.

The time gap between the two meetings was not more than 120 days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

| Sr. No. | Name of Director | No of Board Meetings Attended | Attendance at Last AGM | No. of Directorships In other public companies | No. of Committee membership In the Company | |
|---------|-----------------------------|-------------------------------|------------------------|--|--|--------|
| | | | | | Chairman | Member |
| 1. | Mr. Nirmal Singh Mertia | 7 | Yes | - | 1 | 3 |
| 2. | **Mr. Vasalakotram Sudhakar | 0 | No | 2 | - | **3 |
| 3. | Ms. Ritu Tusham | 8 | Yes | - | 2 | 3 |
| 4. | *Mr. Girishkumar Panchal | 2 | No | - | - | *3 |
| 5. | ***Mr. Chandrakant Mane | 0 | No | 1 | - | - |

*Mr. Girishkumar Panchal (DIN-07227360) was appointed as the Additional Director of the Company on 28th September, 2015 and subsequently appointed as the member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee on 9th November, 2015.

**Mr. Vasalakotram Sudhakar (DIN-05139324) ceased to be the Director of the Company with effect from 28th September, 2015 and subsequently ceased to be member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee on the same date.

***Mr. Chandrakant Mane (DIN- 06508244) ceased to be the Director of the Company with effect from 15th April, 2015.

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- The necessary quorum was present for all the meetings.
- During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.
- Familiarisation Programme imparted to Independent Directors is available on the website of the Company (URL: http://ffslonline.com/investor_relations.php)
- The Non-Executive Directors of the Company do not hold any shares during the year.
- The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

3) BOARD COMMITTEES:

The Board has constituted the following committees of Directors:

I) Audit Committee

II) Nomination and Remuneration Committee

III) Stakeholders Relationship Committee

I) AUDIT COMMITTEE:

A. Composition and Attendance:

The Audit committee has 3 (three) members as on 31st March, 2016 i.e. Ms. Ritu Tusham (Chairman), Mr. Nirmal Singh Mertia and Mr. Girishkumar Panchal. The Committee has met four (4) times during the financial year ended 31st March 2016 i.e. on 29th May, 2015, 14th August 2015, 9th November 2015, and 8th February 2016. The gap between two meetings did not exceed four months.

Details of attendance of each member at the Audit Committee Meetings is given below:-

| Name of the Director | Position | Category | Meeting attendance |
|-----------------------------|----------|---------------------------------------|--------------------|
| Ms. Ritu Tusham | Chairman | Non- Executive & Independent Director | 4 |
| Mr. Nirmal Singh Mertia | Member | Executive Director | 4 |
| *Mr. Girishkumar Panchal | Member | Non-Executive & Independent Director | 2 |
| **Mr. Vasalakotram Sudhakar | Member | Non-Executive & Independent Director | 0 |

*Mr. Girishkumar Panchal (DIN-07227360) was appointed as the Additional Director of the Company on 28th September, 2015 and was subsequently appointed as the member of the Audit Committee on 9th November, 2015.

**Mr. Vasalakotram Sudhakar (DIN-05139324) ceased to be the Director of the Company with effect from 28th September, 2015 and subsequently ceased to be member of the Audit Committee on the same date.

B. Terms of reference:

The brief terms of reference of the Audit Committee include: –

- 1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- 5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated

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- in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - 8) approval or any subsequent modification of transactions of the listed entity with related parties;
 - 9) scrutiny of inter-corporate loans and investments;
 - 10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - 11) evaluation of internal financial controls and risk management systems;
 - 12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 14) discussion with internal auditors of any significant findings and follow up there on;
 - 15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - 16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - 17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - 18) to review the functioning of the whistle blower mechanism;
 - 19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - 20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

II) NOMINATION AND REMUNERATION COMMITTEE

A. Composition and attendance:

The Nomination and Remuneration Committee has 3(Three) members as on 31st March, 2016 i.e. Ms. Ritu Tusham (Chairman), Mr. Nirmal Singh Mertia and Mr. Girishkumar Panchal. The Committee has met once (1) during the financial year ended 31st March 2016 i.e. on 14th August, 2015

Details of attendance of each member at the Nomination and Remuneration Committee Meetings is given below:-

| Name of the Director | Position | Category | Meeting attendance |
|-----------------------------|----------|---------------------------------------|--------------------|
| Ms. Ritu Tusham | Chairman | Non- Executive & Independent Director | 1 |
| Mr. Nirmal Singh Mertia | Member | Executive Director | 1 |
| *Mr. Girishkumar Panchal | Member | Non-Executive & Independent Director | 0 |
| **Mr. Vasalakotram Sudhakar | Member | Non-Executive & Independent Director | 0 |

*Mr. Girishkumar Panchal (DIN-07227360) was appointed as the Additional Director of the Company on 28th September, 2015 and was subsequently appointed as the member of the Nomination and Remuneration Committee on 9th November, 2015.

**Mr. Vasalakotram Sudhakar (DIN-05139324) ceased to be the Director of the Company with effect from 28th September, 2015 and subsequently ceased to be member of the Nomination and Remuneration Committee on the same date.

B. Terms of Reference:

- 1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 3) devising a policy on diversity of board of directors;

- 4) identifying 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 of directors their appointment and removal.
- 5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

C. Remuneration Policy:

Subject to the approval of the Board of Directors and subsequent approval by the members at the General Meeting and such authorities as the case may be, remuneration of Executive Directors and Key managerial persons is fixed by the Nomination and Remuneration Committee. The remuneration is decided by the Nomination and Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the Company etc.

Details of Remuneration to the directors for the year:

| Name of the Director | Remuneration paid during the year 2015-2016 Amount (in Rs) |
|-------------------------|--|
| Mr. Nirmal Singh Mertia | 3.14 lacs p.a. |

Other Disclosures:

The details of remuneration payable to Mr. Nirmal Singh Mertia is given below:

1. Elements of Salary/Remuneration : Basic Salary- Rs. 3.14 Lacs p.a.
2. Fixed components of Remuneration and performance linked incentives along with performance criteria: NA
3. Service Contract, Notice Period, Severance fees: Mr. Nirmal Singh Mertia was appointed as the Whole Time Director of the Company for a term of 5 years w.e.f 27th July, 2014. Other terms and conditions are as per the Agreement executed between company and the said director.
4. Stock Option Details: NA

No remuneration has been paid to non-executive directors of the Company during the year other than sitting Fees.

The sitting fees paid to Directors for the year under consideration is as follows:

| Name of Director | Amount |
|-------------------------|------------|
| Ms. Ritu Tusham | Rs. 10,000 |
| Mr. Girishkumar Panchal | Rs. 5000 |

D. Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

The criteria and remuneration policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company and has been uploaded on the Company's website- http://ffslonline.com/investor_relations.php.

III) STAKEHOLDERS RELATIONSHIP COMMITTEE:

A. Composition:

The Stakeholders Relationship Committee has 3(Three) members as on 31st March, 2016 i.e., Mr. Nirmal Singh Mertia (Chairman), Mr. Girishkumar Panchal and Ms. Ritu Tusham. The Committee has met Four (4) times during the financial year ended 31st March, 2016. i.e on 29th May 2015, 14th August 2015, 9th November 2015 and 8th February 2016.

Details of attendance of each member at the Stakeholders Relationship Committee Meetings is given below:-

| Name of the Director | Position | Category | Meeting attendance |
|-----------------------------|----------|--------------------------------------|--------------------|
| Mr. Nirmal Singh Mertia | Chairman | Executive Director | 4 |
| Ms. Ritu Tusham | Member | Non-Executive & Independent Director | 4 |
| *Mr. Girishkumar Panchal | Member | Non-Executive & Independent Director | 2 |
| **Mr. Vasalakotram Sudhakar | Member | Non-Executive & Independent Director | 0 |

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*Mr. Girishkumar Panchal (DIN-07227360) was appointed as the Additional Director of the Company on 28th September, 2015 and was subsequently appointed as the member of the Stakeholder Relationship Committee on 9th November, 2015.

**Mr. Vasalakotram Sudhakar (DIN-05139324) ceased to be the Director of the Company with effect from 28th September, 2015 and subsequently ceased to be member of the Stakeholders Relationship Committee on the same date.

