



**ANNUAL REPORT**  
**2015-16**

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**BOARD OF DIRECTORS**

Mr. Inder Sharma, Chairman cum Managing Director  
Mrs. Sumati Sharma, Director  
Mr. Ayub Yaegaung Younes, Director  
Mr. Amar Sarin, Independent Director  
Mr. Rajiv Kumar, Independent Director  
Ms. Nitika, Independent Director

**COMPLIANCE OFFICER & COMPANY SECRETARY**

Ms. Bhawani Charak

**CHIEF FINANCIAL OFFICER (CFO)**

Mr. Ashish Bankar

**STATUTORY AUDITORS**

M/s Sumanjeet Agarwal & Co. Chartered Accountants  
516, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi- 110001  
Telephone: 011 -43549486  
Email: sumanjeet68@yahoo.co.in

**INTERNAL AUDITORS**

M/s MRKS & Associates,  
Chartered Accountants  
1218, Tower II, Pearls Omaxe  
Netaji Subhash Place, Pitampura-110034, New Delhi  
T +91 9899709095  
E mail: sunil.garg@mrks.co.in

**SECRETARIAL AUDITORS**

Sukesh & Co.  
Company Secretaries  
Deswal Farm, 37 KM, Delhi Jaipur Road,  
Near Hero Honda Chowk and  
Hyundai showroom, Gurgaon-122004

**REGISTRAR AND TRANSFER AGENTS**

AARTHI Consultants Private Limited  
1-2-285, Domalguda, Hyderabad-500029  
Tel: +9140 4012 8274  
E-mail: info@arthiconsultant.com  
Website: www.arthiconsultant.com

**REGISTERED OFFICE**

A-213, Road no.-4, Gvali no.-11  
Mahipalpur, New Delhi-110037  
Tel: +9111 3269 4477

**CORPORATE OFFICE**

B-27, Infocity, Sector-34  
Gurgaon- 122001 (Haryana)  
Tel: +91124 612 4600

**BANKERS**

State Bank of India  
Commercial Branch, Palm Court  
Gurgaon-122002

CIN: L74899DL1993PLC054313

Website: www.nutek.in

E-mail: info@nutek.in

## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 23rd Annual General Meeting of the members of M/s Nu Tek India Limited will be held on as per schedule given below:

Day	:	Friday
Date	:	30th September, 2016
Time	:	11.30 A.M.
Venue	:	Hotel Ramhan, NH 8, Mahipalpur Extension, Delhi-110037

To transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - The Standalone Financial Statements for the Financial Year ended 31st March, 2016 together with Auditor Report and Report of the board of directors thereon;
  - The Consolidated Financial Statements for the Financial Year ended 31st March, 2016 together with the Report of Auditors thereon.
- To appoint a director in place of Mr. Ayub Yaegaung Younes (DIN 00585694), who retires by rotation and being eligible offers himself for Re-appointment.
- To ratify the appointment of Statutory Auditors of the Company and fix their remuneration, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of Companies Act, 2013 and Companies ( Audit and Auditors) Rules, 2014 (including any Statutory modifications or re-enactments thereof for the time being in force), the company hereby ratifies the appointment of M/s Sumanjeet Agarwal & Co., Chartered Accountant, as Statutory Auditors of the Company to hold office from the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company and on such remuneration as may mutually agreed between the Board of Directors and the Auditors.”
- Appointment of Branch Auditor to audit the accounts of the branches of the company situated in countries outside India:

To Consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 143 (8) and other applicable provisions of Companies Act, 2013 and rules framed thereunder (including any Statutory Modifications or re-enactments thereof), the consent of the members of the company be and is hereby accorded to the board of directors of the company to appoint Branch Auditors for any branch office of the company, whether existing or which may be opened/acquired hereafter, in India or abroad, in consultation with the Statutory Auditor of the Company, any person (s) who is/are qualified to be appointed as Branch Auditor within the provisions of Section 143 (8) of the Companies Act, 2013 and to fix their remuneration.

### SPECIAL BUSINESS

- Re-Appointment of Mr. Inder Sharma as Managing Director of the Company  
To Consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013, if any, and the Rules framed thereunder (including Statutory modifications thereof for the time being in force) read with Part II of Section II of Schedule V of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded to re-appoint Mr. Inder Sharma (DIN:00033986) as Managing director of the Company for a period of 5 years with effect from 01st April, 2016 to 31st March, 2021 at a Remuneration of Rs. 48,00,000/- per annum (including perquisites) for a period of three years

**RESOLVED FURTHER THAT** Mr. Inder Sharma continues to Acts as Chairperson of the Company.

**RESOLVED FURTHER THAT** the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to vary such terms of appointment and remuneration so as to does not exceed the limits as prescribed under Schedule V of Companies Act, 2013 and as may be decided by the Board.

**RESOLVED FURTHER THAT** Mr. Inder Sharma the Chairman & Managing Director shall exercise and perform such powers and duties as the Board of the Directors of the company shall from time to time, determine, and subject to any direction and restrictions from time to time, given and imposed by the Board of Directors and further subject to superintendence, control and direction of the Board of Directors, he shall have the general control, management and superintendence of the business of the company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company, provided however, that nothing shall be done by the Managing Director which by the Act or the Articles of the company shall be transacted at a meeting of the Board by resolution or which shall not be effective unless approved by the Board and which are not expressly provided.”

**By the Order of the Board  
For Nu Tek India Limited**

Date: 06.09.2016  
Place: Delhi

Bhawani Charak  
Company Secretary

**NOTES: -**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself/herself and such a proxy need not be a member of the company. The instrument appointing proxy should however, be deposited at the registered office of the company duly completed and signed not later than forty-eight hours before the commencement of the meeting.  
Pursuant to Section 105 of the Companies Act, 2013 a Person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not more than Ten percent of the total share capital of the company carrying voting rights. A member holding more than Ten percent of the total share capital of the company carrying voting rights may appoint a single proxy and such person shall not act as proxy for some other person.
2. Corporate Members intending to send their authorised representatives to attend Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution together with the respective specimen signatures of those representative authorised under the said resolution to attend and vote on their behalf at the Meeting.
3. Members whose shares are held in Demat Form are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. The Register of Members and Share Transfer Book will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of 23rd Annual General Meeting (AGM) of the Company to be held on 30th September, 2016.
6. Members/proxies should bring the attendance slip duly filled in for attending the meeting and should present the same at the entrance of the hall.
7. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Physical copies of the Notice of the 23rd Annual General Meeting of the Company and Annual Report inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode and a copy of the same can also be downloaded from the company's website www.nutek.in.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Members having shares in physical form are requested to notify change in their address to the Company's Registrar and Share Transfer Agent M/s Aarathi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad- 500029. Ph. 040-27638111, 27634445, 27642217. Members holding shares in electronic form are requested to notify changes in their address to their depository participant. Members are also requested to update their email ID with their respective depository participants.
11. Since the Company's share are in compulsory demat trading, to ensure better services and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialized their shares at the earliest.

**12. 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, read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting.

Services provided by Central Depository Services Limited (CDSL):

**The instructions for e-voting are as under:****A. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 27th September, 2016, (9.00 a.m.) and ends on Thursday, 29th September, 2016, (5.00 p.m. IST). 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., on 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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 <b>CAPITAL</b> letters. <b>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</b></li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the 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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

- (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.
- (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 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and . 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](mailto: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](http://www.evotingindia.com)**, under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **B. Other Instructions:**

- The e-voting period commences on Tuesday, 27th September, 2016, (9.00 a.m.) and ends on Thursday, 29th September, 2016, (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd September, 2016.
- M/s MRKS & Associates, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.nutek.in](http://www.nutek.in).
- Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s MRKS & Associates, Chartered Accountants having corporate office at 1218, Pearls Omaxe Tower-II, NetajiSubash Place, Pitampura, New Delhi-110034, not later than Thursday, 29th



September 2016 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ipo@nutek.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Corporate Office of the Company not later than Thursday, 29th September 2016 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid. A member who voted through e-voting cannot cast vote at the AGM although they can attend the AGM but not entitle to vote.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nutek.in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 23rd (Twenty Third) AGM of the Company on September 30, 2016 and communicated to the Stock Exchanges, where the shares of the Company are listed.

**By the Order of the Board**  
For Nu Tek India Limited

Date: 06.09.2016  
Place: Delhi

Bhawani Charak  
Company Secretary

### Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 Special Business

#### Item No. 5

Mr. Inder Sharma was appointed as Managing Director of the Company for a period of 5 years effective from 01st April, 2011 by the Shareholders at the Annual General Meeting. His appointment was due for renewal on 31st March, 2016. Further, pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company at their meeting held on 30th March, 2016 approved the appointment of Mr. Inder Sharma as Chairman & Managing Director of the company for a period of 5 years from 01st April, 2016 to 31st March, 2021 subject to the approval of the members of the company at 23rd Annual General Meeting.

Keeping in view that Mr. Inder Sharma has rich and varied experience in the industry and has been involved in the operations of the company since its inception, it would be in the interest of the company to continue the employment of Mr. Inder Sharma as Chairman & Managing Director of the company.

None of the director and KMP of the Company and their relatives is concerned or interested in this resolution except Mrs. Sumati Sharma being director and wife of the Managing Director of the company is interested.

#### Brief Resume of Mr. Inder Sharma

Mr. Inder Sharma is BE Electronics and Communication Engineering from North Carolina State University, USA. He has around 25 years of experience in the telecommunication industry. He has worked as MTS (Member Technical Staff) in AT&T on Electronic switching system (5ESS).

He has experience in developing firmware for PCB maintenance and involved in setting up of one of the initial GSM network along with Motorola India Ltd. He promoted Nu Tek India Private Limited in 1993. He is responsible for the overall management and supervision of the activities of our Company and for the development of strategies for our future growth as Chairman & Managing Director.

<b>Name of the Director</b>	Inder Sharma
<b>Date of Birth</b>	14.08.1966
<b>Qualification</b>	BE Electronics and Communication Engineering
<b>Expertise</b>	experience in developing firmware for PCB maintenance and involved in setting up of one of the initial GSM network along with Motorola India Ltd. Working as Director since its inception
<b>Board Membership of other Companies as on 31st March, 2016</b>	1. Ketun Energy Private Limited 2. Nu Tek Cellulars Private Limited 3. Nu Tek Structures Private Limited 4. Oriental Stitch Private Limited
<b>Chairman/Membership of Committee of other companies as on 31st March, 2016</b>	NIL
<b>No. of shares</b>	14542860

**By the Order of the Board**  
For Nu Tek India Limited

Date: 06.09.2016  
Place: Delhi

Bhawani Charak  
Company Secretary

**NU TEK INDIA LIMITED**

CIN No.: L74899DL1993PLC054313

Regd. Office: A-213, Road No.-4, Gali No.-11, Mahipalpur, New Delhi- 110037

Corporate office: B-27, Infocity, Sector- 34, Gurgaon- 122001

Tel: 0124-6124600 Fax: 0124-6124675 www.nutek.in, E-mail: info@nutek.in

**PROXY FORM**

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

**23rd Annual General meeting**

<b>Name of member(s) :</b>	
<b>Registered address :</b>	
<b>E Mail Id:</b>	
<b>Folio No. / DP ID – Client ID:</b>	

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1) Name \_\_\_\_\_ Email: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him/her

2) Name \_\_\_\_\_ Email: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on 30th September, 2016 at 11.30 A.M. at Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 and at any adjournment thereof in respect of such resolutions as are indicated below.



Resolution No.	Ordinary Business	Resolutions YES	Optional* NO
1.	a. Adoption of Standalone Financial Statements for the Year ended 31st March, 2016 together with Auditor Report and Report of the board of directors thereon.		
	b. Adoption of Consolidated Financial Statements for the Year ended 31st March, 2016 together with Auditor Report.		
2.	Ratification of Statutory Auditor of the Company		
3.	Re-appointment of Mr. Ayub Yaegaung Younes, who retires by rotation		
4.	Appointment of Branch Auditors		
<b>Special Business</b>			
5.	Re-appointment of Mr. Inder Sharma as Managing Director of the Company		

Signed this ..... day of ..... 2016.

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of the Proxy Holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23rd Annual General Meeting.
3. Please complete all details including detail of member(s) in above box before submission.

**NU TEK INDIA LIMITED**

CIN No.: L74899DL1993PLC054313

Regd. Office: A-213, Road No.-4, Gali No.-11, Mahipalpur, New Delhi- 110037

Corporate office: B-27, Infocity, Sector- 34, Gurgaon- 122001

Tel: 0124-6124600 Fax: 0124-6124675 www.nutek.in, E-mail: info@nutek.in

**Attendance Slip****Folio No./ DP ID / Client ID:****Number of shares held:**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company at the Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 on 30th September, 2016 at 11.30 A.M.

.....  
**Name of the Member / Proxy**  
(in BLOCK letters).....  
**Signature of the Member / Proxy**

## Notes:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Physical copy of Annual Report for the financial period ended on 31.03.2016 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy and a copy of the same can also be downloaded from company's website www.nutek.in.

## NU TEK INDIA LIMITED

CIN No.: L74899DL1993PLC054313

Regd. Office: A-213, Road No.-4, Gali No.-11, Mahipalpur, New Delhi- 110037

Corporate office: B-27, Infocity, Sector- 34, Gurgaon- 122001

Tel: 0124-6124600 Fax: 0124-6124675 www.nutek.in, E-mail: info@nutek.in

### BALLOT FORM

1. Name & Registered Address of the sole/first named shareholder :
2. Name(s) of the joint holder(s) (if any) :
3. Registered Folio No./DP ID No./ Client ID No.\* :  
\*(Applicable to investors holding shares indematerialized form)
4. Numbers of share(s) held :
5. E-voting Sequence Number (EVSN) :
6. User ID :
7. Password :

I/ We hereby exercise my/ our votes in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 30th September, 2016 by sending my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below :