B. Terms of Reference:

The Stakeholders Relationship Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non- receipt of annual report and non-receipt of declared dividends.

The committee deals with various matters relating to:

- Transfer / transmission of shares
- Issue of Share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced Certificates.
- Consolidation / splitting of folios
- Review of shares dematerialized and all other related matters.
- Investors grievance and redressal mechanism and recommend measures to improve the level of investors services.

C. Information on Investor Grievances for the period from 1st April, 2015 to 31st March 2016:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

The total no. of complaints received and complied during the year were:

| | | |
|---------------------|---|-----|
| Opening | : | Nil |
| Complaints Received | : | 5 |
| Complied | : | 5 |
| Pending | : | Nil |

The complaints had been attended to within seven days from the date of receipt of the complaint, as communicated by the Registrar and Transfer Agent i.e Bigshare Services Pvt. Ltd

The Outstanding complaints as on 31st March 2016 – Nil

D. Compliance Officer:

Mr. Nirmal Singh Mertia is the Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4) GENERAL BODY MEETINGS:

A. PARTICULARS OF GENERAL MEETINGS HELD DURING LAST THREE YEARS:

| Year | Location | Date | Time |
|-------------|--|-----------------------------------|-------------|
| 2012-2013 | 2C, Ram Mansion, 367 Pantheon Road, Egmore, Chennai 600 008. | 27 th July, 2013 | 04.00 P.M |
| 2013-2014 | 2nd Floor Old no.24 new no. 45,Venkata Maistry Street, Mannady, Chennai 600 001, | 30 th September, 2014 | 10.00 A.M |
| 2014-2015 | 2nd Floor Old no.24 new no. 45,Venkata Maistry Street, Mannady, Chennai 600 001, | *28 th September, 2015 | 10.00A.M. |

*The AGM held on 28th September, 2015 was adjourned to 5th October, 2015.

B. EXTRAORDINARY GENERAL MEETINGS HELD DURING THE YEAR:

There were no Extraordinary General Meetings conducted during the financial year 2015-2016.

C. SPECIAL RESOLUTION:

The following Special Resolutions were passed in the previous Three Annual General Meetings (AGM):

- i) Revision of Remuneration payable to Mr. Nirmal Singh Mertia (DIN-03584434) Whole Time Director of the Company.
- ii) Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
- iii) Sub division of face value of each Equity Share from Rs. 10/- to Re. 1/-

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D. POSTAL BALLOT:

During the year the Company approached the shareholders twice through postal ballots during the year. The voting results of the above-mentioned postal ballot is as follows:

- I) Date of Postal Ballot Notice : 30th March, 2015
 Voting period : 6th April, 2015 to 5th May, 2015
 Date of declaration of result : 7th May, 2015

| Brief particulars of the Resolutions | Number of total, valid and invalid votes received by the scrutinizer(including e-voting) | | | Number of shares and % age of total valid votes cast in favour of the Resolution (including e-voting) | | Number of shares and % age of total valid votes cast against the Resolution (including e-voting) | |
|---|--|----------------------------|--------------------------|---|----------------------|--|----------------------|
| | Total no. of votes received | Total no. of Invalid votes | Total no. of valid votes | Number of Shares | % age of total votes | Number of Shares | % age of total votes |
| Shifting of the Registered Office from Chennai, state of Tamil Nadu to Mumbai, state of Maharashtra and consequential amendment in Clause II of the Memorandum of Association | 6728082 | - | 6727882 | 6727882 | 99.99 | 200 | 0.001 |

The Company successfully completed the process of obtaining approval of its shareholders for special resolution on the item detailed above through the postal ballot.

Mr. Vishnu Sharma, Practicing Chartered Accountant, had been appointed as the scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner.

- II) Date of Postal Ballot Notice : 12th September, 2015
 Voting period : 30th September, 2015 to 29th October, 2015
 Date of declaration of result : 2nd November, 2015

| Brief Particulars of the Resolution | Number of total valid and invalid votes received by the scrutinizer (including e-voting) | | | Number of shares and % of total valid votes cast in favour of the Resolution(including e-voting) | | Number of shares and % of total valid votes cast against the Resolution (including e-voting) | |
|--|--|----------------------------|--------------------------|---|------------------|--|------------------|
| | Total no. of votes received | Total no. of invalid votes | Total no. of valid votes | Number of shares | % of total votes | Number of shares | % of total votes |
| Ratification by shareholders for alteration/variation of utilization of proceeds of Preferential Allotment of 5,450,000 Equity Shares. | 7608478 | 800 | 7607678 | 7607678 | 100% | - | - |
| Ratification by shareholders for alteration/variation of utilization of proceeds of Preferential Allotment of 2,250,000 Equity Shares. | 7608478 | 700 | 7607778 | 7607778 | 100% | - | - |
| Amendment to Main Object Clause of the Memorandum of Association | 7608478 | 700 | 7607778 | 7607678 | 99.99 | 100 | 0.01 |

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above through a postal ballot.

Mr. Abhishek Sewak, Chartered Accountant (partner of M/s Singhal & Sewak) in practice, have been appointed as the scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner.

Whether any special resolution is proposed to be conducted through Postal Ballot:

No resolutions are proposed to be conducted.

Procedure of Postal Ballot:

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provided electronic voting (e-voting) facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice was sent to members in electronic form to the email addresses registered with their depository participants. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submitted his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot were then announced by the authorized officer. The results were also displayed on the Company website, [www.ffslonline.com](http://ffslonline.com), besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of duly completed Postal Ballot Forms or e-voting was considered as the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

5) DISCLOSURES:

a. Related Party transactions

During the period under review, besides the transactions reported in the Notes to Accounts to the Financial Statements, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the Company at large.

The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link- http://ffslonline.com/investor_relations.php

b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

SEBI passed an ex-parte ad interim order dated 19th December, 2014 to the Company under Section 11 (1), 11 (4) and 11 (B) of the Securities Exchange Board of India Act, 1992 for your Company for not accessing the capital market. Further SEBI also passed a final order dated 20th April, 2015 in continuation of the interim order passed on 19th December, 2014.

Your Company filed an appeal with Securities Appellate Tribunal on 12th January, 2015 against the abovesaid order. SAT directed SEBI to conclude the investigation and pass appropriate order on merits and in accordance with law expeditiously. Vide order dated 25th August, 2016, SEBI granted some interim relief to your Company.

c. Accounting treatment in preparation of Financial Statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

d. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. 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 at the following link- http://ffslonline.com/investor_relations.php

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e. Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f. Code of Conduct

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company at the following link- http://ffslonline.com/investor_relations.php

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended 31st March, 2016.

g. Familiarisation Programme imparted to Independent Director is available on the website of the Company (URL: http://ffslonline.com/investor_relations.php)

h. The Company has adopted a Policy on Determination of 'Materiality for Disclosures' as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (URL: http://ffslonline.com/investor_relations.php) and a 'Policy for Preservation of Documents' as per Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (URL: http://ffslonline.com/investor_relations.php)

i. Compliance with Discretionary requirements under Listing Regulations: The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with most of the mandatory requirements of Listing Regulations. Evaluating the relations with Stakeholders, your Company will start complying non mandatory compliance also in coming years.

6) LISTING AGREEMENT:

The Securities and Exchange Board of India (SEBI), on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective 1st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited on 8th February 2016.

7) MEANS OF COMMUNICATION:

(i) The Board of Directors of the Company approved and took on record the Un-Audited / Audited financial results within 45 days of quarter / half year and communicated the result to the Stock Exchange where the shares of the Company is listed and also put on Company's website http://ffslonline.com/investor_relations.php.

Note: The Un-audited Financial Results were intimated to Stock Exchanges within 45 days of first three quarters and Audited Financial Results for the last quarter /financial year ending within 60 days of close of financial year.

(ii) Whether the Company also displays official News Releases- Not Applicable

(iii) Presentations made to the institutional investors or to the analysts- Not Applicable

8) GENERAL SHAREHOLDERS INFORMATION:

(i) Annual General Meeting

Day, Date & Time : Friday, 30th September, 2016 at 01.00 P.M.
Venue : ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai - 600008.

(ii) Financial Year

Year Ending : 31st March
AGM in : September

(iii) Financial Calendar 2016-17 (Tentative)

Tentative calendar for the year 2016-17 is as per following:-

Results for the quarter ending on 30th June 2016 : Second week of August 2016.
Results for the quarter ending on 30th Sept. 2016 : Second Week of Nov. 2016.
Results for the quarter ending on 31st Dec. 2016 : Second Week of Feb. 2017.
Results for the quarter ending on 31st March 2017 : Last Week of May 2017.

FIRST FINANCIAL SERVICES LIMITED

(iv) Book Closure dates

26th September, 2016 to 30th September 2016 (both days inclusive).

(v) Registered Office/Corporate Office

Registered Office : 2nd Floor, Old.No.24 New No.45 Venkata Maistry Street, Mannady, Chennai, Tamil Nadu 600001

Corporate Office : F-38, Sez Plaza, Marve Road, Malad (W), Mumbai 400064

(vi) Equity shares listed on Stock Exchanges at

BSE Limited, Mumbai

25th floor, P. J. Towers, Dalal Street, Mumbai 400 001

Note: Our Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(vii) Company Registration Details

The Corporate Identity Number (CIN) : L85100TN1984PLC011231

Trading Symbol at : BSE Limited (Physical Segment) 511369 FIRFIN

Demat ISIN Number in : Equity Shares INE141N01025NSDL & CDSL

(viii) Stock Market data from April 2015 to March 2016. (In Rs. / Per Share)

| Period | High | Low |
|----------------|------|-----|
| April 2015 | - | - |
| May 2015 | - | - |
| June 2015 | - | - |
| July 2015 | - | - |
| August 2015 | - | - |
| September 2015 | - | - |
| October 2015 | - | - |
| November 2015 | - | - |
| December 2015 | - | - |
| January 2016 | - | - |
| February 2016 | - | - |
| March 2016 | - | - |

Note: Our Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(ix) Performance in comparison to broad based indices such as BSE sensx, CRISIL INDEX etc- Our Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(x) Reason for suspension of securities- The Company has been suspended from BSE due to penal reasons w.e.f 31st December, 2014.

(xi) Distribution of Shareholdings as on 31st March 2016:

| Shares or Debentures Holding of nominal value of | Shares / debenture Holders | | Share / Debenture amount | |
|--|----------------------------|---------------|--------------------------|---------------|
| | Rs. Rs. | Number | % total | (In Rs.) |
| 1 - 5000 | 5453 | 98.22 | 1120339 | 1.39 |
| 5001 - 10000 | 7 | 0.13 | 62027 | 0.08 |
| 10001 - 20000 | 2 | 0.04 | 29000 | 0.04 |
| 20001 - 30000 | 3 | 0.05 | 69000 | 0.09 |
| 30001 - 40000 | 2 | 0.03 | 74610 | 0.09 |
| 40001 - 50000 | 8 | 0.13 | 367890 | 0.40 |
| 50001 - 100000 | 9 | 0.16 | 643000 | 0.79 |
| 100001 and above | 68 | 1.24 | 78381734 | 97.12 |
| Total | 5552 | 100.00 | 80747600 | 100.00 |

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(xii) Share Transfer System

Share transfer in physical form are presently registered and returned within a period of 15 days from the date of lodgment, in case the documents are complete in all respects.

(xiii) Registrar and Transfer Agent

Bigshare Services Pvt. Ltd.

E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072.

Phone No. : 022-40430200, Fax No. : 022-28475207

Email: sandeep@bigshareonline.com

(xiv) Shareholding Pattern (Category Wise) As On 31st March, 2016:

| Category | No. of Shares | Percentage |
|----------------------------|-----------------|---------------|
| Promoters | NIL | NIL |
| Mutual Funds / UTI & Banks | NIL | NIL |
| Bodies Corporate | 47723762 | 59.10 |
| Resident Individuals | 22674934 | 28.08 |
| NRIs / FIIs | 7152 | 0.01 |
| Clearing Members | 10341752 | 12.81 |
| TOTAL | 80747600 | 100.00 |

(xv) List of the Top 10 Shareholders of the Company (Excluding Promoter group) as on 31st March, 2016.

| Sr. No. | Name of shareholder | No. Of shares held | Percentage |
|---------|--|--------------------|------------|
| 1 | Comfort Securities Ltd | 9740652 | 12.06 |
| 2 | Narayani Pratisthan Private Limited | 4255000 | 5.27 |
| 3 | Minimum Shares and Securities Pvt. Ltd | 4083522 | 5.06 |
| 4 | Kirit Vasudeo Dave | 3933161 | 4.87 |
| 5 | MC Pride Distillery Pvt Ltd | 3766731 | 4.66 |
| 6 | Rajani Investment Private Limited | 3638327 | 4.51 |
| 7 | Madhu Devi Saraf | 3500000 | 4.33 |
| 8 | Sunita Motilal Sinha | 3421000 | 4.24 |
| 9 | R K Investment Pvt Ltd | 3375051 | 4.18 |
| 10 | Veena Mohanlal Chandiramani | 3088030 | 3.82 |
| | Total | 42801474 | 53 |

(xvi) Dematerialisation of Shares

Approximately 98.55% of the Equity Shares have been dematerialized for the year ended 31st March, 2016.

Trading in Equity shares of the Company is permitted only in dematerialized form w.e.f. 26th June 2000 as per notification issued by the Securities and Exchange Board, India (SEBI).

(xvii) Liquidity

Relevant data of the average daily working days turnover for the financial year 2015-2016 is given below:

BSE LIMITED

Shares (in lacs) : NA*

Amount (in Rs lacs) : NA*

* The Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(xviii) Outstanding GDRs/ADRs/Warrants etc or any convertible instruments, conversion date and likely impact on equity

The Company did not issue any GDRs/ADRs/Warrants or any convertible instruments.

(xix) Commodity price risk or foreign exchange risk and hedging activities- Not Applicable

(xx) Investor correspondence for transfer/ dematerialization of shares and any other query relating to the shares of the Company

FIRST FINANCIAL SERVICES LIMITED

| For Shares held in Physical form | For Shares held in Demat Form |
|---|--|
| BIGSHARE SERVICES PVT. LTD. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400072. Phone No. : 022-40430200, Fax No. :022-28475207 | To Depository Participant or BIGSHARE SERVICES PVT. LTD. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400072. Phone No. : 022-40430200, Fax No. :022- 28475207 |
| Any query on Annual Report | First Financial Services Limited. Reg Off: 2 nd Floor, Old no.24 New no.45,Venkata Maistry Street, Mannady, Chennai-600001. Corporate Off: F-38, Sej Plaza, Marve Road, Malad (W), Mumbai 400064 Email-firstfinancialserviceslimited@gmail.com |

xxi) Address for Correspondence:

2nd Floor, Old No. 24, New No. 45, Venkata Maistry Street,, Mannady ,Chennai ,Tamil Nadu ,600001/ F-38, Sej Plaza,
Marve Road, Malad (W), Mumbai 400064

9) DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT AS PER REGULATION 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended 31st March, 2016.

**On behalf of the Board
For First Financial Services Limited**

**Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 03584434**

Place: Mumbai

Date: 26th August, 2016

CEO/CFO CERTIFICATION

To,
The Board of Directors

First Financial Services Limited

Dear Sirs,

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2016 and to the best of our knowledge and belief that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of the our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**On behalf of the Board
For First Financial Services Limited**

**Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 03584434**

Place: Mumbai

Date: 26th August, 2016

INDEPENDENT AUDITOR'S REPORT

To,

The Members of **FIRST FINANCIAL SERVICES LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the attached Financial Statements of **FIRST FINANCIAL SERVICES LIMITED** ("the Company") which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and a summary of Significant Accounting Policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 financial statements.

BASIS OF QUALIFICATION

Contravention of Accounting Standard 15 on Accounting for retirement benefit of employees.

As stated in Point No. 9 of Note No.1 of Significant Accounting Policies followed by the company, the Company is not making any provision for the Gratuity and leave encashment as the same is accounted for on payment basis. This is in Contravention of Accounting Standard 15 on Accounting for retirement benefits of employees.