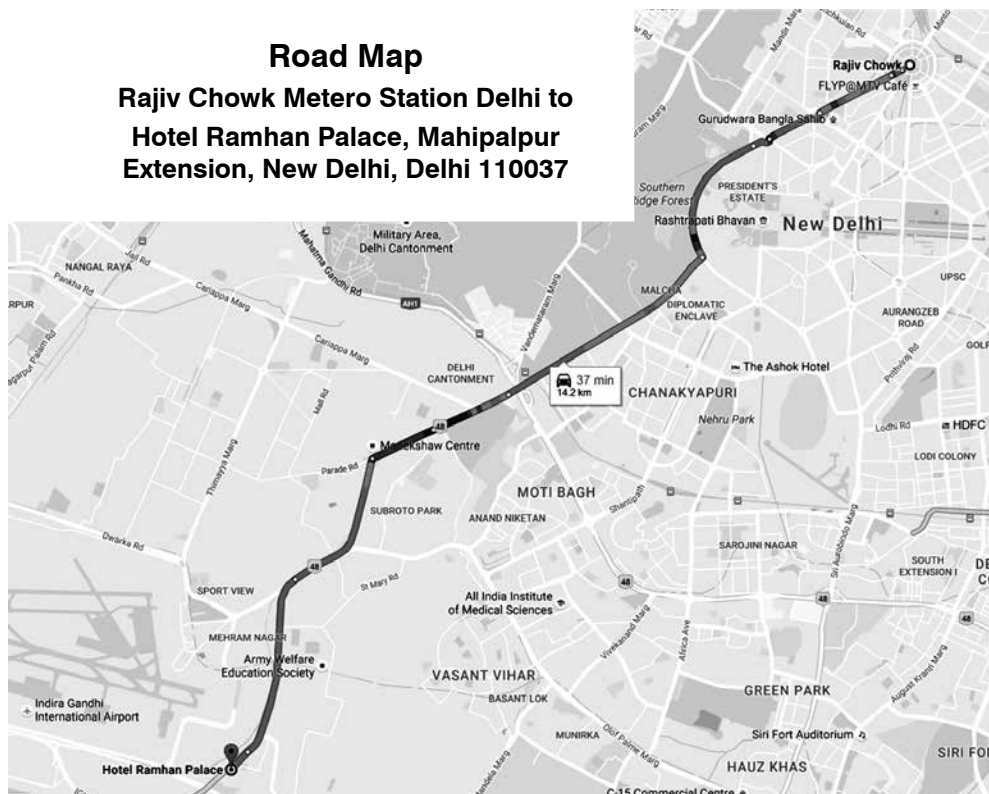
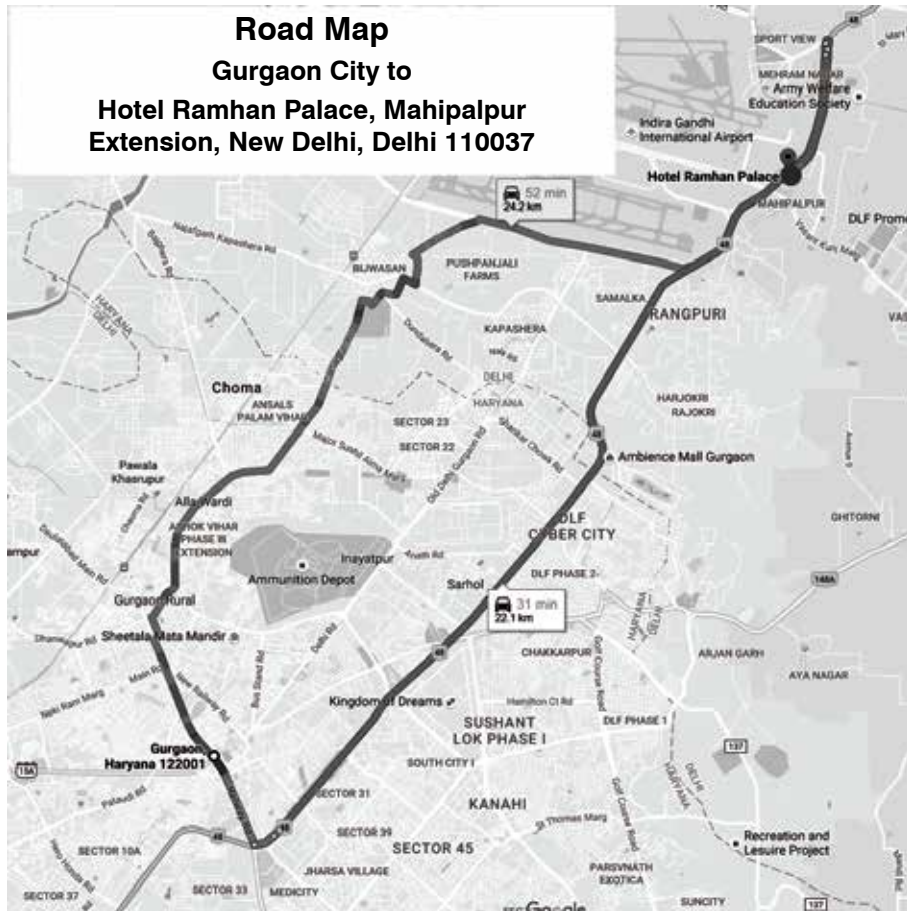
Resolution No.		Resolutions YES	Optional* NO
	<b>Ordinary Business</b>		
1.	a. Adoption of Standalone Financial Statements for the Year ended 31st March, 2016 together with Auditor Report and Report of the board of directors thereon.		
	b. Adoption of Consolidated Financial Statements for the Year ended 31st March, 2016 together with Auditor Report.		
2.	Ratification of Statutory Auditor of the Company		
3.	Re-appointment of Mr. Ayub Yaegaung Younes, who retires by rotation		
4.	Appointment of Branch Auditors		
	<b>Special Business</b>		
5.	Re-appointment of Mr. Inder Sharma as Managing Director of the Company		

**Place :**

**Date :** \_\_\_\_\_ Signature of the Shareholder/authorized Representative

**Notes:**

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post. A copy of the same can also be downloaded from the Company's website www.nutek.in.
2. A Member can opt for only one mode of voting, i.e. either by post or through remote e-voting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on remote e-voting, please refer to the notes appended to the Annual General Meeting Notice.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice



## BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 23rd Board's Report of the Company, together with Standalone & Consolidated Financial Statements for the Financial Year ended 31st March, 2016.

### FINANCIAL RESULTS

Rs. (in Lakhs)

Particulars	Consolidated Year Ended		Standalone Year Ended	
	2016	2015	2016	2015
Income from Operation	3,881	8,164	3,067	6,605
Other Income	600	33	599	32
<b>Total Income</b>	<b>4,480</b>	<b>8,196</b>	<b>3,666</b>	<b>6,636</b>
Operational Expenses	4,967	7,870	3,775	6,503
Exceptional Items	-	-	-	-
<b>Total Expenses</b>	<b>4,967</b>	<b>7,870</b>	<b>109</b>	<b>133</b>
<b>Profit/Loss before Tax and Depreciation</b>	<b>-487</b>	<b>326</b>	<b>-109</b>	<b>133</b>
Less: Depreciation	750	717	70	69
<b>Profit/Loss before Tax</b>	<b>-1,237</b>	<b>-390</b>	<b>-179</b>	<b>64</b>
Less: Tax Expense	-5	31	-9	26
<b>Profit after Tax</b>	<b>-1,233</b>	<b>-421</b>	<b>-170</b>	<b>38</b>
<b>PBT Ratio</b>	-	-	<b>-5.83</b>	<b>0.97</b>
<b>PAT Ratio</b>	-	-	<b>-5.55</b>	<b>0.58</b>
<b>Earnings Per Share</b>				
a. Basic	-0.8	-0.27	-0.11	0.02
b. Diluted	-0.8	-0.27	-0.11	0.02

### STATE OF AFFAIRS

Financial Year 2015-16 was a challenging year for the company, wherein the income from operations decreased by around 53.56% to reach Rs. 3,067 Lakhs as compared to Rs. 6,605 Lakhs during the last financial year. Other income for the year also increased by Rs. 567 Lakhs, compared to Rs. 32 Lakhs in the previous year. Operational expenses for the year were Rs. 3,775 Lakhs as compared to Rs. 6,503 Lakhs in previous year. Exceptional items were nil. As a result, PBDT (Profit before Tax and Depreciation) was Rs. (179) Lakhs as against Rs. 64 Lakhs for the previous year. Consequently, PAT (Profit after Tax) was reported at Rs. (170) Lakhs as compared to Rs. 38 lakhs in last year. The main reason for decrease in Income from Operation as compared to previous year because earlier the company was executing capital intensive projects with lower margin but in current year focus was on projects having more profits even if it does not have volume.

### TRANSFER TO RESERVES

The Company has carried balance of Rs. (170) Lakhs to the Reserve & Surplus Account of the Balance Sheet as on 31st March 2016.

### DIVIDENDS

The Board has decided not to recommend any dividend for the year ended 31st March, 2016.

The outstanding balance in the unpaid dividend account for the year 2009 as on date is Rs. 98,175 has not been claimed and the balance is outstanding for more than 7years, so the board decided to transfer it to Investor Education and Protection Fund.

### INVESTMENTS

The total investment as on date in 100% subsidiaries Rs. 34,862 Lakhs and investment in equity shares & mutual funds are Rs. 1,388 Lakhs.

### PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public during the year under review.

### QUALITY

The Company is certified by ISO 9001:2008 and OHSAS18001: 2007 and the Company has also got environmental management system certification EMS: 14001:2004. Our target for quality is to maintain and to improve the quality of products and service, in order to meet consistently customer requirements and internal needs and to the customers preferred partner. Our management is committed to the safety of the company's operations and in particular to the health and safety of employees, customers and the public in general. The Company is also conscious about the environment impact out of the operations of the company and has got itself audited and certified under EMS as well.

### SEBI REGULATION & LISTING FEES

The shares of the company are listed at Bombay Stock Exchange (BSE) and National Stock Exchange of India (NSE) and the GDRs are listed at Luxembourg Stock Exchange. The annual listing fees for the year under review have been paid to Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

## **SUBSIDIARY COMPANIES**

As per the provisions of Section 129 (3) of the Companies Act, 2013 read with Rule 5 Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the subsidiary Companies i.e. of Nu Tek HK Private Limited, Hong Kong, Nu Tek Europe SRO, Europe and Ketun Energy Private Limited is prepared in Form AOC-1 and same is enclosed to this Report as **Annexure-I**.

## **EXTRACT OF ANNUAL RETURN**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT 9 is attached as a part of this Annual Report as **Annexure-II**.

## **BOARD MEETINGS**

The Board of Directors meets Nine (9) times during this financial year, the details of which are given on Corporate Governance Report that forms the part of this Annual Report. The intervening gap between any two meetings was within the prescribed time by the Companies Act, 2013.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134 (5) of Companies Act, 2013 the Board of Directors of the company to the best of their knowledge and ability, confirms that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) for the financial year ended 31st March, 2016, such accounting policies as mentioned in the notes to the financial statement have been applied consistently and made judgments and estimates that are reasonable and prudent have been made 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 of the company for the financial year ended 31st March, 2016;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts are prepared on a going concern basis;
- e) that proper Internal Financial Controls were followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) that proper system have been devised to ensure compliances with the provisions of all applicable laws and that such system were adequate and operating effectively.

## **DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

## **POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION**

The policy of the Company for Appointment & Remuneration of Directors, Key Managerial Personnel & Senior Employees including the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board relating to the remuneration for the directors, key managerial personnel and other employees as provided under Section 178(3) of the Companies Act, 2013, adopted by the Board is enclosed as **Annexure-III** to this Annual Report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company have duly complied with the provision of Section 186 of the Companies Act, 2013 and it has taken

SECURED LOANS:	NIL
UNSECURED LOANS:	NIL
CURRENT/NON-CURRENT INVESTMENTS:	NIL
GUARANTEES:	NIL
SECURITIES EXTENDED:	NIL

## **RELATED PARTY TRANSACTIONS**

All Related Party Transactions are negotiated on arms-length basis and in ordinary course of business. Therefore, the provisions of Section 188 (1) of the Companies Act, 2013 are not applicable. However, suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

The Policy on Related Party Transactions Policy as approved by the board is uploaded on the company's website: [www.nutek.in](http://www.nutek.in).

## **MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATES AND THE DATE OF REPORT**

There are no material changes and commitments occurred between the end of the financial year of the company i.e. 31st March, 2016 and the date of this report affecting the financial position of the company.

## **PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS PURSUANT TO PROVISIONS OF SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014.**



**(A) Conservation of energy-**

- (i) Steps taken or impact on conservation of energy: Not applicable since the company is not engaged in the manufacturing activities. Though the Company does not have energy intensive operations, it continues to adopt energy conservation measures. Adequate measures have been taken to conserve energy by using energy-efficient computers and equipment with the latest technologies, which would help in conservation of energy. As the cost of energy consumed by the Company forms a very small portion of the total costs, the financial impact of these measures is not material.
- (ii) Steps taken by the company for utilizing alternate sources of energy including waste generated: **N.A**
- (iii) Capital investment on energy conservation equipment: **N.A**

**(B) Technology absorption-**

1. Efforts, in brief, made towards technology absorption: **NIL**
2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, imports substitution, etc: **NIL**
3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:
  - (a) Details of technology imported: **NIL**
  - (b) Year of import: **NIL**
  - (c) Whether the technology been fully absorbed: **NIL**
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons therefore: **NIL**
4. Expenditure incurred on Research and Development: **NIL**

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

There is Foreign exchange earnings of Rs.77 lakhs and the foreign exchange expenditure of Rs.75 Lakhs during the year.

**RISK MANAGEMENT POLICY**

Risk Management Policy is framed based on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under the provisions of the Companies Act, 2013 and rules made there under. The objective of Risk Management is to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities.

The Board has to review the business plan at regular intervals and develop the Risk Management Strategy which shall encompass laying down guiding principles on proactive planning for identifying, analyzing and mitigating all the material risks, both external and internal viz. Environmental, Business, Operational, Financial and others. Communication of Risk Management Strategy to various levels of management for effective implementation is essential.

Risk Identification is obligatory on all vertical and functional heads who with the inputs from their team members are required to report the material risks to the Chairman and Managing Director (CMD) along with their considered views and recommendations for risk mitigation.

**CORPORATE SOCIAL RESPONSIBILITY POLICY**

In pursuant to the provisions of section 135 and schedule VII of the Companies Act, 2013, CSR Committee of the Board of Directors was formed to recommend (a) the policy on Corporate Social Responsibility (CSR) and (b) implementation of the CSR Projects or Programs to be undertaken by the Company as per CSR Policy for consideration and approval by the Board of Directors. The Corporate Social Responsibility (CSR) Committee was constituted by our Directors vide their Board Meeting held on 30th May, 2014 as per Section 135 of the Companies Act and rules made there-under.

**The CSR Committee consists of:**

1. Mr. Inder Sharma - Chairman
2. Mrs. Sumati Sharma - Member
3. Mr. Rajiv Kumar - Member

**REASON FOR NOT SPENDING:**

The Company falls under the purview of CSR as its net worth was exceeding Rs. 500 crore in the Financial Year 2012-13, but the Company's profits were not enough to carry out the CSR activities. Since the last three financial years, the Financial Results of the company has recorded continuous financial strain thereby making negative profits.

Due to this, the company has not carried any CSR activities but it will make all possible efforts to work hard and make it possible to contribute itself to social cause.

**FORMAL ANNUAL EVALUATION OF BOARD**

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

<b>A) Criteria for evaluation of Board of Directors as a whole</b>	i. The frequency of meetings;
	ii. The length of meetings;
	iii. The administration of meeting;
	iv. The number of committees and their roles;
	vi. The quality and quantity of information; and



	vii. The Disclosure of Information to the stakeholders.
<b>B) Criteria for evaluation of the Individual Directors</b>	i. Ability to contribute and monitor corporate governance practices;
	ii. Ability to contribute by introducing best practices to address top management issues;
	iii. Participation in long term strategic planning;
	iv. Commitment to the fulfillment of director obligations and fiduciary responsibilities;
	v. Guiding strategy;
	vi. Monitoring management performance and development;
	vii. Statutory compliance & corporate governance;
	viii. Attendance and contribution at Board /Committee meetings;
	ix. Time spent by each of the member; and
	x. Core competencies.

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board of Directors have adopted Whistle Blower Policy. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases.

### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the Regulators or courts or Tribunals which would impact the going concern status of the company.

### STATEMENT OF PARTICULARS OF APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL

The Statement of particulars of Appointment and Remuneration of Managerial personnel as per Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure -IV** to this Annual Report.

### PARTICULARS OF EMPLOYEES

As per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company had no employee who:-

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Sanjay Kumar Singh has resigned from the Post of General Counsel and Company Secretary of the company w.e.f. 22nd December, 2015. The Board wishes to place on record its appreciation for the valuable contribution made by him to the board and to the company during his tenure of employment. Further Ms. Bhawani Charak Associate Member of The Institute of Company Secretaries of India was appointed as Company Secretary and Compliance Officer of the company w.e.f. 11th February, 2016. Also Ms. Nitika has resigned from the Post of Independent Director w.e.f. 03rd August, 2016. She was appointed as Independent Director of the company on 15th May, 2015.

In accordance with the provisions of Companies Act, 2013 and Article of Association of the Company Directors Mr. Ayub Yaegaung Younes, Director of the company retire by rotation and being eligible offers himself for re-appointment.

Pursuant to the re-commendation of the Nomination and Remuneration Committee, Mr. Inder Sharma was re-appointed by the board of directors subject to the approval of the Shareholders, as Chairman & Managing Director of the company for a period of Five Years with effect from 1st April, 2016 to 31st March, 2021.

The Resolution seeking approval of the shareholders for the re-appointment of Mr. Inder Sharma as Chairman & MD have been incorporated in the Notice of the Annual General Meeting of the Company along with brief details about them.

### STATUTORY AUDITORS

M/s Sumanjeet Aggarwal & Co., Chartered Accountants (Firm Registration No. 11945N), were appointed as Statutory Auditors by the members of the company for Five Years in the AGM held on 30th September, 2015. Their appointment would be ratified at the ensuing Annual General Meeting.

### EXPLANATION TO AUDITOR'S QUALIFICATION

The Auditors has observed while reporting under CARO that the company is not regular in depositing some statutory dues during the FY

2015-16. Since the Company does not have adequate profits and suffering from losses, there was some liquidity issues, due to which some statutory dues have not been paid. The Company has discharged substantial amount of other taxes including TDS have been paid. The Directors are taking effective steps so that the rest of the liabilities are paid at the earliest.