OPINION

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

- (i) In the case of Balance Sheet; of the State of affairs of the company as at **31st March, 2016**;
- (ii) In the case of the Statement of Profit and Loss; of the **LOSS** for the year ended on that date;
- (iii) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

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REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the companies (Auditors Report) Order, 2015 issued by the Central Government of India in terms of section 143 (11) of the Act, we give in Annexure A, a statement on matters specified in paragraph 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 purposes of the audit;
 - b. In our opinion, proper books of accounts 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the mandatory Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 **except AS 15 regarding no provision created for retirement benefits.**
 - e. On the basis of the written representation received from the Directors as on 31.03.2016 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31.03.2015, from being appointed as a Director in terms of Sub-section (2) of section 164 of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements.
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - iii. there has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.

**For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN NO.: 120927W**

**sd/-
Ramawatar Sharma
(PARTNER)
M. No. 102644**

Place : Mumbai
Date : 28 May, 2016

FIRST FINANCIAL SERVICES LIMITED

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2016 of **FIRST FINANCIAL SERVICES LIMITED**. On the basis of such checks as we considered appropriate and in terms of information and explanations provided to us state that:

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) All the assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable; no material discrepancies were noticed on such verification.
c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company
- 2) Since the company is a service company. Accordingly, it does not hold any physical inventories except shares. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- 3) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act and accordingly, paragraphs 3 (a) & (b) of the Order are applicable.
- 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 Act, with respect to the loans and investments made.
- 5) The Company has not accepted any deposits from the public.
- 6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company
- 7) a) According to the information and explanations given to us and on the basis of our examination of the records of the company of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the above were in arrears as at march 31, 2016 for a period of more than six months from the date on when they became payable.
b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- 8) According to the information and explanations given to us, the Company has not taken any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) The company has given remuneration to the directors in accordance with the requisite approvals and in accordance with the provisions of section 197 of the companies act 2013
- 12) 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.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, company has not entered in any related part transaction during the year. Accordingly, paragraph 3(xiii) of the Order is not applicable.
- 14) According to the information and explanations give 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.
- 15) According to the information and explanations 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. Accordingly, paragraph 3(xv) of the Order is not applicable
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 120927W**

**sd/-
Ramawatar Sharma
Partner
Membership No. 102644**

**Place : Mumbai
Date : 28 May, 2016**

31st Annual Report 2015-2016

Balance Sheet as at March 31, 2016

(Amount in INR)

| Particulars | Note No. | As at March 31, 2016 | As at March 31, 2015 |
|---|----------|----------------------------|----------------------------|
| I Equity & Liabilities | | | |
| 1. Shareholders' funds | | | |
| (a) Share Capital | 2 | 8,07,47,600 | 8,07,47,600 |
| (b) Reserves and Surplus | 3 | 8,35,02,995 | 9,10,44,530 |
| (c) Money received against share warrants | | - | - |
| | | <u>16,42,50,595</u> | <u>17,17,92,130</u> |
| 2. Share application money pending allotment | | - | - |
| 3. Non - Current Liabilities | | | |
| (a) Long -Term Borrowings | | - | - |
| (b) Deferred Tax Liabilities (Net) | 4 | 3,677 | 2,130 |
| (c) Other Long - Term Liabilities | | - | - |
| (d) Long - Term Provisions | | - | - |
| | | <u>3,677</u> | <u>2,130</u> |
| 4. Current Liabilities | | | |
| (a) Short - Term Borrowings | 5 | 13,40,833 | 6,06,576 |
| (b) Trade Payables | 6 | 1,08,40,287 | 1,23,79,644 |
| (c) Other Current Liabilities | 7 | 5,28,838 | 3,56,559 |
| (d) Short - Term Provisions | | - | - |
| | | <u>1,27,09,958</u> | <u>1,33,42,779</u> |
| TOTAL | | <u>17,69,64,230</u> | <u>18,51,37,039</u> |
| II Assets | | | |
| 1. Non - Current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 8 | 38,821 | 26,634 |
| (ii) Intangible Assets | | - | - |
| (iii) Capital Work-in-Progress | | - | - |
| (b) Non - Current Investments | | - | - |
| (c) Long - Term Loans and Advances | 9 | 6,18,68,261 | 7,02,06,494 |
| (d) Other Non - Current Assets | | - | - |
| | | <u>6,19,07,082</u> | <u>7,02,33,128</u> |
| 2. Current Assets | | | |
| (a) Inventories | 10 | 11,28,72,163 | 11,06,12,800 |
| (b) Trade Receivables | | - | - |
| (c) Cash and Cash equivalents | 11 | 20,25,955 | 40,30,642 |
| (d) Short - Term Loans and Advances | 12 | 82,000 | - |
| (e) Other Current Assets | 13 | 77,030 | 2,60,469 |
| | | <u>11,50,57,148</u> | <u>11,49,03,911</u> |
| TOTAL | | <u>17,69,64,230</u> | <u>18,51,37,039</u> |

Significant Accounting Policies

As per our report of even date

1

For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Regn.No.120927W

For First Financial Services Limited

sd/-
Ramawatar Sharma
 Partner
 Membership No. 102644

sd/-
Mr. Nirmal Singh Mertia
 Whole Time Director
 DIN: 03584434

sd/-
Mr. Girishkumar Panchal
 Director
 DIN: 07227360

Place : Mumbai
 Date : 28th May, 2016

FIRST FINANCIAL SERVICES LIMITED

Statement of Profit and Loss for the period ended March 31, 2016

(Amount in INR)

| Particulars | Note No. | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|---|----------|--------------------------------------|--------------------------------------|
| I Revenue from Operations | 14 | - | 6,51,39,490 |
| Closing Stock | 10 | 11,28,72,163 | 11,06,12,800 |
| II Other Income | 15 | 34,35,779 | 70,50,271 |
| III Total Revenue (I + II) | | 11,63,07,942 | 18,28,02,561 |
| IV Expenses | | | |
| Opening Stock | | 11,06,12,800 | 8,20,48,501 |
| Purchases | 16 | - | 9,80,44,011 |
| Employee Benefits Expenses | 17 | 10,86,093 | 5,82,722 |
| Finance Costs | 18 | 25,18,442 | 39,886 |
| Depreciation and Amortization Expense | 8 | 12,313 | 1,566 |
| Operating Expenses | 19 | 96,18,281 | 23,64,478 |
| Total Expense | | 12,38,47,930 | 18,30,81,164 |
| V Profit before Exceptional and Extraordinary Items and Tax (III-IV) | | (75,39,988) | (2,78,603) |
| VI Exceptional Items | | - | - |
| VII Profit before Extraordinary Items and Tax (V-VI) | | (75,39,988) | (2,78,603) |
| VIII Extraordinary Items | | - | - |
| IX Profit Before Tax (VII-VIII) | | (75,39,988) | (2,78,603) |
| X Tax Expense: | | | |
| (a) Current Tax | | - | - |
| (b) Deferred Tax | | 1,547 | 2,130 |
| (c) Tax of Earlier Year | | - | 2,69,260 |
| (d) MAT Credit Entitlement | | - | - |
| | | 1,547 | 2,71,390 |
| XI Profit for the Period from Continuing Operations (IX - X) | | (75,41,535) | (5,49,993) |
| XII Profit/(Loss) for the Period from Discontinuing Operations | | - | - |
| XIII Tax Expense of Discontinuing Operations | | - | - |
| XIV Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII) | | - | - |
| XV Profit for the Period (XI + XIV) | | (75,41,535) | (5,49,993) |
| XVI Earnings Per Equity Share (Face Value ₹ 1/- Per Share): | 20 | | |
| Basic (₹) | | (0.09) | (0.01) |
| Significant Accounting Policies | 1 | | |