### SECRETARIAL AUDIT

Secretarial Audit Report as provided by M/s Suresh & Co., Practicing Company Secretary is annexed to this Report as **Annexure- V**.

### INTERNAL AUDITORS

The Board of Directors of your company has appointed M/s MRKS & Associates, Chartered Accountants, New Delhi as an Internal Auditor of the company pursuant to the provisions of Section 138 of the Companies Act, 2013 for the F.Y. 2016-17.

### CORPORATE GOVERNANCE

Your company believes Corporate Governance is at the core of stakeholder's satisfaction. Adequate steps have taken to ensure compliance with the provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements), 2015.

A separate report on Corporate Governance is enclosed as a part of this report as **Annexure-VI**.

The Annual Report of the company contains a Certificate from the Secretarial Auditors of the Company that they have examined the Corporate Governance requirements with reference to SEBI (LODR), 2015, copy of the Certificate in this regard is attached as **Annexure-VII**.

The CEO/MD and CFO certification is required under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Certificate in this regard is attached as Annexure-VIII.

### MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

The Management's Discussion & Analysis on the performance, industry trends and other material changes with respect to the Company and its subsidiaries, wherever applicable are attached herewith as **Annexure-IX**.

### COMPOSITION OF AUDIT COMMITTEE

The Audit Committee was constituted by our directors vide their Board Meeting held on April 14, 2007 as per the requirements of Section 292A of the Companies Act, 1956 and is re-constituted as per the requirements under the Listing Agreement from time to time by our Directors at their Board meeting. The Audit Committee consists of:

Mr. Rajiv Kumar	Chairman (Independent Director)
Mr. Amar Sarin	Member (Independent Director)
Mrs. Sumati Sharma	Member (Non -Executive Director)

Two Third members of the audit committee are independent, whereas all three members are non-executive directors and are "financially literate". Rajiv Kumar is a qualified Chartered Accountant and can be considered as having accounting or related financial management expertise.

### COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee was re-constituted by our Directors vide their Board Meeting held on 30th May, 2014. This Committee is responsible for the smooth functioning of the share transfer process as well as redressal of shareholder grievances. The Stakeholder Relationship Committee consists of:

1	Mrs. Sumati Sharma	Chairman (Non -Executive Director)
2	Mr. Inder Sharma	Member (Managing Director)

### NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Board was constituted on 30th May, 2014, as per the Companies Act, 2013 and Listing Agreement thereby reconstituting Remuneration Committee as framed earlier.

The composition of Remuneration committee as on 31.03.2015 consists of:

1.	Mr. Rajiv Kumar	Chairman (Independent Director)
2.	Mr. Amar Sarin	Member (Independent Director)
3.	Mrs. Sumati Sharma	Member (Non- Executive Director)

### ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to thank the customers, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the company. We also appreciate all employees of the company for their hard work and commitment. Their dedication and competence has ensured that the company continues to grow and achieve its objectives.

**BY THE ORDER OF THE BOARD**

Place: Delhi  
Date: 06.09.2016

Inder Sharma  
Chairman & Managing Director

**ANNEXURE TO THE DIRECTORS' REPORT**  
**Annexure-I**  
**Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

S. No.	PARTICULARS	NAME OF SUBSIDIARIES		Ketun Energy Private Limited
		Nu Tek (HK) Private Limited	Nu Tek Europe SRO	
1	Reporting Period	31.03.2016	31.03.2016	31.03.2016
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	USD	EURO	INR
		[exchange rate (INR /1 USD) - 66.0989]	[exchange rate (INR /1 EURO) - 75.0573]	
3	Share capital	3,368,673,289.00	117,409,631.00	100,000.00
4	Reserves & surplus	1,441,736,827.00	8,99,838.00	1,566,695.00
5	Total assets	5,006,790,486.00	118,309,469.00	35,873,060.00
6	Total Liabilities	5,006,790,486.00	118,309,469.00	35,873,060.00
7	Investments	2,975,534,399.00	Nil	Nil
8	Turnover	210,86,622.00	Nil	75,734,937.00
9	Profit before taxation	-107,173,643.00	-2289	1,419,608.00
10	Provision for taxation	9,271.00	Nil	4,50,846.00
11	Profit after taxation	-107,182,914.00	-2289	9,68,762.00
12	Proposed Dividend	NIL	NIL	NIL
13	% of shareholding	100%	100%	100%

**BY THE ORDER OF THE BOARD**

Place: Delhi  
Date: 06.09.2016

Inder Sharma  
**Chairman & Managing Director**

**Annexure II**  
**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 31.03.2016

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

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L74899DL1993PLC054313
2.	Registration Date	06.07.1993
3.	Name of the Company	NU TEK INDIA LIMITED
4.	Category/Sub-category of the Company	Telecom-Infrastructure Related Services
5.	Address of the Registered office & contact details	A-213, Road No. 4 Gali No. 11, Mahipalpur Delhi -110037
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	AARTHI Consultants Private Limited 1-2-285, Domalguda, Hyderabad-500029 Tel: +9140 4012 8274 E-mail: info@aarthisconsultant.com Website: www.aarthisconsultant.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other telecommunications activities	619	

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	Nu Tek (HK) Private Limited	Foreign Company	Subsidiary Company	100	Section 2 (87)
2	Ketun Energy Private Limited	U31500DL2008PTC177487	Subsidiary Company	100	Section 2 (87)
3	Nu Tek Europe SRO	Foreign Company	Subsidiary Company	100	Section 2 (87)

**IV. SHARE HOLDING PATTERN**
**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	14694204	-	14694204	9.51	14694204	-	14694204	9.51	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>14694204</b>	<b>-</b>	<b>14694204</b>	<b>9.51</b>	<b>14694204</b>	<b>-</b>	<b>14694204</b>	<b>9.51</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	54578	-	54578	0.04	54578	-	54578	0.04	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>54578</b>	<b>-</b>	<b>54578</b>	<b>0.04</b>	<b>54578</b>	<b>-</b>	<b>54578</b>	<b>0.04</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	8849 006	856600	9705606	6.28	7729788	856600	8586388	5.56	-0.72
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	40251173	21642	40272815	26.06	39342359	22042	39364401	25.48	-0.58
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	76304102	-	76304102	49.38	79831310	0	79831310	51.66	2.68
c) Employees	119492	27600	147092	0.1	119492	27600	147092	0.1	0
Non Resident Indians	10769493	-	10769493	6.97	9490176	0	9490176	6.14	-0.83
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0

Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	2570710	-	2570710	1.66	2350451	2350451	0	0.1	-1.56
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies – D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>138863976</b>	<b>905842</b>	<b>139769818</b>	<b>90.46</b>	<b>138863576</b>	<b>906242</b>	<b>139769818</b>	<b>90.46</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>138918555</b>	<b>905841</b>	<b>139824396</b>	<b>90.49</b>	<b>138918154</b>	<b>906242</b>	<b>139824396</b>	<b>90.49</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>153612758</b>	<b>905842</b>	<b>154518600</b>	<b>100</b>	<b>153612358</b>	<b>906242</b>	<b>154518600</b>	<b>100</b>	<b>0</b>

**ii. Shareholding of Promoters**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Inder Sharma	14542860	9.41	0	14542860	9.41	0	0
2	Sumati Sharma	119384	0.08	0	119384	0.08	0	0
3	Pratap Narain Sharma	31960	0.02	0	31960	0.02	0	0

**iii. Change in Promoters' Shareholding: There is no change in Promoters Shareholding**

S.N.	Name	Shareholding at the beginning of the year		Increase / Decrease in Promoter Shareholding during the year	Cumulative Shareholding during the Year		At the end of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Inder Sharma	14542860	9.41	NIL	14542860	9.41	14542860	9.41
2	Sumati Sharma	119384	0.08	NIL	119384	0.08	119384	0.08
3	Pratap Narain Sharma	31960	0.02	NIL	31960	0.02	31960	0.02

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

S.N.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year on account of sale and purchase.		Cumulative shareholding during the year		At the end of the year	
		No. of shares	% of total shares of the company	Date	No. of shares urchased/ sold	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kezhuvanathanathu John Rajan	4651532	3.01	04.12.2015	-160573	4490959	2.9	4195183	2.71
				11.12.2015	-295776	4195183	2.71		
2	LalsanglianaChhakchhuak	3775645	2.44	10.04.2015	-90000	3685645	2.385	3685645	2.385
3	Sudhakar Krishna Savant	1648011	1	22.05.2015	30000	1648011	1.01		
				31.07.2015	100000	1678011	1.08		
				14.08.2015	22000	1778011	1.09		
				21.08.2015	-200000	1660001	1.08		
				11.09.2015	100000	1700011	1.15		
				18.09.2015	188905	1888916	1.27		
				20.11.2015	40000	1928916	1.29		

				27.11.2015	2609	1931525	1.29		
				01.01.2016	-31000	1977525	1.27		
				08.01.2016	-25001	1900525	1.26		
				05.02.2016	125000	2000524	1.34		
				12.02.2016	33175	2033699	0.01		
				19.02.2016	4000	2037699	1.36		
				11.03.2016	54000	2091699	1.4		
				25.03.2016	20000	2111699	1.41		
4	ThirunavukkarasuMuthurakku	1194406	0.77	NIL	NIL	NIL	NIL	1194406	0.77
5	ChainmullJain.S	1566005		03.04.2015	25825	1591830	1.03	850	0.0005
				10.04.2015	30194	1622024	1.04		
				17.04.2015	16470	1638494	1.06		
				24.04.2015	19961	1658455	1.07		
				01.05.2015	48328	1706783	1.104		
				08.05.2015	6438	1713221	1.1		
				15.05.2015	1554	1714775	1.1		
				29.05.2015	11110	1725885	1.11		
				05.06.2015	9294	1735179	1.12		
				19.06.2015	-13726	1721453	1.11		
				26.06.2015	-3030	1718423	1.11		
				30.06.2015	-37035	1681388	1.088		
				10.07.2015	597	1681985	1.088		
				28.08.2015	2382	1684367	1.09		
				04.09.2015	-1681943	2424	0.001		
				09.10.2015	1140	3564	0.002		
				23.10.2015	-1140	2424	0.001		
				25.12.2015	-1574	850	0.0005		
6	ShriParasram Holdings Pvt.Ltd.	1223354		03.04.2015	-36428	1186926	0.768	767230	0.49
				10.04.2015	-48101	1138825	0.737		
				29.05.2015	4635	1143460	0.74		
				05.06.2015	-176187	967273	0.62		
				12.06.2015	175089	1142362	0.73		
				19.06.2015	-402	1141960	0.73		
				26.06.2016	-500	1141460	0.73		
				24.07.2016	2801	1144261	0.75		
				31.07.2015	11091	1155352	0.74		
				07.08.2016	591	1154761	0.74		
				14.08.2015	1499	1156260	0.75		
				21.07.2015	-403	1155857	0.74		
				28.08.2015	-250	1155607	0.74		
				11.09.2015	5101	1160708	0.75		
				18.09.2015	-1748	1158960	0.75		
				23.09.2015	1748	1160708	0.75		
				25.09.2015	3223	1163931	0.75		
				30.09.2015	-805	1163126	0.75		
				02.10.2015	20000	1183126	0.76		
				09.10.2015	18946	1202072	0.77		

			23.10.2015	-29232	1172840	0.75		
			30.10.2015	-346687	826153	0.53		
			06.11.2015	1708	827861	0.53		
			13.11.2015	-7001	820860	0.52		
			20.11.2015	63	820923	0.52		
			27.11.2015	-1000	819923	0.51		
			04.12.2015	5308	825231	0.52		
			18.12.2015	8409	833640	0.53		
			25.12.2015	-4200	829440	0.52		
			31.12.2015	-1000	828440	0.52		
			01.01.2016	-3167	825273	0.52		
			08.01.2016	-14345	810928	0.51		
			15.01.2016	8150	819078	0.51		
			22.01.2015	6946	826024	0.51		
			29.01.2015	-23894	802130	0.51		
			05.02.2016	-1000	801130	0.51		
			12.02.2016	6998	808128	0.51		
			19.02.2016	13211	794917	0.5		
			26.02.2016	8987	785930	0.5		
			04.03.2016	10000	775930	0.5		
			25.03.2016	-8700	767230	0.49		
7	Karvy Stock Broking Limited	922260	03.04.2015	-2262	919998	0.59		
			10.04.2015	328	920326	0.59		
			17.04.2015	-960	919366	0.59		
			24.04.2015	-39540	882826	0.57		
			01.05.2015	-7500	875326	0.56		
			08.05.2015	200	875526	0.56		
			15.05.2015	-877	874649	0.56		
			22.05.2015	-1198	873451	0.56		
			29.05.2015	-952	872499	0.56		
			05.06.2015	-1862	870637	0.56		
			12.06.2015	-687	869950	0.56		
			30.06.2016	4801	874751	0.56		
			03.07.2015	999	875750	0.56	749156	0.48
			10.07.2015	-1500	874250	0.56		
			17.07.2015	2090	876340	0.56		
			24.07.2015	-10590	865750	0.56		
			31.07.2015	-83450	782300	0.51		
			07.08.2015	12000	794300	0.52		
			14.08.2015	-1000	793300	0.52		
			21.08.2015	3640	796940	0.52		
			28.08.2015	100	797040	0.51		
			11.09.2015	4680	801720	0.51		
			18.09.2015	-5480	796240	0.51		
			25.09.2015	-500	795740	0.51		



				30.09.2015	-2000	793740	0.51		
				02.10.2015	-10500	783240	0.5		
				09.10.2015	-1490	781750	0.5		
				30.10.2015	29539	811289	0.52		
				06.11.2015	-11000	800289	0.51		
				13.11.2015	-500	799789	0.51		
				20.11.2015	-55	799734	0.51		
				04.12.2015	-4002	795732	0.51		
				11.12.2015	-5000	790732	0.51		
				18.12.2015	-20137	770595	0.49		
				25.12.2015	-4458	766137	0.49		
				31.12.2015	-590	765547	0.49		
				01.01.2016	6161	771708	0.49		
				08.01.2016	2600	774308	0.49		
				15.01.2016	-12220	762088	0.49		
				29.01.2016	-1000	761088	0.49		
				12.02.2016	-100	760988	0.49		
				19.02.2016	-8000	752988	0.48		
				26.02.2016	200	753188	0.48		
				04.03.2016	5660	758848	0.48		
				11.03.2016	-3200	755648	0.48		
				18.03.2016	-1000	754648	0.48		
				25.03.2016	-5492	749156	0.48		
8	ShaileshbhaiGhanshyambhai Shah	1136719	0.73	29.05.2015	100000	1236719	0.8		
				05.06.2015	24999	1261718	0.81		
				12.06.2015	94551	1356269	0.87		
				19.06.2015	194894	1551163	1		
				26.06.2015	188449	1739612	1.12		
				30.06.2015	-12447	1727165	1.11		
				10.07.2015	18495	1745660	1.12		
				17.07.2015	33193	1778853	1.15	1668417	1.07
				21.08.2015	23200	1802053	1.166		
				11.09.2015	21003	1823056	1.17		
				16.10.2015	-39790	1783266	1.15		
				23.10.2015	-193266	1590000	1.02		
				30.10.2015	10000	1600000	1.03		
				12.02.2016	60000	1660000	1.07		
				19.02.2016	8417	1668417	1.07		
9	NimishTalsania	1500969		10.04.2015	1766	1502735	0.97		
				11.09.2015	-500000	1002735	0.64		
				18.09.2015	100000	1102735	0.71		
				23.09.2015	100000	1202735	0.77		
				25.09.2015	31466	1234201	0.79	1501495	0.97
				09.10.2015	16000	1250201	0.8		
				30.10.2015	50000	1300201	0.84		
				13.11.2015	60444	1360645	0.88		