As per our report of even date

For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Regn.No.120927W

For First Financial Services Limited

sd/-
Ramawatar Sharma
 Partner
 Membership No. 102644

sd/-
Mr. Nirmal Singh Mertia
 Whole Time Director
 DIN: 03584434

sd/-
Mr. Girishkumar Panchal
 Director
 DIN: 07227360

Place : Mumbai
 Date : 28th May, 2016

Cash Flow Statement for the period ended March 31, 2016

(Amount in INR)

| | Year ended 31st March, 2016 | | Year ended 31st March, 2015 | |
|---|-----------------------------|-------------|-----------------------------|-------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit before Tax for the year | | (75,39,988) | | (2,78,603) |
| Adjustments for : | | | | |
| Depreciation for the year | 12,313 | | 1,566 | |
| Misc. Expenses w/off | 2,35,749 | | 5,30,748 | |
| Dividend Received | (3,40,393) | | (27,121) | |
| Interest Received | (30,95,386) | | (61,01,972) | |
| Interest Paid | 25,18,442 | (6,69,274) | 39,886 | (55,56,893) |
| Operating Profit before Working Capital change | | (82,09,262) | | (58,35,496) |
| Adjustments for : | | | | |
| Decrease/(Increase) in Receivables | - | | 4,98,627 | |
| Decrease/(Increase) in Inventories | (22,59,363) | | (2,85,64,299) | |
| Decrease/(Increase) in Long Term Loans & Advances | 83,38,233 | | - | |
| Decrease/(Increase) in Loans & Advances | (82,000) | | - | |
| Decrease/(Increase) in Other Current Assets | (52,310) | | 1,58,18,723 | |
| Increase/(Decrease) in Payables | (15,39,357) | | 1,24,25,546 | |
| Increase/(Decrease) in Current Liabilities & Provisions | 1,72,279 | 45,77,482 | 2,31,160 | 4,09,757 |
| Cash Generated From Operations | | (36,31,781) | | (54,25,739) |
| Income Tax paid | | - | | 2,69,260 |
| NET CASH FROM OPERATING ACTIVITIES Total (A) | | (36,31,781) | | (56,94,999) |
| CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Investments | - | | - | |
| Purchase of Fixed Assets | (24,500) | | (28,200) | |
| Sale of Investments | - | | - | |
| Dividend Received | 3,40,393 | | 27,121 | |
| Interest Received | 30,95,386 | | 61,01,972 | |
| NET CASH USED IN INVESTING ACTIVITIES Total (B) | | 34,11,279 | | 61,00,893 |
| CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Issue of Equity Capital | - | | - | |
| Share Premium | - | | - | |
| Loan taken / (Repaid) in Secured Loan | 7,34,257 | | 6,06,576 | |
| Interest paid | (25,18,442) | | (39,886) | |
| NET CASH FROM FINANCING ACTIVITIES Total (C) | | (17,84,185) | | 5,66,690 |
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | | (20,04,687) | | 9,72,584 |
| Cash and Cash Equivalents -- Opening Balance | | 40,30,642 | | 30,58,058 |
| Cash and Cash Equivalents -- Closing Balance | | 20,25,955 | | 40,30,642 |
| | | - | | - |
| Note: Previous year's figures have been regrouped/rearranged wherever considered necessary. | | | | |
| As per our report of even date attached. | | | | |

**For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS**

Firm Regn.No.120927W

sd/-

Ramawatar Sharma

Partner

Membership No. 102644

Place : Mumbai

Date : 28th May, 2016

For First Financial Services Limited

sd/-

Mr. Nirmal Singh Mertia

Whole Time Director

DIN: 03584434

sd/-

Mr. Girishkumar Panchal

Director

DIN: 07227360

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE-'1'

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2016:

A. **SIGNIFICANT ACCOUNTING POLICIES:**

1. **Basis of Preparation:**

The financial statements have been prepared under the historical cost convention on accrual basis and are in accordance with requirements of the Companies Act, 2013 read with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), to the extent applicable.

Accounting policies not specifically referred to are, otherwise in consistent and in consonance with the generally accepted accounting principles.

2. **Use of Estimates:**

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities as at the date of the financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

3. **Revenue Recognition :**

All income and expenditure items having a material bearing on the financial statements are recognized on accrual basis except in the case of dividend income are accounted for on cash basis.

4. **Fixed Assets/Depreciation:**

- i. Fixed assets are shown at historical cost inclusive of incidental expenses less accumulated depreciation.
- ii. Depreciation on fixed assets is provided on Straight Line Method at the rates prescribed under Schedule II of the companies Act, 2013.
- iii. Depreciation on fixed Assets purchased during the year, is provided on pro-rata basis with reference to the date of addition.

5. **Impairment of Assets:**

The Company assesses at each Balance sheet date whether there is any indication that an asset may be impaired based on internal/ external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs, is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

6. **Inventories:**

Inventories consisting of shares and securities have been valued at lower of cost or net realizable value.

7. **Investments:**

Investments are classified into long-term investments and current investments. Investments which are intended to be held for one year or more are classified as long-term investments and investments which are intended to be held for less than one year are classified as current investments.

Long-term investments are carried at cost less diminution in value which is other than temporary, determined separately for each investment.

Current investments are carried at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investment. In case of investments in mutual funds, the net asset value of units declared by the mutual funds is considered as the fair value.

8. **Provision for Taxation:**

Provision for income tax has been made as per the existing provision of the Income Tax, 1961 and as required by Accounting standard AS-22 relating to "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India.

9. **Retirement Benefits:**

The Present liability towards gratuity and retirement benefits are accounted on payment basis.

10. **Contingent liabilities:**

There is no contingent liability in the opinion of the Management.

11. **Changes after Date of Balance Sheet:**

There is no material change occurred after the date of Balance Sheet till date of audit affecting the financial statements as on 31.03.2016.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Note 2 - Share Capital

| (a) | Particulars | (Amount in INR) | | | |
|---------------------------------|---|----------------------|---------------------|----------------------|---------------------|
| | | As at March 31, 2016 | | As at March 31, 2015 | |
| | | No of Shares | Amount | No of Shares | Amount |
| Authorised : | | | | | |
| | 16,00,00,000 Equity Shares of Re. 1/- each | 16,00,00,000 | 16,00,00,000 | 16,00,00,000 | 16,00,00,000 |
| | TOTAL | 16,00,00,000 | 16,00,00,000 | 16,00,00,000 | 16,00,00,000 |
| Issued and Subscribed : | | | | | |
| | 9,20,00,000 Equity Shares of Re. 1/- each | 9,20,00,000 | 9,20,00,000 | 9,20,00,000 | 9,20,00,000 |
| | TOTAL | 9,20,00,000 | 9,20,00,000 | 9,20,00,000 | 9,20,00,000 |
| Subscribed and Paid-up : | | | | | |
| | 8,07,47,600 Equity Shares of Re. 1/- each fully paid up | 8,07,47,600 | 8,07,47,600 | 8,07,47,600 | 8,07,47,600 |
| | TOTAL | 8,07,47,600 | 8,07,47,600 | 8,07,47,600 | 8,07,47,600 |

(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- The Company has only one class of Equity Shares having a par value of Re. 1/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees.
- In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

| Particulars | As at March 31, 2016 | | As at March 31, 2015 | |
|---|----------------------|--------------------|----------------------|--------------------|
| No. of shares at the beginning of the year | | 8,07,47,600 | | 8,07,47,600 |
| Less: Reduction of Shares during the year | | | | |
| Share Capital Reduction | - | - | - | - |
| No. of Shares after Capital Reduction | | 8,07,47,600 | | 8,07,47,600 |
| Add: Issue of Shares during the year | | | | |
| Subscriber to the Memorandum | - | - | - | - |
| Private Placement | - | - | - | - |
| | | - | | - |
| No. of shares at the end of the year | | 8,07,47,600 | | 8,07,47,600 |

(d) Details of shareholders holding more than 5% shares in the company

| Particulars | As at March 31, 2016 | | As at March 31, 2015 | |
|---------------------------------------|----------------------|-------------|----------------------|-------------|
| | No of shares | % of shares | No of shares | % of shares |
| Comfort Securities Ltd* | - | - | 57,07,297 | 7% |
| Narayani Pratisthan Pvt Ltd | 42,55,000 | 5% | 42,55,000 | 5% |
| Minimum Shares and Securities Pvt Ltd | 40,83,522 | 5% | 40,83,522 | 5% |

* The shareholding 7.07% in the name of Comfort Securities Limited as on 31st March, 2016 which was actually belongs to its clients. Being a trading member Comfort Securities Limited has holding securities on behalf of its clients.