				20.11.2015	40000	1400645	0.9		
				27.11.2015	100850	1501495	0.97		
10			0.71	21.08.2015	380000	1484454	0.96		
				28.08.2015	7000	1491454	0.965		
				04.09.2015	175	1491629	0.965		
				16.10.2015	-9657	1481972	0.959		
				23.10.2015	435	1482407	0.959		
				20.11.2015	2070	1484477	0.96		
					307	1484784	0.96		
				27.11.2015					
				04.12.2015	200	1484984	0.961	1386894	0.897
				11.12.2015	70	1485054	0.961		
				25.12.2015	130	1485184	0.961		
				01.01.2015	110	1485294	0.961		
				08.01.2016	140	1485434	0.961		
				15.01.2016	1050	1486484	0.961		
				26.02.2016	70	1486554	0.961		
				04.03.2016	235	1486789	0.962		
				11.03.2016	-99895	1386894	0.897		

**v. Shareholding of Directors and Key Managerial Personnel**

S.N.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year on account of sale and purchase.		Cumulative shareholding during the year		At the end of the year	
		No. of shares	% of total shares of the company	Date	No. of shares purchased/sold	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Inder Sharma	14542860	9.41	Nil	14542860	9.41	14542860	9.41	2.71
2	Sumati Sharma	119384	0.08	Nil	119384	0.08	119384	0.08	
3	Rajiv Kumar	Nil	0.00	Nil	Nil	0.00	Nil	0.00	2.385
4	Amar Sarin	33000	0.02	Nil	33000	0.02	33000	0.02	
5	Ayub Yaegaung Younes	Nil	0.00	Nil	Nil	0.00	Nil	0.00	
6	Nitika	Nil	0.00	Nil	Nil	0.00	Nil	0.00	
7	Sanjay Kumar Singh*	15000	0.01	Nil	15000	0.01	15000	0.01	

\* Mr. Sanjay Kumar Singh –Resigned from the company w.e.f. 22nd December, 2015

\* Ms. Nitika- Resigned w.e.f. 03rd August, 2016

**vi. INDEBTEDNESS –Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	117,280,857.81	-	-	117,280,857.81
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	24,597,592.90	-	-	24,597,592.90
<b>Total (i+ ii + iii)</b>	<b>141,878,450.71</b>	<b>-</b>	<b>-</b>	<b>141,878,450.71</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	267,565,284.20			267,565,284.20

* Reduction	(294,320,469.68)	-	-	(294,320,469.68)
<b>Net Change</b>	<b>(26,755,185.48)</b>	-	-	<b>(26,755,185.48)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	143,547,748.34	-	-	143,547,748.34
ii) Interest due but not paid		-	-	
iii) Interest accrued but not due	1,048,415.24			
	-	-	1,048,415.24	
<b>Total (i + ii + iii)</b>	<b>144,596,163.58</b>	-	-	<b>144,596,163.58</b>

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

S.No.	Particulars of Remuneration	Mr. Inder Sharma	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹4800000	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	
2	Stock Option		
3	Sweat Equity	-	
4	Commission - as % of profit - others,		
5	Others, please specify -	-	
	<b>Total (A)</b>	<b>₹4800000</b>	<b>₹</b>
	Ceiling as per the Act		<b>₹4800000</b>

**B. Remuneration to other directors**

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Rajiv Kumar	Mr. Amar Sarin	Ms. Nitika	
1	<b>Independent Directors</b>	<b>Mr. Rajiv Kumar</b>	<b>Mr. Amar Sarin</b>	<b>Ms. Nitika</b>	
	Fee for attending board committee meetings	₹99999	₹77777	₹ 77777	
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>₹ 99999</b>	<b>₹ 77777</b>	<b>₹ 77777</b>	<b>₹ 255553</b>
2	<b>Other Non-Executive Directors</b>	<b>Mrs. Sumati Sharma</b>	<b>Mr.Ayub Yaegaung Younes</b>		
	Fee for attending board committee meetings	₹ 99999	₹11111		
	Commission	-	-		-
	Others, please specify	-	-		-
	<b>Total (2)</b>	<b>₹ 99999</b>	<b>₹11111</b>		<b>₹ 111110</b>
	<b>Total (B) = (1+2)</b>				<b>₹ 366663</b>
	<b>Total Managerial Remuneration</b>				<b>₹ 5166663</b>

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

S. No.	Particulars of Remuneration	Mr. Sanjay Kumar Singh (General Counsel & Company Secretary)	Mr. Ashish Bankar(CFO)	Ms. Bhawani Charak (Compliance officer and Company Secretary)	Total (Rs.)
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 1,416,231	₹ 2,361,276	₹ 48,000*	3,825,507
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	

2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	- as % of profit	-	-	-	
	others, specify...	-	-	-	
5	Others, please specify	-	-	-	
	<b>Total</b>	<b>₹1,416,231</b>	<b>₹2,361,276</b>	<b>₹48000*</b>	<b>₹3,825,507</b>

\*Mr. Sanjay Kumar Singh - Resigned from the Company w.e.f. 22nd December, 2015

\*Ms. Bhawani Charak- Appointment w.e.f. 11th February, 2016, therefore salary provided for 2 months.

#### viii. 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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**BY THE ORDER OF THE BOARD**

Place: Delhi  
Date: 06.09.2016

Inder Sharma  
**Chairman & Managing Director**

**Annexure III****POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EMPLOYEES****(Pursuant to Section 178(4) of the Companies Act, 2013 and Clause 49(IV) of the Listing Agreement)****BACKGROUND**

Nu Tek India Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

**BRIEF OVERVIEW UNDER COMPANIES ACT 2013**

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
  - ❖ The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - ❖ Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - ❖ Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
  - ❖ Such policy shall be disclosed in the Board's report.

**BRIEF OVERVIEW OF THE REVISED CLAUSE 49 OF LISTING AGREEMENT****ix. Nomination and Remuneration Committee**

- A. The company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.
- B. The role of the committee shall, INTER-ALIA, include the following:
  - ❖ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
  - ❖ Formulation of criteria for evaluation of Independent Directors and the Board;
  - ❖ Devising a policy on Board diversity;
  - ❖ 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 their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

**Composition of Nomination & Remuneration Committee**

The Company has constituted a Nomination and Remuneration Committee of the Board of Directors (Board)

The Composition of Nomination and Remuneration Committee consists of:

1. Mr. Rajiv Kumar - Chairman (Independent Director)
2. Mr. Amar Sarin - Member (Independent Director)
3. Mrs. Sumati Sharma - Member (Non-Executive Director)

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE**

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.

- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

#### **CRITERIA FOR DETERMINING THE FOLLOWING**

Qualifications for appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills.
- Their industrial experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made there under and Clause 49 of Listing Agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

#### **Positive attributes of Directors (including Independent Directors)**

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the railway/heavy engineering/infrastructure industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and Clause 49 of the Listing Agreement as amended from time to time.

#### **Criteria for appointment of KMP/Senior Management**

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to Code of Conduct & Ethics

#### **POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL**

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
- Responsibilities and duties ;
- Time & efforts devoted;
- Value addition;
- Profitability of the Company & growth of its business;
- Analyzing each and every position and skills for fixing the remuneration yardstick ;
- Standards for certain functions where there is a scarcity of qualified resources.
- Ensuring tax efficient remuneration structures.
- Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
- Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organization.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

**REVIEW**

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

BY THE ORDER OF THE BOARD

Place: Delhi  
Date: 06.09.2016

Inder Sharma  
Chairman & Managing Director

**Annexure –IV**
**STATEMENT OF PARTICULARS AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF ANAGERIAL PERSONNEL) RULES, 2014.**

(i) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:**

S. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1	Mr. Inder Sharma- Managing Director (Executive)	31:1
2	Mrs. Sumati Sharma - Non Executive Director*	NIL
3	Mr. Ayub Yaegaung Younes- Non Executive Director*	NIL
4	Mr. Rajiv Kumar- Independent Director*	NIL
5	Mr. Amar Sarin- - Independent Director*	NIL
6	Ms. Nitika*	NIL

\* Mrs. Sumati Sharma- Non Executive Director, Mr. Ayub Yaegaung Younes- Non Executive Director, Mr. Rajiv Kumar- Independent Director, Mr. Amar Sarin- Independent Director and \*Ms. Nitika – Independent Director were paid sitting fees for attending the Meetings.

(ii) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:**

S. No	Name of the Director	Percentage increase in remuneration
1	Mr. Inder Sharma- Managing Director (Executive)	NIL
2	Mrs. Sumati Sharma - Non Executive Director	NIL
3	Mr. Ayub Yaegaung Younes- Non Executive Director	NIL
4	Mr. Rajiv Kumar- Independent Director	NIL
5	Mr. Amar Sarin- - Independent Director	NIL
6	Ms. Nitika*	NIL
7	Mr. Sanjay Kumar Singh- Company Secretary*	NIL

\*Mr. Sanjay Kumar Singh- Resigned from the Company w.e.f. 22nd December, 2015

\*Ms. Nitika –Appointed as Independent Director w.e.f. 15.05.2015

\*Ms. Nitika- Resigned from the Post of Independent Director w.e.f. 03.08.2016.

(iii) The percentage increase in the median remuneration of employees in the financial year: NIL

(iv) The number of permanent employees on the rolls of Company: 865

(v) The explanation on the relationship between average increase in remuneration and Company performance :

S. No	Average increase in remuneration	Company performance
1	NIL	Negative profit

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

S. No	Remuneration of Key Managerial Personnel	Company performance
1	NIL	Negative Profit



(vii) 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 and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.

(in crores)

S. No	Particulars	As at 31.03.2016		As at 31.03.2015	
1	Market Capitalization	BSE	10.47	BSE	6.95
		NSE	10.51	NSE	7.72
2	Price Earnings Ratio(Considering consolidated EPS)	BSE	-0.11	BSE	-1.66
		NSE	-0.18	NSE	-1.85

Market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company came with an Initial Public Offer in 2008 at the issue price of Rs. 192/- per equity share (Face value Rs. 10 & Premium of Rs. 182). Since after Stock Splitting, the face value of the shares of NU TEK INDIA LIMITED has been Rs.5 per share. As on 31st March, 2016, the Market Quotation of the Company Share Price (Closing Price) is as follows:

- BSE Limited: Rs. 0.58
- The National Stock Exchange of India Limited: Rs. 0.60

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

There is only one Whole Time Director i.e., Managing Director. There was no increase in Remuneration paid to Managing Director during the Financial Year ended 31st March, 2016.

(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

S. No	Name	Remuneration of Key Managerial Personnel	Company performance for the Financial Year ended 31.03.2016
1	Mr. Inder Sharma (Managing Director)	₹ 4800000	Negative Profit
2	Mr. Sanjay Kumar Singh (General Counsel & Company Secretary)	₹1416231	Negative Profit
3	Mr. Ashish Bankar (CFO)	₹ 2361276	Negative Profit

(x) The key parameters for any variable component of remuneration availed by the directors:

Only Monthly Remuneration is payable to Executive Directors and Sitting fees is payable to Non- Executive Directors.

(xi) 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. -N.A.-

(xii) The Remuneration paid to Key Managerial Personnel is as per the Remuneration policy of the Company.

**BY THE ORDER OF THE BOARD**

Place: Delhi  
Date: 06.09.2016

Inder Sharma  
**Chairman & Managing Director**

**Annexure V****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2016  
FORM NO MR 3**

**(Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)**

**To,  
The Members,  
Nu Tek India Limited  
A-213, Road No. 4  
Mahipalpur, Delhi-110037**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “**Nu Tek India Limited**” (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 Nu Tek India Limited’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 on 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:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) 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.
5. The following General legislations applicable to the Company, other then listed above:-
  - A. The Payment of Bonus Act, 1965;
  - B. The Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and scheme made thereunder;
  - C. The Minimum Wages Act, 1948;
  - D. The Contract Labour (Regulation and Abolition) Act, 1970 and the rules;
  - E. The Payment of Gratuity Act, 1972;
  - F. The Payment of Wages Act, 1936;
  - G. The Workmen's Compensation Act, 1923;
  - H. Child Labour (Prohibition and Regulation) Act, 1986;
  - I. Environmental Protection Laws
  - J. The Indian Stamp Act, 1899

We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with National Stock Exchange Limited and Bombay Stock Exchange Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above subject to the following Observation under the Companies Act, 2013 and rules made there under:

The composition of Board of Directors of the Company was in accordance with the provisions of section 152 of the Companies Act, 2013

The details of directors and/or changes in the composition of the Board of Directors that took place during the period under review is enclosed and marked as Annexure-I.

Minutes of the board meeting, general meetings and other committees meetings were entered in the minute books timely after the meeting, However as on 31/03/2016 the minutes of Audit Committee dated 07/11/2015 and 08/02/2016 were not signed in time.

Adequate notice has been given to all directors to schedule the Board Meetings during the financial year under review, agenda and detailed notes on agenda were sent properly before the scheduled meeting, 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.

vAll the decisions are carried unanimously. The members of the Board have not expressed dissenting views on any of the agenda items during the financial year under review.

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 subject to the following observation:-

1. There is a delay in filling of Service Tax returns and payment of Service Tax to the Service Tax department as on 31/03/2016.
2. Annual Performance Report required to be submitted to RBI has been returned as defective and are pending and the management ensures to file the pending APR's till 30th June, 2016 or in next quarter after making the defect good.
3. There is also delay in payment to EPF and ESI Departments and as on 31/03/2016 the outstanding dues towards PF Deptt is more than Rs. Twenty Five Lakhs and dues towards ESI Deptt. is more than Rs. Fifty Lakhs. Non payment of EPF and ESI under respective laws within specified time attracts penal provisions.
4. There are instances of bouncing of some cheques during the period under review, for which Company has received some notices which may expose the Company to litigation.

**FOR SUKESH & CO., COMPANY SECRETARIES**

Date: 30.05.2016

CS SUKESH

Place: Gurgaon

ACS- 31024, CP No.- 12007

This report is to be read with our letter of even date which is annexed as Annexure-II and forms an integral part of this report.

### Annexure-I

DIN/DPIN/PAN	Full Name	Designation	Date of Appointment	Date of Cessation
33986	Inder Sharma	Managing director	12-04-06	N.A
34084	Sumati Sharma	Non-Executive Director	12-04-06	N.A
585694	Ayub Yaegaung Younes	Non-Executive Director	30-08-14	N.A
665441	AMAR SARIN	Independent Director, non-Executive	31-03-11	N.A
3600817	RAJIV KUMAR	Independent Director, Non Executyive	14-08-13	N.A
6519456	NITIKA	Director, independent, Non executive	15-05-15	N.A

**FOR SUKESH & CO., COMPANY SECRETARIES**

Date: 30.05.2016

CS SUKESH

Place: Gurgaon

ACS- 31024, CP No.- 12007

### Annexure-II

To,  
The Members,  
Nu Tek India Limited  
A-213, Road No. 4  
Mahipalpur, Delhi-110037

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

1. Management of Secretarial record is the responsibility of the 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. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of the events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. 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.

**FOR SUKESH & CO., COMPANY SECRETARIES**

Date: 30.05.2016

CS SUKESH

Place: Gurgaon

ACS- 31024, CP No.- 12007

## Annexure-VI

# REPORT ON CORPORATE GOVERNANCE

“Corporate governance is concerned with holding the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society.”

-Sir Adrian Cadbury

### I. THE COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE CODE

The Company has set itself the objective of expanding its capacities and becoming globally competitive in its business. As a part of its growth strategy, the Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance across various geographies. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. At NU TEK, we feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business, as demonstrated in the words above.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At NU TEK, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles is an extension of our values and reflects our continued commitment to ethical business practices across our operations and inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning. We acknowledge our individual and collective responsibilities to manage our business activities with integrity.

To succeed, we believe, requires highest standards of corporate behavior towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

In addition, the Company has a strong sense of participation in community development. Its established systems encourage and recognize employee participation in environmental and social initiatives that contribute to organizational sustainability, conservation of energy, and promotion of safety and health.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

### II. BOARD OF DIRECTORS

#### a) Composition & Category of the Board (as on 31st March, 2016)

The Board of Directors of the company comprises of Six Directors with Three Independent Executive Directors (including One Independent Women Director), Two Non-Executive Directors and One Executive Chairman. The Board consists of eminent persons with considerable professional expertise and experience.