(e) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.

The company does not have any such contract / commitment as on reporting date.

(f) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.

The company does not have any securities convertible into shares as on reporting date.

FIRST FINANCIAL SERVICES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Note 3 - Reserves & Surplus

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|----------------------|----------------------|
| (i) Securities Premium | | |
| As per last Balance Sheet | 7,70,00,000 | 7,70,00,000 |
| Add: On Shares issued during the year | - | - |
| | 7,70,00,000 | 7,70,00,000 |
| (ii) General Reserve | | |
| As per last Balance Sheet | 17,22,000 | 17,22,000 |
| Add: Additions during the year | - | - |
| Less: Utilised / transferred during the year | - | - |
| | 17,22,000 | 17,22,000 |
| (iii) Capital Reserve | | |
| As per last Balance Sheet | 48,40,000 | 48,40,000 |
| Add: Transferred from Profit and Loss Account | - | - |
| Less: Transferred to Profit and Loss Account | - | - |
| | 48,40,000 | 48,40,000 |
| (iv) Surplus in the Profit & Loss Account | | |
| As per last Balance Sheet | 74,82,530 | 80,32,523 |
| Add: Profit / (Loss) for the year | (75,41,535) | (5,49,993) |
| Amount available for appropriations | (59,005) | 74,82,530 |
| Appropriations: | | |
| Add: Transferred from reserves | - | - |
| Less: Transferred to General reserve | - | - |
| Proposed dividend | - | - |
| Corporate Dividend Tax | - | - |
| | (59,005) | 74,82,530 |
| TOTAL | 8,35,02,995 | 9,10,44,530 |

Note 4 - Deferred Tax Liability

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|---------------------------|----------------------|----------------------|
| As per Last Balance Sheet | 2,130 | - |
| Addition during the year | 1,547 | 2,130 |
| | 3,677 | 2,130 |
| TOTAL | 3,677 | 2,130 |

Note 5 - Short Term Borrowings

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|-------------------------------|----------------------|----------------------|
| (a) Loans repayable on demand | | |
| From banks | | |
| Bank overdraft - Secured | 13,40,833 | 6,06,576 |
| Less: W/off during the year | - | - |
| Unsecured | - | - |
| | 13,40,833 | 6,06,576 |
| | 13,40,833 | 6,06,576 |

Bank Overdraft from Axis Bank is secured by Hypothecation of the Fixed Deposits with the same Bank amounting to ₹ 18,00,000/-

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Note 6 - Trade Payables

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|----------------------|----------------------|
| Current payables (including acceptances) outstanding for less than 12 months | 1,08,40,287 | 1,23,79,644 |
| | <u>1,08,40,287</u> | <u>1,23,79,644</u> |

Note 7 - Other Current Liabilities

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|-------------------|------------------------|------------------------|
| Salaries Payable | 25,000 | 58,565 |
| Rent Payable | 1,80,000 | 1,80,000 |
| Audit Fee Payable | 31,350 | 30,708 |
| Expenses Payable | 41,114 | 67,185 |
| TDS Payable | 2,51,374 | 20,101 |
| TOTAL | <u>5,28,838</u> | <u>3,56,559</u> |

Note 8 Fixed assets

| A. Tangible assets | Gross block | | | Accumulated depreciation and impairment | | | | (Amount in INR) Net block | | |
|--------------------|---|--------------------|--------------------|--|---|--|-------------------------------|--|--|--|
| | Balance as at 1 April, 2015 (Rupees) | Additions (Rupees) | Disposals (Rupees) | Balance as at 31 March, 2016 (Rupees) | Balance as at 1 April, 2015 (Rupees) | Depreciation / amortisation expense for the period (Rupees) | Other adjustments (Rupees) | Balance as at 31 March, 2016 (Rupees) | Balance as at 31 March, 2016 (Rupees) | Balance as at 31 March, 2015 (Rupees) |
| (a) Computer | 28,200 | - | - | 28,200 | 1,566 | 8,931 | - | 10,497 | 17,703 | 26,634 |
| (b) Printer | - | 6,500 | - | 6,500 | - | 1,517 | - | 1,517 | 4,983 | - |
| (a) Software | - | 18,000 | - | 18,000 | - | 1,865 | - | 1,865 | 16,135 | - |
| Total | <u>28,200</u> | <u>24,500</u> | <u>-</u> | <u>52,700</u> | <u>1,566</u> | <u>12,313</u> | <u>-</u> | <u>13,879</u> | <u>38,821</u> | <u>26,634</u> |
| Previous year | - | 28,200 | - | 28,200 | - | 1,566 | - | 1,566 | 26,634 | - |

Note 9 - Long Term Loans & Advances

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|---------------------------|---------------------------|
| (i) Loans & advances | | |
| Unsecured, considered good | 6,10,78,940 | 6,95,44,810 |
| (ii) Advance Income Tax & TDS | 7,89,321 | 6,61,684 |
| TOTAL | <u>6,18,68,261</u> | <u>7,02,06,494</u> |

FIRST FINANCIAL SERVICES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Note 10 Inventory

DETAILS OF STOCK-IN-TRADE

(At Cost or Market Rate whichever is lower)

| Particulars | (Amount in INR) | | | |
|--------------------------------------|---------------------|------------------------|---------------------|------------------------|
| | As at 31.03.2016 | | As at 31.03.2015 | |
| | Qty Nos. | Amount (in Rs) | Qty Nos. | Amount (in Rs) |
| Quoted Shares | | | | |
| Arihant Super | 3,69,675.00 | 1,54,09,155.14 | 3,69,675.00 | 1,33,08,300.00 |
| Delta corpn | 8,000.00 | 5,28,800.00 | 8,000.00 | 6,42,000.00 |
| DPTL | 5,000.00 | 3,75,750.00 | 5,000.00 | 2,33,000.00 |
| Dhunseri Tea India | 1,000.00 | - | 1,000.00 | - |
| Finan Tech | 573.00 | 44,464.80 | 573.00 | 1,09,872.75 |
| HCIL | 27,304.00 | 4,29,218.88 | 27,304.00 | 4,09,560.00 |
| kajariacer | 2,300.00 | 13,91,194.56 | 2,300.00 | 13,91,194.56 |
| Korpon Ltd | 5,000.00 | 2,45,000.00 | 5,000.00 | 2,27,500.00 |
| MTNL | 1,50,000.00 | 26,55,000.00 | 1,50,000.00 | 27,30,000.00 |
| Nirlon | 2,500.00 | 4,62,250.00 | 2,500.00 | 4,91,500.00 |
| Pennar Ind Ltd | 10,000.00 | 4,73,000.00 | 10,000.00 | 5,35,000.00 |
| Poly Plex | 5,000.00 | 10,37,000.00 | 5,000.00 | 9,45,000.00 |
| Prism Cement | 3,000.00 | 2,28,739.44 | 3,000.00 | 2,28,739.44 |
| Ravi Kumar Distilleries Ltd. | 7,85,301.00 | 96,17,344.83 | 7,85,301.00 | 96,17,344.83 |
| RPP Infra Projects Ltd. | 1,75,000.00 | 1,37,48,477.50 | 1,75,000.00 | 1,37,48,477.50 |
| Luharuka (Splash) Media & Infra Ltd. | 16,19,371.00 | 4,62,54,180.47 | 16,19,371.00 | 4,62,54,180.47 |
| TIL | 1,500.00 | 5,11,050.00 | 1,500.00 | 5,84,652.45 |
| Vardhman Textiles | 2,000.00 | 9,79,716.70 | 2,000.00 | 9,79,716.70 |
| Vikas Global | 7,45,000.00 | 49,24,059.40 | 7,45,000.00 | 46,19,000.00 |
| Walchand Ind | 2,000.00 | 2,66,261.60 | 2,000.00 | 2,66,261.60 |
| Total [A] | 39,19,524.00 | 9,95,80,663.32 | 39,19,524.00 | 9,73,21,300.30 |
| Unquoted Shares | | | | |
| Marsh Steel trading Pvt. Ltd. | 40,000.00 | 1,00,00,000.00 | 40,000.00 | 1,00,00,000.00 |
| Righteous Global Logistics Pvt. Ltd. | 10,000.00 | 10,00,000.00 | 10,000.00 | 10,00,000.00 |
| Vinmay Virgo Private Limited | 6,915.00 | 6,91,500.00 | 6,915.00 | 6,91,500.00 |
| Vision Steel Ltd | 6,400.00 | 16,00,000.00 | 6,400.00 | 16,00,000.00 |
| Total [B] | 63,315.00 | 1,32,91,500.00 | 63,315.00 | 1,32,91,500.00 |
| TOTAL [A+B] | 39,82,839.00 | 11,28,72,163.32 | 39,82,839.00 | 11,06,12,800.30 |