The composition of Board of Directors as on 31.03.2016 is as follows:

Name of the Director	Designation	Category
Mr. Inder Sharma	Chairman & Managing Director	Promoter
Mrs. Sumati Sharma	Director	Non-executive
Mr. Ayub Yaegaung Younes	Director	Non-executive
Mr. Rajiv Kumar	Independent Director	Non-executive
Mr. Amar Sarin	Independent Director	Non-executive
Ms. Nitika	Independent Director	Non-executive

\*Ms. Nitika appointed as Independent director on 15.05.2015

\*Ms. Nitika- Resigned from the post of Independent Director w.e.f. 03.08.2016

**b) Board Meeting and Attendance record of each Director**

Nine Board Meetings were held during the Financial Year 2015-16. The dates on which the meetings were held are 15.05.2015, 30.05.2015, 31.07.2015, 12.08.2015, 28.08.2015, 07.11.2015, 24.12.2015, 08.02.2016 and 30.03.2016 and the gap between the two meetings was not more than 120 days.

Attendance of each director at the Board Meetings, Last Annual General Meeting and number of other directorship and Chairmanship/ Membership of Committee of each Director in various companies is as follows:

Name of the Director	Attendance Particulars			No. of other Directorship and Committee Member/ Chairmanship		
	Number of Meeting held during the F.Y. 2015-16	Number of BM attended by the directors of the company	Last AGM	Other Directorship	No. of membership of Board Committee in other companies	No. of Chairmanship of Board Committee in other companies
Mr. Inder Sharma	9	9	Y	5	-	-
Mrs. Sumati Sharma	9	9	Y	4	-	-
Mr. Rajiv Kumar	9	8	Y	12	5	1
Mr. Amar Sarin	9	7	N	5	-	-
Mr. Ayub Yaegaung Younes	9	1	N	-	-	-
Ms. Nitika	9	7	NA	4	-	-

\*Ms. Nitika Appointed as Independent Director on 15.05.2015

\*Ms. Nitika- Resigned from the post of Independent Director w.e.f. 03.08.2016

\*Includes only Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee.

\*None of the Directors hold Directorships in more than 15 Companies.

**c) Disclosure of relationships between Director inter-se:**

None of the Directors are related to each other within the meaning of the term "relative" as per section 2(77) of Companies Act, 2013.

**d) Number of share and convertible instruments held by Non-Executive Directors:**

As on 31st March, 2016, none of the Non-Executive Directors of the Company held shares or convertible instruments of the company.

**e) Familiarization Programme for Directors**

The independent Directors of Nu Tek India Limited are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the board has been advantageous and fruitful in taking business decisions. Independent Director are appointed as per Governance guidelines of the company.

Further The Company shall through its Managing Director/Whole time Director/ Senior Managerial Personnel conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company. Such programmes/presentation will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finance, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time. The above programme will also include the familiarisation on statutory compliances as a Board member including their roles, rights and responsibilities. The programme will also include the visits to plant from time to time to make them aware about the product lines of the Company. The above programmes will be conducted for new and continuing Independent Directors of the Company.

The details of familiarization programme imparted to independent directors of the company are available on the website of the company (weblink: <http://www.nutek.in/About/Nutek-Policies.aspx>).

**III. AUDIT COMMITTEE**
**Audit Committee Constitution and Composition**

The Audit Committee was constituted by our directors vide their Board Meeting held on April 14, 2007 as per the requirements of Section 292A of the Companies Act, 1956 and is re-constituted as per the requirements under the Listing Agreement, from time to time by our Directors at their Board meeting.

**The Audit Committee consists of:**

1. Mr. Rajiv Kumar Chairman (Independent Director)
2. Mr. Amar Sarin Member (Independent Director)
3. Mrs. Sumati Sharma Member (Non -Executive Director)

Two Third members of the audit committee are independent, whereas all three members are non-executive directors and are "financially literate". Rajiv Kumar is a qualified Chartered Accountant and can be considered as having accounting or related financial management expertise.

**Terms of reference**

The members of the Committee shall elect one among themselves as Chairman of the Committee for presiding over the meeting unless otherwise decided by the Committee. Company Secretary of the company is the Secretary to the Committee.

The purpose of the Audit Committee is to ensure the objectivity, credibility and correctness of the company's financial reporting and disclosure processes, internal controls, tax policies, compliances and legal requirements and associated matters. The Committee meets at least four times in a year.

The terms of reference of the Audit Committee includes:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
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) Qualifications 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 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. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, 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 CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### **Attendance of each Member of Audit Committee at meetings held during the year**

During the year, the Audit Committee had Four Meetings i.e. on 30.05.2015, 12.08.2015, 07.11.2015 and 08.02.2016. The attendance of the each Committee members is as follows:

<b>Name of the members</b>	<b>No. of meetings held during the year</b>	<b>No. of meetings attended</b>
Mr. Rajiv Kumar	4	4
Mrs. Sumati Sharma	4	4
Mr. Amar Sarin	4	4

#### **Areas considered**

##### **Audit committee discussed the following matters:**

- Review of Financial Statements
- Appointment of Statutory auditors and Internal Auditors
- Recommendation of appointment of auditor
- Related parties Disclosure

### Review of information by Audit Committee

The Audit Committee has been mandated to review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

#### The Audit Committee shall have the following powers:

- Seek information from any employee
- Investigate any activity within its terms of reference
- Obtain legal or any external professional advice.
- Secure the attendance of outsiders with relevant expertise if it is considered necessary for decision making.
- Full access to information contained in the records of the company.

### IV. NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Board was constituted on 30th May, 2014, as per the Companies Act, 2013 and Listing Agreement thereby reconstituting Remuneration Committee as framed earlier.

#### a. The composition of Remuneration committee as on 31.03.2016 consists of:

Name of the Member	Designation
Mr. Rajiv Kumar	Chairman
Mr. Amar Sarin	Member
Mrs. Sumati Sharma	Member

#### b. The terms of reference of the Remuneration committee is given below:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

#### c. Details of Meetings held during the F.Y. 2015-16

Name of the Director	No. of meetings held during the year	No. of meetings attended
Mr. Rajiv Kumar	5	5
Mr. Amar Sarin	5	5
Mrs. Sumati Sharma	5	5

### V. REMUNERATION OF DIRECTORS

Details of Remuneration paid to Managing Director for the Year ended 31st March, 2016 is given below:

S.No.	Particulars of Remuneration	Mr. Inder Sharma	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹4800000	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	
2	Stock Option		
3	Sweat Equity	-	



4	Commission - as % of profit - others,		
5	Others, please specify -	-	
	<b>Total (A)</b>	<b>₹4800000</b>	<b>₹</b>
	<b>Ceiling as per the Act</b>		<b>₹4800000</b>

The Company does not have any Stock Option Scheme.

#### Pecuniary relationship or transactions of non-executive directors

- All related party transactions have been disclosed to Audit Committee and appropriately disclosed in terms of the Accounting Standards in the Financial Statements.
- The Register of Contracts maintained by the company according to the provisions of section 189(1) of the Companies Act, 2013 and Rule 16(1) OF Companies (meetings of boards & its powers) Rules, 2014, contains record of the related party transactions. The register is signed by all the directors present during the respective board meetings.

#### Non-Executive director's Compensation and Disclosure

There is no policy of the company to pay fees / Compensation to the Non-executive directors except for the sitting fee for attending the meetings.

Details of Sitting Fees paid to the directors during the year are as follows

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Rajiv Kumar	Mr. Amar Sarin	Ms. Nitika	
1	<b>Independent Directors</b>	<b>Mr. Rajiv Kumar</b>	<b>Mr. Amar Sarin</b>	<b>Ms. Nitika</b>	
	Fee for attending board committee meetings	₹99999	₹77777	₹ 77777	
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	₹ 99999	₹ 77777	₹ 77777	₹ 255553
2	<b>Other Non-Executive Directors</b>	<b>Mrs. Sumati Sharma</b>	<b>Mr. Ayub Yaegaung Younes</b>		
	Fee for attending board committee meetings	₹ 99999	₹11111		
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (2)	₹ 99999	₹11111		₹ 111110
	<b>Total (B) = (1+2)</b>				<b>₹ 366663</b>
	<b>Total Managerial Remuneration</b>				<b>₹ 5166663</b>

\*Ms. Nitika- Appointed as Independent Director on 15.05.2015

#### VI. STAKEHOLDER'S GRIEVANCES COMMITTEE

The Shareholders Grievances Redressal Committee was re-constituted as Stakeholder Relationship Committee by our Directors vide their Board Meeting held on 30th May, 2014. This Committee is responsible for the smooth functioning of the share transfer process as well as Redressal of shareholder grievances.

- The Stakeholder Relationship Committee consists of:
  - Mrs. Sumati Sharma Chairman (Non -Executive Director)
  - Mr. Inder Sharma Member (Managing Director)
- Our Company Secretary is the Secretary to the committee. Name of the Company Secretary is as follows:
  - Mr. Sanjay Kumar Singh General Counsel & Company Secretary\*
  - Ms. Bhawani Charak Company Secretary & Compliance Officer\*

\*Mr. Sanjay Kumar Singh has resigned w.e.f. 22.12.2015

\*Ms. Bhawani Charak appointed as Compliance Officer & Company Secretary w.e.f. 11.02.2016

#### The terms of reference are as follows:

- To approve share transfers and transmission.
  - To approve splitting of share certificates, consolidation of share certificates and related matters including issue of fresh share certificates in lieu of the split / consolidated certificates.
  - Issue of duplicate share certificates in lieu of lost, mutilated and destroyed certificates.
  - Matters relating to dematerialization of shares and securities.
  - Investor relations and redressal of shareholders grievances in general and relating to non- receipt of dividends, interests, non- receipts of balance sheet etc. in particular.
- Number of Shareholders complaints received so far: During the year ended 31st March, 2016 the Company has received NIL complaints.

- d. Number of complaints not resolved to the satisfaction of shareholders: NIL
- e. Number of pending complaints as at the year-end: NIL

### Meetings and Attendance

Name of Members of Committee	No. of Meetings Attended
Mr. Inder Sharma	5
Mrs. Sumati Sharma	5

The details of the meeting are as under:

S. No.	Date Of Meetings Held	Committee Strength	No. Of Members Present
1.	30.05.2015	2	2
2	12.08.2015	2	2
3.	07.11.2015	2	2
4.	24.12.2015	2	2
5.	29.02.2016	2	2

### VII. GENERAL BODY MEETING

a. The Details of Last three Annual General Meeting held are as under:

11.30 A.M.	Day, Date and Time	Venue
20th	Friday 27th September, 2013 3.30 P.M.	Air Force Auditorium, Subrato Park, New Delhi
21st	Monday 29th September, 2014 11.30 A.M.	Hotel Rahman, NH-8, Mahipalpur Extn., New Delhi
22nd	Wednesday 30th September, 2015 11.30 A.M.	Hotel Rahman, NH-8, Mahipalpur Extn., New Delhi

b. Special Resolution passed in the previous three Annual General Meetings:

1. 20th Annual General Meeting: 27th September, 2013- Special Resolution with respect to Re-appointment of Whole Time Director (Mr. VineetSirpaul) was passed at the AGM.
2. 21st Annual General Meeting: 29th September, 2014- No Special Resolution was passed.
3. 22nd Annual General Meeting: 30th September, 2015- Special Resolution for adoption of new set of Articles of Association of the Company as per Companies Act, 2013 was passed.
  - c. Special Resolution passed last year through Postal Ballot : Special Resolution for adoption of new set of Articles of Association of the Company as per Companies Act, 2013 was passed through Postal Ballot.
  - d. Details of Person conducted Postal Ballot: NA
  - e. Special Resolution proposed to be conducted through Postal Ballot: NA
  - f. Procedure for Postal Ballot: Procedure for Postal Ballot for Special Resolution is mentioned in the Postal Ballot Notice

### VIII. MEANS OF COMMUNICATION

a. Quarterly Results

First quarter	Before expiry of 45 days
Second Quarter	Before expiry of 45 days
Third Quarter	Before expiry of 45 days
Audited Annual and Fourth Quarter ended 31st March, 2016	Before expiry of 60 days

- b. The Financial Results are generally published in Financial Express (all editions) and in Jan Satta (Delhi edition).
- c. The Quarterly Financial Results and all other information are disseminated to analyst/institutional on the website of the company at [www.nutek.in](http://www.nutek.in).

### XI. GENERAL SHAREHOLDER INFORMATION

a. AGM Details

1. AGM 23rd Annual General Meeting
2. Date 30th September, 2016

3. Venue Hotel Ramhan, NH-8, Mahipalpur Extension, New Delhi-110037
- b. Financial Year 01st April, 2016 to 31st March, 2017
- c. Book Closure Date 24.09.2016 to 30.09.2016
- d. Name and Address of the Stock Exchange where shares are Listed:

Name of the Stock Exchanges	Type of Securities Listed	Address of the SE
Bombay Stock Exchange Limited (BSE)	Equity	PhirozeJeejeebhoy Towers
National Stock Exchange of India Limited (NSE)	Equity	Bandra (E), Mumbai
Luxemburg Stock Exchange	GDR	Luxemburg

Note: Annual Listing Fees for the F.Y. 2016-17 have been duly paid to BSE and NSE.

- e. Stock Code
1. Trading Name NUTEK
2. Scrip Code at BSE 533015
- f. Demat ISIN Number INE318J01027
- g. Stock Market Price Data during the F.Y. 2015-16:

Month	BSE Share Price		Volume	NSE Share Price		Volume
	High	Low		High	Low	
April, 2015	.64	.59	18762	.65	.55	155991
May, 2015	.58	.53	20056	.60	.55	35256
June, 2015	.67	.59	20825	.65	.60	180593
July, 2015	.63	.56	31009	.60	.55	57672
August, 2015	.49	.44	17354	.50	.45	68450
September, 2015	.51	.47	56759	.50	.45	72634
October, 2015	.81	.74	314929	.80	.70	486462
November, 2015	.69	.63	41226	.70	.60	24805
December, 2015	.66	.63	35022	.70	.60	49698
January, 2016	.66	.60	139206	.65	.60	54303
February, 2016	.59	.55	14459	.60	.55	8623
March, 2016	.58	.53	20900	.60	.50	81873

- h. Performance in comparison to board based indices such as BSE , Sensex, CRISIL index etc:The Shares of the company are not considered by the Stock Exchange in their index fluctuations.
- i. **Details of Registrar to an Issue**  
 Name: AARTHI Consultants Private Limited  
 Address: 1-2-285, Domalguda, Hyderabad-500 029  
 SEBI Regn. No. 000000379
- j. Share Transfer System: Shares Transfer received by the company would be registered within 15 days from the date of receipt , provided the documents are complete in all respects.
- k. Distribution of Shareholding as on 31st March, 2016:

S. No.	No. of Equity Shares	No. of Shareholders	% of total equity
1	1-5000	15962	3.64
2	5001-10000	2484	2.57
3	10001-20000	1700	3.29
4	20001-30000	1103	3.64
5	30001-40000	397	1.83
6	40001-50000	605	3.77
7	50001-100000	808	7.66
8	100001 & above	991	73.6
Total	24050	100.00	

## Categories of Shareholders as on 31st March, 2016

Category	Name	No. of Shares	% Shareholding
<b>Promoters:</b>			
<b>Indian Promoter Group</b>			
	1. Inder Sharma	1,45,42,860	9.41%
	2. Sumati Sharma	1,19,384	0.08%
	3. Pratap Narain Sharma	31,960	0.02%
	<b>Sub-total</b>	<b>1,46,94,204</b>	<b>9.51%</b>
<b>Non-promoter holding:</b>			
Foreign Institutional Investor		54578	0.04%
Mutual Funds and UTI		0	0.00%
Banks, Financial Institutions, Insurance Companies (Central/State Govt./ Non-Govt. Institutions) FIs		0	0.00%
Others			
Private Corporate Bodies		8179252	5.29%
Indian Public		129017989	83.50%
NRI/OCBs/Clearing Member/Employees		2572577	1.66%
	<b>Sub- Total</b>	<b>13,98,24,396</b>	<b>90.49%</b>
<b>Held by custodian and against depository receipts</b>			
- Shareholding of Promoter and promoter group		0	0
- Public Shareholding		0	0
	<b>Grand Total</b>	<b>15,45,18,600</b>	<b>100%</b>

l. Dematerialization of Shares: Shares are held in dematerialized form by CDSL and NSDL. The Shares of the company are Listed on BSE and NSE which provides sufficient Liquidity to the Shareholders.

m. Address for correspondence

The Shareholders may address their communications at B-27, Infocity 1, Sector-34, Gurgaon-122001

**BY THE ORDER OF THE BOARD**

Place: Delhi  
Date: 06.09.2016

Inder Sharma  
Chairman & Managing Director

**ANNEXURE- VII****COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE**

Sukesh & Co.  
Company Secretaries  
84, Kirti Nagar, Jharsa Road, Near Sector-15 Part 1, Gurgaon-122001  
Tel.: 0124-4233205, Cell : 09911971666, Email : adv.cssukeshsaini@yahoo.in

To  
The Members of  
**NU TEK INDIA LIMITED**  
A-213, Road No. 4, Gali No. 11  
Mahipalpur, New Delhi-110037

We have examined the compliance of conditions of Corporate Governance of Nu Tek India Limited for the financial year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with 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 clause 49 of the above mentioned Listing Agreement.

We state that no investors grievances is received and pending against the company for the period exceeding fifteen days as per the records maintained by the Company and as such nothing was required to be presented to the Stakeholder Relationship Committee.

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 **Sukesh & Co., Company Secretaries**

Place: Gurgaon  
Date : 30th May, 2016

CS. Sukesh  
C.P. No. 12007

**DECLARATION BY CHIEF EXECUTIVE OFFICER**

To  
The Members of  
Nu Tek India Limited

I, Inder Sharma, Chairman & Managing Director of the company hereby certify that the Board of Members and Senior Management Personnel have affirmed compliance with the Rules of Code of Conduct for the Financial Year ended 31st March, 2016 pursuant to the requirements of Clause 49 of the Listing Agreements/Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Nu Tek India Limited**

**Inder Sharma**  
Chairman & Managing Director

Place: Delhi  
Date : 06.09.2016

**ANNEXURE VIII**

## CEO/MD AND CFO CERTIFICATION

(Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

That the board has obtained the certificate from CFO / Managing Director of the company stating that:

- (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the company and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditors and the Audit committee
  - (i) significant changes in internal control during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) 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 company's internal control system

For Nu Tek India Limited

**Inder Sharma**  
Managing Director

**Ashish Bankar**  
CFO

## Annexure XI

### Management Discussion & Analysis Report

#### INDIAN ECONOMY

India's GDP gained momentum in the final quarter of FY 2015 and pushed full-year growth to a five-year high. GDP grew 7.6% in FY 2015, which was up from 7.2% in the previous fiscal year and primarily reflected robust growth in private consumption, which accounts for nearly 60% of the economy. Nonetheless, ever since the Ministry of Statistics and Programme Implementation (MOSPI) introduced a new methodology last year to measure GDP, doubts continue to linger regarding the reliability of the data.

According to the Ministry of Finance, the government met its budget deficit target for FY 2015, which was set at the equivalent to 3.9% of GDP. The budget deficit has been shrinking for several years and is expected to narrow further in FY 2016. The government has set a goal to reduce the shortfall to 3.5% of GDP in FY 2016.

(source: Financial Express)

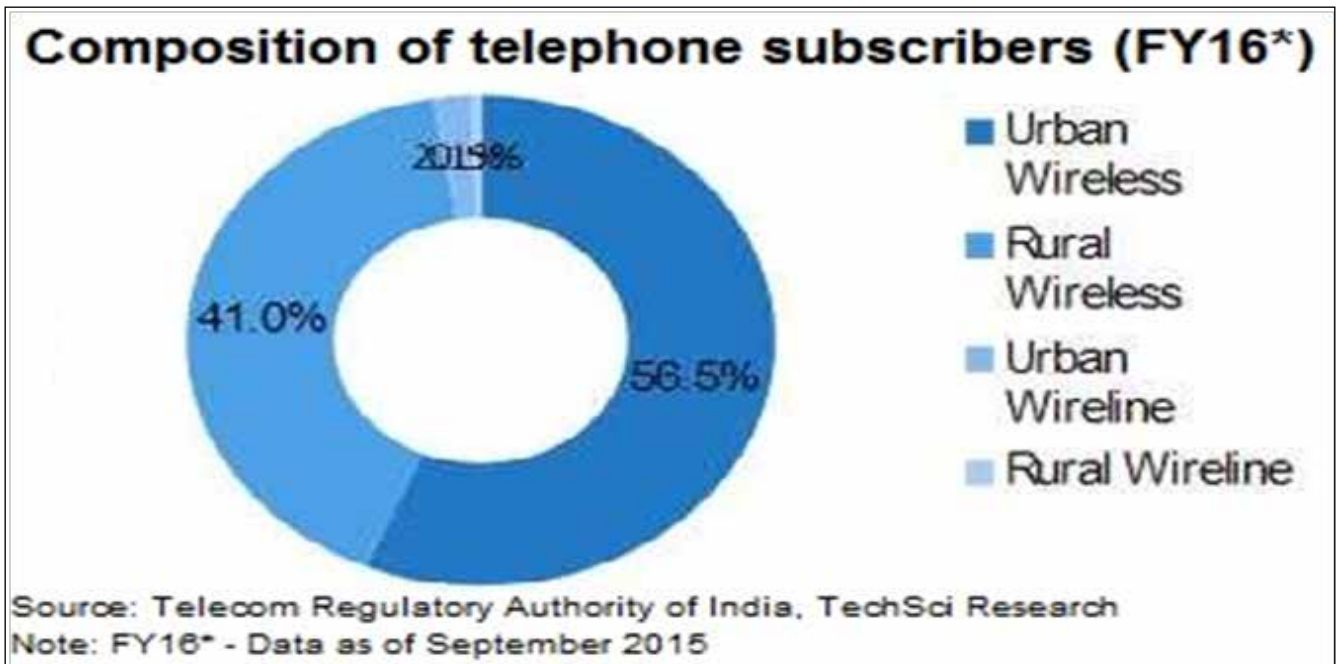
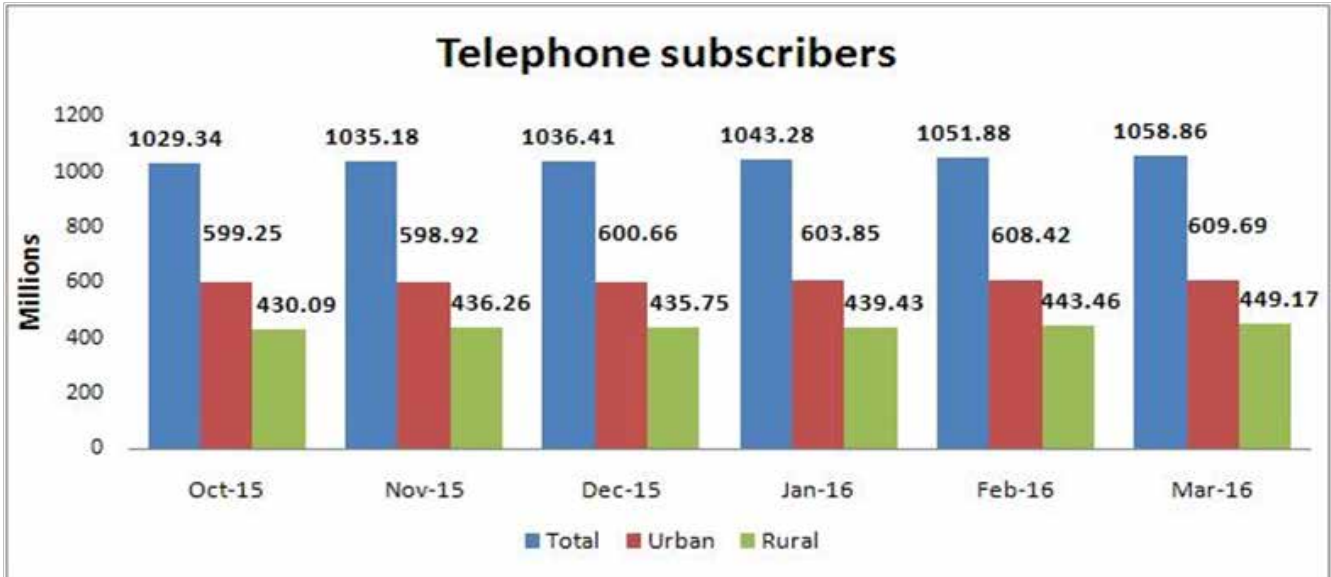
#### INDIAN TELECOM INDUSTRY

##### CURRENT SCENARIO

India is currently the world's second-largest telecommunications market and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's gross domestic product (GDP), according to report prepared by GSM Association (GSMA) in collaboration with the Boston Consulting Group (BCG).

As at 31-March 2016, India's telecom subscriber base was 1,058.86 million, which has clearly shown 6.74% up from 996 million on 31-March 2015. The overall Teledensity in India increased from 80.98 as on 30th September, 2015 to 81.83 as on 31st December, 2015.

Growth of Subscriber base



Source: TRAI

#### Growth in Tele-density

The overall Tele-density in India increased from 82.89 at the end of Feb-16 to 83.36 at the end of Mar-16. The Urban Tele-density increased from 153.93 at the end of Feb-16 to 154.01 at the end of Mar-16. The Rural Tele-density increased from 50.76 at the end of Feb-16 to 51.37 at the end of Mar-16. The share of urban subscribers and rural subscribers in total number of subscribers at the end of Mar-16 was 57.58% and 42.42% respectively.

The following table depicts the penetration of telecom services in rural & urban areas in the country:

Tele-density as of	Urban (%)	Rural (%)	Overall (%)
Feb 2016	153.93	50.76	82.89
Mar-2016	154.01	51.37	83.36

(Source: TRAI)



## TELECOM INFRASTRUCTURE SERVICES

The Telecom infrastructure services are made up of three components:

### 1. Passive infrastructure

Passive infrastructure includes all the passive components of the network: steel tower/antenna mounting structures, BTS room/shelter, power supply, battery bank, invertors, DG set for power backup, air conditioner, fire extinguisher, security cabin, among others. These components are not dependent on the type of communication technology being used by the network riding atop the site, namely LTE, GSM, CDMA, 3G, WiMax, FM Radio, digital terrestrial transmission, etc. We estimate that roughly two-third of capex for a wireless network is spent on passive infrastructure.

### 2. Active infrastructure

Active infrastructure constitute the electronics that power the network and includes all the active components of a wireless network such as spectrum (radio frequency), radio antenna, BTS/cell site (base transceiver station) and microwave equipment. Each cellular operator will have to own a BTS at each tower site. A tower site can have 1/2/3/4 or more cell sites, depending on the occupancy level/tenancy ratio of that tower.

### 3. Transmission Media

Transmission Media is the network that connects the BTS/cell site to a base station controller (BSC) that controls tens or scores of BTS in a particular area. A transmission network may work on:

- Point-to-point microwave radio transmission
- Point-to-multipoint microwave access technologies like LMDS, WiFi or WiMax;
- Optical fiber links
- Digital Subscriber Line (DSL)
- Ethernet

## OUR BUSINESS

We are a telecom infrastructure services company providing rollout solutions for wireless and fixed telecom networks. Our strength lies in the breadth of services we offer in the telecom infrastructure space. The business offerings include services in Turnkey Site Build, Active Equipment Implementations, Technical Support Services and Operations & Maintenance. We are also registered with Department of Telecommunication as Infrastructure Provider - Category I.

In Turnkey Site Build, we provide services right from the site identification and designing, to installation of towers and other ancillary passive equipments. This includes entire Project Planning and Management Services. In Active Equipment Implementations, we provide services like Installation, Commissioning and Integration of active telecom equipment for wireless, wire-line and optical technologies. In Technical Support Services, we provide services in high-end telecom engineering that includes Network planning, Transmission planning, Radio Network Optimization, Networks Benchmarking, and Network Auditing. We provide these services on activity/time basis. In Operations & Maintenance, we provide 24x7x365 maintenance services for passive telecom infrastructure (preventive and corrective maintenance on periodic contracts), and first-line maintenance of active infrastructure. We are also involved in creation of In-building Networks for the Wireless and Data Applications. The CDMA network on the underground section of the Delhi Metro Rail Corridor is one such example.

The client list constitutes of all the prominent players in the telecom industry that includes Third Party Infrastructure Leasing Companies (like Indus Towers, Quippo, WTTIL), Telecom operators (like Airtel, Vodafone, Idea, Reliance Communications, Aircel), and Telecom Equipment Manufacturers (like Ericsson, Nokia Siemens Network, Huawei, ZTE, Motorola).

We have considerable expertise in rolling out projects in the most difficult of the terrains, both in India and Overseas. For our overseas clients, we provide services through Nu Tek India Ltd. and also through our subsidiary in Hong Kong, and cater to the growing needs of our clients in the Asia Pacific region and other Emerging Markets like Middle East and North Africa.

## Business Performance

### Financial and Operation Performance Overview

Financial Year 2015-16 was a challenging year for the company, wherein the income from operations decreased by around 53.56% to reach Rs. 3,067 Lakhs as compared to Rs. 6,605 Lakhs during the last financial year. Other income for the year also increased by Rs. 567 Lakhs, compared to Rs. 32 Lakhs in the previous year. Operational expenses for the year were Rs. 3,775 Lakhs as compared to Rs. 6,503 Lakhs in previous year. Exceptional items were nil. As a result, PBDT (Profit before Tax and Depreciation) was Rs. (179) Lakhs as against Rs. 64 Lakhs for the previous year. Consequently, PAT (Profit after Tax) was reported at Rs. (170) Lakhs as compared to Rs. 38 lakhs in last year. The main reason for decrease in Income from Operation as compared to previous year because earlier the company was executing capital intensive products with lower margin but in current year focus was on projects having more profits even if it does not have volume.

### Business Review and Outlook

India is currently the world's second-largest telecommunications market and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's gross domestic product (GDP), according to report prepared by GSM Association (GSMA) in collaboration with the Boston Consulting Group (BCG). Between FY 07-16 India's telephone subscriber base expanded at a Compound Annual Growth Rate (CAGR) of 19.5 per cent to 1,022.61 million and teledensity to 80.98.

Driven by strong adoption of data consumption on handheld devices, the total mobile services market revenue in India is expected to touch US\$ 37 billion in 2017, registering a Compound Annual Growth Rate (CAGR) of 5.2 per cent between 2014 and 2017, according to research firm IDC.

India's mobile subscriber base is expected to cross 500 million! subscribers by the end of FY2015 from 453 million subscribers at the end of FY2014. According to a study by GSMA, smartphones are expected to account for two out of every three mobile connections globally by 2020 making India the fourth largest smartphone market. The broadband services user-base in India is expected to grow to 250 million connections by 2017, according to GSMA. India added the highest number of net mobile phone subscriptions of 13 million during the third quarter of 2015.

International Data Corporation (IDC) predicts India to overtake US as the second-largest smartphone market globally by 2017 and to maintain high growth rate over the next few years as people switch to smartphones and gradually upgrade to 4G.

In spite of only 5 per cent increase in mobile connections in 2015, overall expenditure on mobile services in India is expected to increase to US\$ 21.4 billion in 2015, led by 15 per cent growth in data services expenditure, as per research firm Gartner.

The Indian telecom sector is expected to generate four million direct and indirect jobs over the next five years according to estimates by Randstad India. The employment opportunities are expected to be created due to combination of government's efforts to increase penetration in rural areas and the rapid increase in smartphone sales and rising internet usage. Business will currently focus on off-shore trade without actually importing goods into Indian shores.

### SWOT Analysis

#### Strengths

- Existence for last 22 years in the Telecom industry. Having established relationship with almost all OEMs, Telecom operators, and Infrastructure Providers.
- Presence across the length and breadth of the Indian Telecom market. Experienced and skilled work force of around 1,200 people.
- Overseas presence (Central America, Africa, Nepal) to seize the business opportunities in these markets.

#### Weaknesses

- Longer Working Capital Cycle
- Client Concentration

#### Opportunities

- India will emerge as a leading player in the virtual world by having 700 million internet users of the 4.7 billion global users by 2025, as per a Microsoft report.
- With the government's favourable regulation policies and 4G services hitting the market, the Indian telecommunication sector is expected to witness fast growth in the next few years.

#### Threats

- Intense competition foreseen in the telecom industry due to delayed M&A activities: Current M&A guidelines have not been able to stimulate any consolidation in the sector despite all policymakers expressing the need for it. With new network launches expected in 2015, the rapidly growing data market will witness intense price competition and will rekindle memories of 2010 voice-led price wars.
- Our revenues are closely aligned to the Telecom Industry. Any adverse impact on the industry would directly affect our business.