Note : Refer point no. h "Inventories" of Note no. 24 of Notes to Accounts

Note 11 - Cash & Cash equivalents

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|------------------------------------|----------------------|----------------------|
| Cash & Cash Equivalents | | |
| (i) Balances with Banks : | | |
| - Current Accounts | 34,987 | 20,84,294 |
| - Deposit Accounts | 18,01,709 | 18,01,709 |
| (ii) Cash-in-hand | 1,89,258 | 1,44,639 |
| (iii) Cheques & Drafts in-hand | - | - |
| TOTAL | 20,25,955 | 40,30,642 |
| | 20,25,955 | 40,30,642 |

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Note 12 - Short Term Loans & Advances

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|----------------------|----------------------|
| (a) | | |
| (i) Security deposits | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 75,000 | - |
| Doubtful | - | - |
| | 75,000 | - |
| (ii) Advance income tax and TDS | | |
| Advance Tax & TDS | | - |
| (iii) Advances to Creditors | | |
| Secured, considered good | 7,000 | - |
| Unsecured, considered good | | - |
| Doubtful | - | - |
| | 7,000 | - |
| TOTAL | 82,000 | - |

Note 13 - Other Current Assets

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|---|----------------------|----------------------|
| CENVAT Credit Receivable | 77,030 | 24,720 |
| Miscellaneous Expenditure to the extent not w/off | 2,35,749 | 7,66,497 |
| Add: During the year | - | - |
| Less: W/off during the year | (2,35,749) | (5,30,748) |
| | 77,030 | 2,60,469 |
| TOTAL | 77,030 | 2,60,469 |

FIRST FINANCIAL SERVICES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

| Particulars | (Amount in INR) | |
|--|--|--|
| | For the period ended March 31, 2016 | For the period ended March 31, 2015 |
| Note 14 - Revenue from Operations | | |
| Sales of Shares | - | 6,51,39,490 |
| TOTAL | - | 6,51,39,490 |
| Note 15 - Other Income | | |
| Interest Income | 30,95,386 | 61,01,972 |
| Dividend Income | 3,40,393 | 27,121 |
| Speculation profit | - | 91,276 |
| F & O Profit | - | 8,29,902 |
| TOTAL | 34,35,779 | 70,50,271 |
| Note 16 - Purchase | | |
| Purchase of Shares | - | 9,80,44,011 |
| TOTAL | - | 9,80,44,011 |
| Note 17 - Employment Benefit Expenses | | |
| Salary | 7,17,839 | 2,05,500 |
| Staff Welfare Expenses | 53,893 | 35,940 |
| Director Remuneration | 3,14,361 | 3,41,282 |
| TOTAL | 10,86,093 | 5,82,722 |
| Note 18 - Finance Cost | | |
| Interest Expenses | 25,18,442 | 39,886 |
| TOTAL | 25,18,442 | 39,886 |
| Particulars | For the period ended March 31, 2016 | For the period ended March 31, 2015 |
| Note 19 - Operating Expenses | | |
| Advertisement Expenses | 77,020 | 98,168 |
| Bad Debts | 28,04,767 | - |
| CDSL / NSDL Processing Fees | - | 48,617 |
| Bank Charges | 13,532 | 7,348 |
| BSE Listing Fees | - | 1,12,360 |
| Conveyance Expenses | 1,63,230 | 59,157 |
| Director sitting fees | 15,000 | - |
| Legal & Professional Fees | 25,98,621 | 5,11,604 |
| Interest on Tds & Service tax | 3,112 | 2,785 |
| ROC Filing Fees | 27,000 | 21,600 |
| Miscellaneous Expenditure W/off | 2,35,749 | 5,30,748 |
| Rent paid | 2,00,000 | 3,66,686 |
| Postage & Courier | 2,59,511 | 39,319 |
| Printing & Stationery | 1,30,836 | 53,615 |
| Audit fees | 34,350 | 33,708 |
| Travelling Expenses | 41,810 | 15,810 |
| Website Expenses | 7,000 | 7,250 |
| Office Expenses | 1,93,591 | 72,527 |
| Share purchase and sales expenses | - | 2,96,283 |
| Telephone Expenses | 33,223 | 39,795 |
| Sundry Expenses | 25,255 | 47,098 |
| E-Commerce Site Development Expenses | 13,09,674 | - |
| Sundry bal w/off | 14,45,000 | - |
| TOTAL | 96,18,281 | 23,64,478 |

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Note 20 - Earnings Per Equity Share

| | | |
|---|-------------|-------------|
| (a) Net profit after tax attributable to equity shareholders for | | |
| Basic EPS | (75,41,535) | (5,49,993) |
| Add/Less: Adjustment relating to potential equity shares | - | - |
| Net profit after tax attributable to equity shareholders for | (75,41,535) | (5,49,993) |
| Diluted EPS | | |
| (b) Weighted average no. of equity shares outstanding during the year For Basic EPS | 8,07,47,600 | 8,07,47,600 |
| (c) Face Value per Equity Share (₹) | 1 | 1 |
| Basic EPS | (0) | (0) |

Note 21 - Amounts due to Micro, Small and Medium Enterprises:

Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosures are required to be made related to micro, small and medium enterprise. The company does not have any transactions with such entities.

Note 22 - Amortisation of Preliminary expenses

The Company had incurred some expenses on account of further issue of equity shares which were treated as Preliminary expenses in the books of Accounts has been amortized over the period of five years.

Note 23 - Previous year figures

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary.

24. NOTES TO ACCOUNTS:

- a) In the opinion of the Board of Directors, the Current Assets, Loans & Advances have realizable value in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and the same has been certified by the Board of Directors.

b) Managerial Remuneration :

| Particulars | 31 st Mar, 2016 (₹) | 31 st Mar, 2015 (₹) |
|------------------------------|--------------------------------|--------------------------------|
| Salaries & Allowances | 3,14,361 | 3,41,282 |
| Perquisites & Other Benefits | Nil | Nil |
| Total | 3,14,361 | 3,41,282 |

c) Related Parties Disclosure:

- (i) As per Accounting Standard on "Related Party Disclosure" (AS 18), the related parties of the company as at March 31, 2016 are as follows:

| | | |
|-------------------------------------|---|--|
| (a) Wholly Owned Subsidiary Company | : | N.A. |
| (b) Promoter Group/ Holding Company | : | N.A. |
| (c) Key Management Personal | : | Mr. Nirmal Singh Moolsingh Mertia Whole Time Director |

- (ii) The nature and volume of transaction of the company during the year with the above parties were as follows:

| Particulars | Wholly Owned Subsidiary Company | Promoter/ Holding Company | Key Management Personal |
|--------------|---------------------------------|---------------------------|-------------------------|
| Remuneration | Nil | Nil | 3,14,361/- |

- d) Balances of Sundry Debtors, Sundry Creditors, Advances received and recoverable are subject to confirmation and reconciliation, if any from the respective parties.
- e) Previous year's figures have been regrouped/ rearranged and reclassified wherever necessary to make them comparable with current year figures.

FIRST FINANCIAL SERVICES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

- f) Identification of accounts relating to small industrial undertaking, information for determining the particulars relating to current indebtedness of such undertaking as required under Schedule III Part I of the Company Act, 2013 are not applicable to this company.
- g) All the other information's as required under paragraph 3, 4A, 4B, 4C & 4D of part II of Schedule III of the Companies Act, 2013 is either Nil or Not Applicable to the Company.

h) Inventories:

The inventories are valued at lower of cost or net resisable value except in case of few securities like Ravikumar Distilleries Limited and Luharuka Media & Infra Limited which have stated at cost on the ground that these securities have been bought for the purpose of long term investment but grouped under inventories. The management has represented that diminution in the value of these securities is temporary and hence stated at cost.