**BY THE ORDER OF THE BOARD**

Place: Delhi  
Date: 06.09.2016

Inder Sharma  
**Chairman & Managing Director**

## Independent Auditor's Report

### To the Members of Nu Tek India Limited

#### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Nu Tek India Limited ('the Company'), which comprise the balance sheet as at March 31, 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of 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 standalone 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

Subject to the qualification given below, In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date. We report that-

- (1) The audit of the accounts of the branch Kenya & Nepal of the company done by another auditor has not been received by us. The financial of the branch have been compiled on the basis of accounts approved and produced by the management.

#### Emphasis of Matter

Without qualifying our report, we draw your attention to the following matters:

	Rs.
(1) Liability Written Back (Refer to Notes attached to Financial Statements)	56,986,644/-
(2) Unserviceable Project Under Progress (Refer to Notes attached to Financial Statements)	20,812,074/-
(3) Provision for Doubtful Debts (Refer to Notes attached to Financial Statements)	30,958,757/-
(4) Liquidity Damage(Refer to Notes attached to Financial Statements)	7,292,124/-
(5) Assets Written Off During the Year (Refer to Notes attached to Financial Statements)	1,453,282/-

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the 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"; and
- (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 have disclose the Impact of pending Litigation on its financial position in its financial statement – Refer to Notes attached to Financial Statements.
  - ii. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For **SumanJeet Agarwal & Co.**

Chartered Accountants

Firm's Registration Number: 011945N

**Ankush Kumar**

Partner

Membership Number: 531341

Place: New Delhi

Date: 30.05.2016

### Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of Nu Tek India Limited on the standalone financial statements for the year ended March 31, 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) According to the information and explanations given to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification. In accordance with this programme, certain fixed assets were verified by the management during the year 2013-14 and no material discrepancies were noticed on such verification
- (c) According to the information and explanations given to us, the Company does not have any immovable property.
- (ii) The Company does not have any physical inventory at the reporting period, thus, the paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans, investments guarantees and security to the parties covered under section 185 & 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us the Company has not accepted any deposits from the public. Thus the provision of clause (v) of paragraph 3 of the Order are not applicable to the company.
- (vi) 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.
- (vii) (a) According to the information and explanations given to us and the books of account examined by us, in respect of statutory dues the Company is not regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and other statutory dues that were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable are given below.

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which amount relates
Sales Tax	VAT/CST	552,329/-	More Than One Year
		55,649/-	F/Y 2015-16
Sales Tax	WCT	1,373,704/-	More Than One Year
EPF Act	Provident Fund*	328,008/-	More Than One Year
ESI Act	Employee State Insurance*	5,175,788/-	More Than One Year
		1,496,874/-	F/Y 2015-16
Income Tax	Professional Tax	169,602/-	More Than One Year
		7,090/-	F/Y 2015-16
EPF & ESI Act	Welfare Fund*	193,307/-	More Than One Year
		1,690/-	F/Y 2015-16
Service Tax	Service Tax	10,563,722/-	F/Y 2015-16
Income Tax	TDS	712,000/-	F/Y 2015-16

\*Provident Fund, Employee State Insurance and Welfare Fund includes both Employer's and Employee's Contribution.

- (b) According to the information and explanations given to us, there are no material dues on account of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, which have not been deposited on account of any dispute
- (viii) According to the records of the Company examined by us and the information and the explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at balance sheet date. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) 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 to the Company.
- (x) 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.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) 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 its directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **Suman Jeet Agarwal & Co.**

Chartered Accountants

Firm's Registration Number: 011945N

**Ankush Kumar**

Partner

Membership Number: 531341

Place: New Delhi

Date: 30.05.2016

## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Nu Tek India Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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

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

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

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

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

For **SumanJeet Agarwal & Co.**

Chartered Accountants

Firm's Registration Number: 011945N

**Ankush Kumar**

Partner

Membership Number: 531341

Place: New Delhi

Date: 30.05.2016

**Balance Sheet as at 31st March 2016**

(Rs. in Lakhs)

Particulars		Note No.	As at 31st March, 2016	As at 31st March, 2015
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	(a) Share capital	2	7,726	7,726
	(b) Reserves and surplus	3	40,930	41,111
			<b>48,656</b>	<b>48,837</b>
<b>2</b>	<b>Non-Current Liabilities</b>			
	(a) Long-term borrowings	4	84	40
	(b) Long-term provisions	5	94	91
			<b>177</b>	<b>131</b>
<b>3</b>	<b>Current Liabilities</b>			
	(a) Short-term borrowings	6	1,351	1,655
	(b) Trade payables	7	479	2,189
	(c) Other current liabilities	8	1,387	1,254
	(d) Short-term provisions	9	1,569	1,521
			<b>4,786</b>	<b>6,619</b>
			<b>53,619</b>	<b>55,587</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	10A	219	213
	(ii) Intangible assets	10B	15	24
			<b>234</b>	<b>237</b>
	(b) Non-current investments	11	36,250	36,250
	(c) Deferred tax assets (net)	30	122	29
	(d) Long-term loans and advances	12	7,475	64
	(e) Other non-current assets	13	-	3
			<b>44,081</b>	<b>36,584</b>
<b>2</b>	<b>Current Assets</b>			
	(a) Trade receivables	14	2,635	3,752
	(b) Cash and cash equivalents	15	488	955
	(c) Short-term loans and advances	16	4,934	11,814
	(d) Other current assets	17	1,481	2,482
			<b>9,538</b>	<b>19,003</b>
			<b>53,619</b>	<b>55,587</b>

See accompanying notes forming part of the financial statements  
In terms of our report attached.

For **Suman Jeet Agarwal & Co.**  
Chartered Accountants  
FRN-11945N

**Ankush Kumar**  
Partner  
Membership Number 531341

Place : New Delhi  
Date : May 30, 2016

**FOR & ON BEHALF OF BOARD**

**Inder Sharma**  
Chairman & Managing Director

**Ashish Bankar**  
Chief Financial Officer

**Bhawani Charak**  
Company Secretary



**Statement of Profit and Loss for the Year ended 31st March 2016**

(Rs. in Lakhs)

Particulars		Note No.	As at 31st March, 2016	As at 31st March, 2015
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
1	Revenue from operations	18	<b>3,067</b>	6,605
2	Other income	19	<b>599</b>	32
3	<b>Total revenue (1+2)</b>		<b>3,666</b>	<b>6,636</b>
4	<b>Expenses</b>			
	(a) Increase /Decrease in stock	20.a	-	77
	(b) Purchases	20.b	<b>303</b>	3,565
	(c) Employee benefits expense	21	<b>1,468</b>	1,356
	(d) Finance costs	22	<b>263</b>	295
	(e) Depreciation and amortisation expense	10.C	<b>70</b>	69
	(f) Other expenses	23	<b>1,741</b>	1,210
	<b>Total expenses</b>		<b>3,845</b>	6,572
5	<b>Profit / (Loss) before tax (3 - 4)</b>		<b>(179)</b>	64
6	<b>Tax expense:</b>			
	(a) Current tax expense for current year		<b>84</b>	19
	(b) Current tax expense relating to prior years			-
	(c) Net current tax expense		<b>84</b>	19
	(d) Deferred tax		<b>(93)</b>	7
7	<b>Profit / (Loss) for the year (5 +6)</b>		<b>(170)</b>	38
	<b>PBT Ratio</b>		<b>-5.83</b>	<b>0.97</b>
	<b>PAT Ratio</b>		<b>-5.55</b>	<b>0.58</b>
7.i	<b>Earnings per share (of ₹5/- each):</b>	29		
	(a) Basic		<b>(0.11)</b>	0.02
	(b) Diluted		<b>(0.11)</b>	0.02

See accompanying notes forming part of the financial statements

For **Suman Jeet Agarwal & Co.**  
Chartered Accountants  
FRN-11945N

**Ankush Kumar**  
Partner  
Membership Number 531341

Place : New Delhi  
Date : May 30, 2016

**FOR & ON BEHALF OF BOARD**

**Inder Sharma**  
Chairman & Managing Director

**Ashish Bankar**  
Chief Financial Officer

**Bhawani Charak**  
Company Secretary

**Cash Flow Statement for the Year ended 31st March, 2016**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		(179)		64
Adjustments for:				
Depreciation and amortisation	70		69	
Finance costs	263		295	
Unserviceable project under progress written off	208			
Liquidity Damages	73			
Provision for Doubtful Debts	310			
Security Written off	15			
Non Operating Income	(572)			
Interest income	(28)		(22)	
Dividend income	-		-	
Net (gain) / loss on sale of investments	-		-	
		339		343
Operating profit / (loss) before working capital changes		160		407
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	-		77	
Trade receivables	1,117		4,198	
Loans and advances	(630)		(1,735)	
Project under Progress	1,001		2,194	
Other assets			-	
Adjustments for increase / (decrease) in operating liabilities:				
Trade and other payables	(1,710)		(3,663)	
Other current liabilities	181		(8)	
		(41)		1,063
Cash generated from operations		119		1,470
Net income tax (paid) / refunds		(9)		-
<b>Net cash flow from / (used in) operating activities (A)</b>		110		1,471
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(80)		(1)	
Proceeds from sale of fixed assets				
Increase/Decrease in investments				
- Others	-			
Loans given				
- Subsidiaries	-			
Interest received				
- Others	28		22	
Dividend received				
- Others	-			
		(52)		21
<b>Net cash flow from / (used in) investing activities (B)</b>		(52)		21

Contd...

**Cash Flow Statement for the Year ended 31st March, 2016**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
C. Cash flow from financing activities				
Proceeds from long-term borrowings	44		(35)	
<b>Net increase / (decrease) in working capital borrowings</b>	<b>(287)</b>		(921)	
Proceeds from other short-term borrowings	(17)		27	
Finance cost	(263)		(295)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(523)</b>		<b>(1,224)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(465)</b>		<b>267</b>
Cash and cash equivalents at the beginning of the year		954		687
<b>Cash and cash equivalents at the end of the year</b>		<b>488</b>		954
<b>Cash and cash equivalents at the end of the year *</b>				
* Comprises:				
(a) Cash on hand		0.13		0.09
(b) Cheques, drafts on hand		85		600
<b>(b) Balances with banks</b>				
(i) In current accounts		97		23
(ii) In EEFC accounts		0.0006		0.06
(iii) In deposit accounts		307		332
		488		954

See accompanying notes forming part of the financial statements

 For **Suman Jeet Agarwal & Co.**  
 Chartered Accountants  
 FRN-11945N

**Ankush Kumar**  
 Partner  
 Membership Number 531341

 Place : New Delhi  
 Date : May 30, 2016

**FOR & ON BEHALF OF BOARD**
**Inder Sharma**  
 Chairman & Managing Director

**Ashish Bankar**  
 Chief Financial Officer

**Bhawani Charak**  
 Company Secretary

## 1. Significant Accounting Policies

### 1.1. Basis of Accounting

The Company maintains its accounts on going concern basis following the historical cost convention as per the generally accepted accounting principles prevalent in India and on accrual method of accounting.

### 1.2. Basis for preparation of financial statements

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards notified by the Central Government and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

The preparation of financial statements in conformity with Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the reporting period. Examples of such expenses include estimates of contract completion costs, provision for doubtful debts, useful lives of fixed assets etc. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

### 1.3. Revenue Recognition

Revenue from Sales/Services is accounted for as net of taxes and the principles of revenue recognition are given below:-

- Revenue from services rendered is recognized as the service is performed.
- Income from turnkey projects is recognized as a percentage and in proportion to work completion.
- However in cases of contracts where consideration is separately defined / identified for supply of goods/materials whose distinct identity remains even after project completion, revenue is recognized based on delivery at site to the customers.
- In case of fixed-price contracts, revenue is recognized based on the milestones achieved as specified in the contracts.
- Revenue from sales is recognized upon passing of title/ shipment/Installation of the products and on transfer of significant risk and rewards of ownership.
- Dividend income is recognized when the right to receive dividend is established.
- Interest is recognized on time proportion basis.

### 1.4. Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of freight, duties, taxes and expenses incidental to acquisition and installation till its present location.

### 1.5. Depreciation

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

### 1.6. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of Fixed Assets, which take substantial period of time to get ready for its intended use, are capitalized until the time all substantial activities necessary to prepare such assets for their intended use are complete. Other borrowing costs are recognized as an expense in the year in which they are incurred.

### 1.7. Impairment

Accounting for impairment of Fixed Assets is done in accordance with the Accounting Standard 28 – “Impairment of Assets”. Accordingly, the carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the assets’ recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

### 1.8. Employee Benefits

- All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits in terms of Accounting Standard 15 (Revised)– “Employee Benefits”. Benefits such as salaries, wages and bonus etc., are recognised in the Profit and Loss Account in the period in which the employee renders the related service.
- Gratuity costs are defined benefits plans. The present value of obligations under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

### Actuarial gains and losses are recognized immediately in the Profit and Loss Account..

- Benefits under the Companies leave encashment scheme constitute other long term employee benefits. The obligation in respect of leave encashment is provided on the basis on actuarial.
- Valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized immediately in the Profit and Loss Account

- The Company is contributing to the Employee Provident Fund maintained under the Employees Provident Fund Scheme by the Central Government.

### 1.9. Finance Lease

Accounting for Financial Lease is done in accordance with Accounting Standard 19 – “Leases”. The assets are included in fixed assets and the capital elements of the leasing commitments are shown as obligations under leases liability. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit in proportion to the reducing capital element outstanding. Depreciation on Assets held under finance leases has been provided on Written down Value Method as per rates prescribed by Schedule-II to the Companies Act, 2013.

### 1.10. Accounting for Investments

Investments are accounted for in accordance with the Accounting Standard 13 – “Accounting for Investments”. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other Investments are classified as long term investments. Accordingly,

- The Long Term Investments are recorded at cost except where there is permanent diminution in its value.
- The Short Term Investments are recorded at Cost or Market Price whichever is lower. Unrealized loss arising due to the fall in market price is provided for in the accounts and any gain thereof is ignored.

### 1.11. Foreign Currency Transactions

Foreign Currency transactions are being recorded in accordance with Accounting Standard 11 “The Effects of changes in Foreign Exchange Rates”. Accordingly,

- Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the Profit and Loss Account.
- Non-Monetary items denominated in foreign currency are stated at the rate prevailing on the date of the transaction.

### 1.12. Taxes on Income

#### Deferred Tax:

Deferred Tax Liability is provided pursuant to Accounting Standard – 22, “Accounting for Taxes on Income”. Deferred Tax Assets and Deferred Tax Liability are calculated by applying tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred Tax Liability arising mainly on account of excess depreciation allowed under Income tax laws.

Deferred Tax Assets due to expenses disallowed under section 40(a) under tax laws and on account of other timing differences are recognized only to the extent there is reasonable certainty of its realization.

Deferred Tax Assets due to unabsorbed depreciation or carry forward of losses under tax laws is recognizes only to the extent that there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

#### Current Tax:

The provision for Taxation is based on estimated assessable total income of the Company as determined under the Income Tax Act 1961.

### 1.13. Provisions, Contingencies and Contingent Assets

Provisions, Contingencies and Contingent Assets are accounted for in accordance with Accounting Standard 29 – “Provisions, Contingent Liabilities & Contingent Assets”. Accordingly,

- A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
  - i. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
- Contingent Assets are neither recognized, nor disclosed

### 1.14. Cash and cash equivalents

Cash and cash equivalents include cash in hand and cash on deposit with banks.