- i) The provision of deferred tax liability, has been made in respect of difference between books depreciation and income tax depreciation, as under:-

| Particulars | Current Year (₹) | Previous Year (₹) |
|---|------------------|-------------------|
| Deferred tax liability as on 31.03.2016 | 3,677 | - |
| Deferred tax liability as on 31.03.2015 | 2,130 | 2,130 |
| Deferred Tax Liability provided / (written back) | 1,547 | 2,130 |

- j) Amount in respect of gratuity and retirement benefits payable to employees on the pay roll of the company as at 31st March, 2016 has not been ascertained and provided which is not in accordance with AS-15 "Accounting for Retirement Benefits" as the same is accounted on cash basis.

k) Earnings Per Share (EPS):

| Particulars | For the period Ended 31 st March, 2016 | For the period Ended 31 st March, 2015 |
|--|--|--|
| Profit / (Loss) After Tax excluding Extra Ordinary Income | (75,41,535) | (5,49,993) |
| Profit / (Loss) attributable to Equity Shareholders | (75,41,535) | (5,49,993) |
| Weighted Average No. of Equity Shares outstanding during the period.(Nos.) | 80,747,600 | 80,747,600 |
| EPS (Basic & Diluted) | (0.09) | (0.01) |
| Nominal Value Per Share (₹) | 1 | 1 |

As per our report of even date

For S A R A & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Regn.No.120927W

For First Financial Services Limited

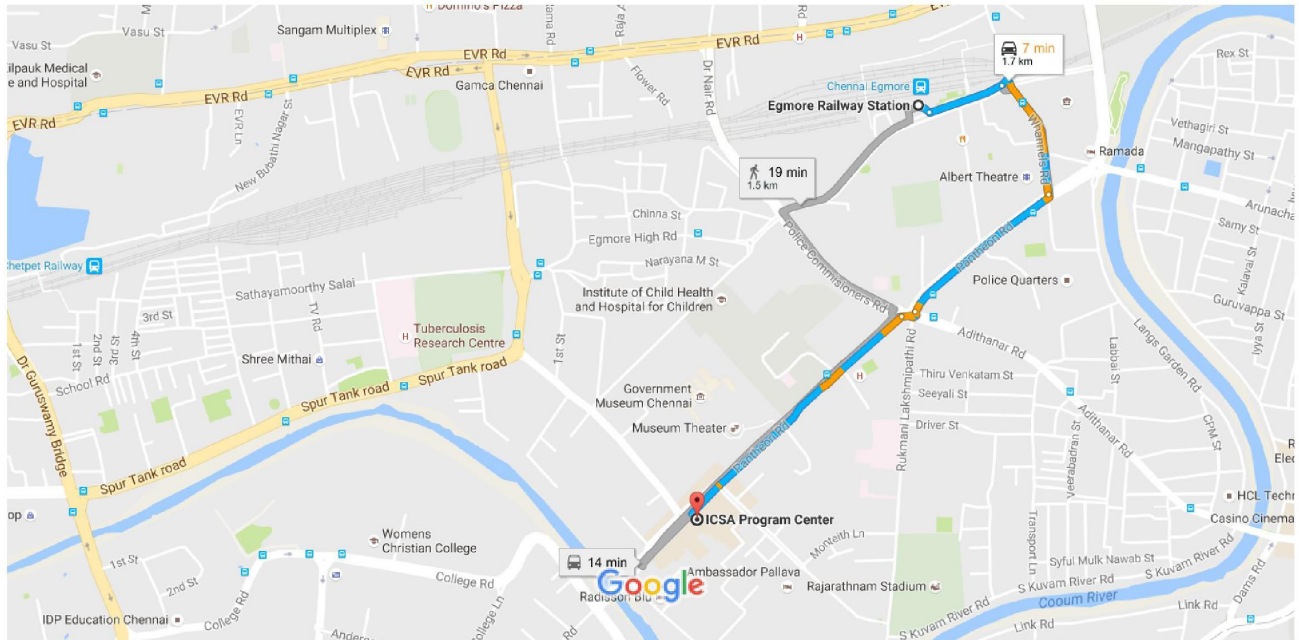
sd/-
Ramawatar Sharma
 Partner
 Membership No. 102644

sd/-
Mr. Nirmal Singh Mertia
 Whole Time Director
 DIN: 03584434

sd/-
Mr. Girishkumar Panchal
 Director
 DIN: 07227360

Place : Mumbai
 Date : 28th May, 2016

Route Map



FIRST FINANCIAL SERVICES LIMITED

FIRST FINANCIAL SERVICES LIMITED

Regd Office: 2nd Floor, Old no.24 new no. 45, Venkata Maistry Street, Mannady, Chennai 600 001.

Corporate office: F-38, Sej Plaza, 1st Floor, Near Laxminarayan Temple, Marve Road, Malad West, Mumbai - 400064.

Contact no. 9176898788; Email: firstfinancialserviceslimited@gmail.com; Website: www.ffsionline.com

CIN: L85100TN1984PLC011231

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING

(To be handed over at the entrance of the Meeting Hall)

I hereby record my presence at the 31ST Annual General Meeting of the Company held on Friday, 30th September, 2016 at 01.00 P.M. at ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai - 600008.

Full Name of the Member (IN BLOCK LETTERS) _____

DP ID: _____ Client ID: _____ Folio no. _____ No. of shares held _____

Full Name of Proxy (in BLOCK LETTERS) _____

Member's Proxy Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

FIRST FINANCIAL SERVICES LIMITED

Regd Office: 2nd Floor, Old no.24 new no. 45, Venkata Maistry Street, Mannady, Chennai 600 001.

Corporate office: F-38, Sej Plaza, 1st Floor, Near Laxminarayan Temple, Marve Road, Malad West, Mumbai - 400064.

Contact no. 9176898788; Email: firstfinancialserviceslimited@gmail.com; Website: www.ffsionline.com

CIN: L85100TN1984PLC011231

PROXY FORM

31ST ANNUAL GENERAL MEETING

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

Name of the member: _____

Registered Office: _____

Email: _____

DP ID: _____ Client ID: _____ Folio no. _____ No. of shares held _____

I/We being member(s) of _____ Shares of First Financial Services Limited, hereby appoint

1. Name: _____
Email ID: _____
Address: _____
Signature: _____
Or falling him
2. Name: _____
Email ID: _____
Address: _____
Signature: _____

31st Annual Report 2015-2016

As my/our proxy to vote for me /us on my/our behalf at the 31ST Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 01.00 p.m. at ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai – 600008 Or at any adjournment thereof in respect of such resolution as are indicated below:

| Resolution no. | Resolution | Optional | |
|----------------|---|----------|---------|
| | | For | Against |
| | Ordinary Business | | |
| 1 | To consider, approve and adopt the Audited Balance Sheet as at 31st March, 2016, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon | | |
| 2. | To Ratify the Appointment of M/s. S A R A & Associates, Chartered Accountants as Statutory Auditors of the Company. | | |
| | Special Business | | |
| 3 | To Appoint Mr. Girishkumar Panchal (DIN: 07227360) as an Independent Director of the company for a term of 5 years. | | |
| 4 | To Appoint Mrs. Chandrika Girish Panchal (DIN: 07227061) as an Independent Director of the company for a term of 5 years. | | |

Signed this _____ day of _____ 2016.

Signature of member: _____

Signature of Proxy holder(s) _____

Notes:

1. This proxy form in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the notice of Annual General Meeting.
3. It is optional to put "X" in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entered to vote in the manner as he/ she think appropriate.
4. Those Members who have Multiple folios with different joint holders may use copies of this attendance slip/ proxy.

If undelivered, please return to:

FIRST FINANCIAL SERVICES LTD

F-38, Sej Plaza, 1st Floor,
Near Laxminarayan Temple,
Marve Road, Malad West,
Mumbai - 400064