### 1.15. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## Note 2 Share Capital

Particulars	"As at 31st March, 2016 "		Year Ended As at 31 March, 2015	
	Number of shares	(Rs. In Lakhs )	Number of shares	(Rs. In Lakhs )
<b>(a) Authorised</b>				
Equity shares of Rs. 5/- each with voting rights	200,000,000	10,000	200,000,000	10,000
<b>(b) Issued</b>				
Equity shares of Rs. 5/- each with voting rights	154,518,600	7,726	154,518,600	7,726
	154,518,600	7,726	154,518,600	7,726
<b>(c) Subscribed and fully paid up</b>				
Equity shares of Rs. 5/- each with voting rights	154,518,600	7,726	154,518,600	7,726
	154,518,600	7,726	154,518,600	7,726
<b>Total</b>	<b>154,518,600</b>	<b>7,726</b>	<b>154,518,600</b>	<b>7,726</b>

## Note 2.a Share Capital

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2016			
- Number of shares	154,518,600	-	154,518,600
- Amount (Rs. in lakhs )	7,726	-	7,726
Year ended 31 March, 2015			
- Number of shares	154,518,600	-	154,518,600
- Amount (Rs. in lakhs )	7,726	-	7,726

## Note 2.b Share Capital

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March 2016		As at 31st March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Inder Sharma	14542860	9.41	14542860	9.41

**Note 3 Reserves and surplus**

(Rs. in Lakhs)

Particulars	As at 31st March, 2015	As at 31st March, 2015
(a) Securities premium account	34,528	34,528
(b) General reserve		
Opening balance	6,347	6,321
Add: Transferred from surplus in Statement of Profit and Loss	(170)	38
Closing balance	6,177	6,359
(c) Foreign currency translation reserve		
Opening balance	-	-
Add: Transferred from surplus in Statement of Profit and Loss	0.11	-
Closing Balance	0.11	-
(d) Money received against issue of warrant forfeited		
Opening balance	225	225
Closing balance	225	225
<b>Closing balance</b>		
<b>Total (a+b+c+d)</b>	<b>40,930</b>	<b>41,111</b>

**Note 4 Long-term borrowings (Non Current)**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31 March, 2015
(a) Term loans		
From banks		
Secured (against hypothecation of vehicles)	59	31
Total (a)	59	31
From other parties		
Secured (against hypothecation of vehicles)	4	6
Total (ai)	4	6
(b) Long-term maturities of finance lease obligations		
Secured (Against hypothecation of office Equipments)	20	3
Total (b)	20	3
<b>Total (a+ai+b)</b>	<b>84</b>	<b>40</b>

**Note 5 Long-term provisions**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provision for employee benefits:		
(i) Provision for Leave Encashment (Refer Note 25)	35	34
(ii) Provision for gratuity (net) (Refer Note 25)	58	57
<b>Total</b>	<b>94</b>	<b>91</b>



**Note 6 Short-term borrowings (Current)**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>(a) Loans repayable on demand</b>		
From banks		
Secured	1,334	1,621
Unsecured	-	0
<b>Total</b>	<b>1,334</b>	<b>1,621</b>
<b>(b) Current Maturity of Long Term Debts</b>		
From Banks		
Secured (against hypothecation of vehicles)	-	(0.03)
(c) Current Maturity of fianace lease obligation	17	33
(secured against hypothecation of equipments )(Refer note no.4 (b)		
<b>Total d (b+c)</b>	<b>17</b>	<b>34</b>
<b>Total (a+d)</b>	<b>1,351</b>	<b>1,655</b>

**Notes:**
**(i) Details of security for the secured short-term borrowings:**

Particulars	Nature of security	As at 31st March, 2016	As at 31st March, 2015
<b>Loans repayable on demand from banks:</b>	(Cash Credit from Banks secured by hypothecation of Book Debts and all other current assets, fixed assets of the company by way of first charge (excluding those specifically charged in favour of others) and lien of Fixed Deposits of Rs2,89,00,000 with SBI along with equitable mortgage of three properties owned by Mr Inder Sharma and Mrs Sumati Sharma ,directors of the company and by personal guarantee of aforesaid directors ).		
<b>State Bank of India</b>		1,334	1,621
<b>Total - from banks</b>		<b>1,334</b>	<b>1,621</b>

**Note 7 Trade payables**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Trade payables:</b>		
Other than Acceptances	479	2,189
<b>Total</b>	<b>479</b>	<b>2,189</b>

**Note 8 Other current liabilities**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Other payables</b>		
Other payables include statutory remittances, amount with held from vendors, advances from customers and expenses payable	1,387	1,254
<b>Total</b>	<b>1,387</b>	<b>1,254</b>

**Note 9 Short-term provisions**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employee benefits:		
(i) Provision for bonus	41	76
<b>(b) Provision - Others:</b>		
(i) Provision for tax	1,528	1,444
	1,528	1,444
<b>Total</b>	1,569	1,521

**Note 10A Fixed assets**

(Rs. in Lakhs)

Tangible assets	Gross Block				Accumulated Depreciation				Net Block	Net Block
	As on 1st April 2015	Additions	Disposals	As on 31st March 2016	As on 1st April 2015	Depreciation / amortisation expense for the year	Adjustments during the Period	As on 31st March 2016	"As at 31st March, 2016"	"As at 31st March, 2015"
(a) Car										
Owned	216	77	-	294	138	25		163	131	79
(b) Computer										
Owned	1	0.12	-	2	1	0.27		1	0.35	0.49
(c) Office Equipment										
Owned	75		11	64	54	4		58	6	21
(d) Furniture and Fixtures										
Owned	94		2	93	77	6		82	10	18
(e) Laptop										
Owned	1	1		2	1	0.75		2	0.72	0.43
Taken under finance lease *	62			62	39	15		54	8	23
(f) Other Office equipment										
Owned	5	1		6	3	1		4	2	2
(g) Plant & Machinery										
Owned	15			15	11	0.46		11	4	4
(h) TEMS										
Owned	160			160	102	7		109	51	58
(i) Genset										
Owned	21			21	14	1		15	6	7
(j) Motorcycle										
Owned	2			2	1	0		1	0.35	0.44
<b>Total</b>	<b>653</b>	<b>80</b>	<b>13</b>	<b>720</b>	<b>440</b>	<b>61</b>	<b>-</b>	<b>501</b>	<b>219</b>	<b>213</b>
<b>Previous year</b>	<b>1,089</b>	<b>1</b>	<b>437</b>	<b>653</b>	<b>779</b>	<b>60</b>	<b>399</b>	<b>440</b>	<b>213</b>	<b>310</b>

**Note 10B Fixed assets (contd.)**

Intangible assets	Gross block				Accumulated depreciation and impairment				Net Block	Net Block
	As on 1st April 2015	Additions	Disposals	As on 31st Mar 2016	As on 1st April 2015	Depreciation / amortisation expense for the year	Adjustments during the Period	As on 31st Mar 2016	"As at 31st March, 2016"	"As at 31st March, 2015"
(a) Computer software	302	-		302	278	9		287	15	24
<b>Total</b>	<b>302</b>	<b>-</b>	<b>-</b>	<b>302</b>	<b>278</b>	<b>9</b>	<b>-</b>	<b>287</b>	<b>15</b>	<b>24</b>
Previous year	302		-	302	269	9		278	24	33

**Note 10C Fixed assets (contd.)**

(Rs. in Lakhs)

Depreciation and amortisation relating to continuing operations:

Particulars	For the year ended 31st March, 2015"	For the year ended 31st March, 2015
Depreciation and amortisation for the year on tangible assets as per Note 10A	61	60
Depreciation and amortisation for the year on intangible assets as per Note 10B	9	9
Depreciation and amortisation relating to continuing operations	70	69

**Note 11 Non-current investments**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016			As at 31 March, 2015		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
<b>Investments (At cost):</b>						
<b>A. Trade</b>						
(a) Investment in equity instruments						
(i) of subsidiaries						
(a) Nutek Europe		1,174	1,174	-	1,174	1,174
(b) 56,65,75,998 shares of HK\$ 1 each in Nu Tek HK Pvt Ltd (Previous year 56,65,75,998 Shares of HK\$ 1 each) *		33,687	33,687	-	33,687	33,687
(c) 10,000 shares of Rs 10/- each in Ketun Energy pvt Ltd		1	1	-	1	1
<b>Total</b>		<b>34,862</b>	<b>34,862</b>		<b>34,862</b>	<b>34,862</b>
<b>B. Other investments</b>						
(a) Investment in equity instruments						
(i) Accentor Infotech Pvt. Ltd.		100	100		100	100
(ii) Parker Builder Pvt. Ltd.		100	100		100	100
(iii) Shabro Metal & Technologies		571	571		571	571
(iv) ML Portfolio Pvt. Ltd.		15	15		15	15
(v) Prakausali Investments (I) Pvt Ltd		70	70		585	585
(vi) Capital Trade Links Limited	515		515			
(vii) Jayswal Neco Industries	17		17	17		17
<b>Total</b>	<b>533</b>	<b>856</b>	<b>1,388</b>	<b>17</b>	<b>1,371</b>	<b>1,388</b>
Aggregate amount of quoted investments	533			17		
Aggregate market value of listed and quoted investments	2			2		
Aggregate amount of unquoted investments		35,717			36,233	

**Note 12 Long-term loans and advances**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>(a) Security deposits</b>		
Unsecured, considered good	21	64
<b>(b) Loans and advances to unrelated parties</b>		
Loans and advances to suppliers	6,557	-
Loans and advances to employees	897	-
<b>Total</b>	<b>7,475</b>	<b>64</b>

**Note 13 Other non-current assets**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>(a) Unamortised expenses</b>		
(i) ROC Fees for increase in Authorized capital	-	3
<b>Total</b>	<b>-</b>	<b>3</b>

**Note 14 Trade receivables**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</b>		
Unsecured, considered good	1712	2,410
Other Trade receivables		
Unsecured, considered good	923	1,342
<b>Total</b>	<b>2635</b>	<b>3,752</b>

**Note 15 Cash and cash equivalents**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Cash in hand	0.13	0.09
(b) Balances with banks		
(i) In current accounts	97	23
(ii) In EEFC accounts*	0	0.05
(iii) In deposit accounts	307	332
(c) Cheques in Hand	85	600
<b>Total</b>	<b>488</b>	<b>955</b>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements	488	955

\* EEFC Accounts has balance of Rs 56.50/- which has been rounded off in Lacs.

**Note 16 Short-term loans and advances**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Loans and advances to suppliers		
Unsecured, considered good	1,716	7,993
(b) Security deposits		
Unsecured, considered good	21	33
(c) Loans and advances to employees		
Unsecured, considered good	-	868
(d) Prepaid expenses - Unsecured, considered good	10	16
(e) TDS receivable	3,150	2,873
(f) Others Loans & Advances- Unsecured considered good	30	30
(g) MAT Credit Entitlement	6	-
<b>Total</b>	<b>4,934</b>	<b>11,814</b>

**Note 17 Other current assets**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Project under Progress	1,481	2,482
<b>Total</b>	<b>1,481</b>	<b>2,482</b>

**Note 18 Revenue from operations**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Sale of products	32	1,666
Income From Project services		
(i) within India	1,091	3,073
(ii) Outside India	286	753
Income from Project under progress	1,657	1,113
<b>Total</b>	<b>3,067</b>	<b>6,605</b>

**Note 19 Other income**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest income (Refer Note (i) below)	28	22
Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	572	10
<b>Total</b>	<b>600</b>	<b>32</b>

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note i.) Interest income comprises:		
Interest from banks on:		
deposits	28	22
<b>Total - Interest income</b>	<b>28</b>	<b>22</b>

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note ii) Other non-operating income comprises:		
Liabilities / provisions no longer required written back	570	10
Miscellaneous income	2	-
<b>Total - Other non-operating income</b>	<b>572</b>	<b>10</b>

Note:

\*The company has written back the liability of Rs. 570 Lakhs during the Year. In the opinion of the management the sundry creditor of Rs. 570 Lakhs are no longer Payable in future.

**Note 20.a Increase /Decrease in Stock**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Opening stock	-	77
(Increase)/Decrease in stock	-	77

**Note 20.b Purchase**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Material Purchased & Consumed	303	3,565
<b>Total</b>	<b>303</b>	<b>3,565</b>

**Note 21 Employee benefits expense**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Salaries and wages	1398	1,271
Contributions to provident and other funds (Refer Note 25)	69	82
Staff welfare expenses	1	2
<b>Total</b>	<b>1,468</b>	<b>1,356</b>

**Note 22 Finance costs**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Interest expense on:		
(i) Borrowings	252	275
(b) Bank charges	11	21
<b>Total</b>	<b>263</b>	<b>295</b>

**Note 23 Other expenses**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Project Expenses</b>		
<b>Direct Expenses</b>		
Equipment Hire Charges	18	12
Job Charges	60	61
Boarding & Lodging Expenses	1	6
Rent	27	16
Consultancy Charges	124	35
Freight & Cartage	3	14
Tender Charges	-	0.06
Site Expenses	13	19
Tools	86	99
Diesel Filling Charges	-	57
	<b>332</b>	<b>319</b>
<b>Indirect Expenses</b>		
Legal Charges	4	4
Car Hire Charges	214	48
Conveyance Expenses	66	39
Telephone Expenses	12	9
Tour & Travelling Expenses	104	56
Repair & Maintenance	2	4
Security Charges	-	23
Service Charges	-	1
Car Running & Maintenance	69	1
Guest House Expenses	15	15
Works Contract tax	-	59
Provision for Doubtful Debts*1	310	-
Rent	20	26
Electricity	13	13
Penalty on Government Dues	8	-
Security Deposit Written off*2	15	-
	<b>851</b>	<b>298</b>
<b>Operative &amp; Administration Expenses</b>		
Communication Expenses	26	42
Office Maintenance	11	21
Auditor's Remuneration	10	9

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Professional charges	43	37
Director Fees	4	2
Rates and Taxes	11	19
Repair and Maintenance	21	22
Travelling Expenses	21	15
Vehicle Maintenance	5	15
Business Promotion	8	5
Advertisement Expenses	3	4
Conference Expenses	0.28	1
Misc Exp	2	0.39
Foreign Exchange fluctuation loss	(0.07)	44
Unserviceable project under progress*3	208	-
Bad Debts w/off	-	300
Liquidity damages*4	73	4
Interest on Govt dues	5	53
	<b>450</b>	<b>593</b>
<b>Prior Period Expenses</b>	<b>109</b>	<b>0.20</b>
<b>Total</b>	<b>1,741</b>	<b>1,210</b>
<b>Notes:</b>		

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>(i) Payments to the auditors comprises (net of service tax input credit, where applicable):</b>		
For Statutory Audit	6	6
For Tax Audit	3	3
For other services (Internal Audit)	2	2
Reimbursement of expenses		
<b>Total</b>	<b>11</b>	<b>11</b>
<b>(ii) Details of Prior period items (net)</b>		
<b>(a) Prior period expenses</b>		
Material purchase	1	-
Project Related Expenses	24	-
Communication Expenses	0.42	-
Conveyance Expenses-Project	2	-
Boarding & Lodging Allowance	0.09	-
Car Hire Charges Project	1	-
Site Expenses	2	-
Guest House Expenses	3	-
Office Expenses	0.02	-
Tools	0.20	-
Professional charges	2	-
Tour & Travelling Exp Project	51	-
Water Bill	-	0.20
Equipment Hire Charges	1	-
Rent-Project	0.09	-
Diesel Filling Expenses	21	-
<b>Total</b>	<b>109</b>	<b>0.20</b>

**Notes**

- The company has made a provision for doubtful debts for Rs. 3 crore which are long overdue.
- The company has written off the Security Deposits paid to the Landlords. The company has vacated the rented premises and these security deposit have already been adjusted with the outstanding Rents.
- The company has written off the W.I.P which is not serviceable in the future. The said W.I.P. is related to the IOCL Project which has been stopped due to technical reason.
- The company has provided the liquidity damage for non commitment of the business in the case of Indus Tower Limited amounting to Rs. 73 Lakhs. The company has made full and final settlement with Indus Tower Limited for the project awarded.



**Note 24 Additional information to the financial statement**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Contingent liabilities (to the extent not provided for)		
Guarantees		
(i) State Bank of India	25	58
(ii) IMCBL	114	114
<b>Total</b>	<b>139</b>	<b>172</b>

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

There is no Micro, small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March 2016. This information is disclosed under the Micro, Small and Medium Enterprises Development Act 2006 and has been determined to the extent such parties have been identified on the basis of information called for by the Company.

**Disclosure as per Rule 8(C) of The Companies (Accounts) Rules, 2014**

(Rs in Lakhs)

Expenditure in foreign currency :	As at 31st March, 2016	As at 31st March, 2015
Service cost	75	67
<b>Total</b>	<b>75</b>	<b>67</b>

(Rs. in Lakhs)		
	As at 31st March, 2016	As at 31st March, 2015
<b>Earnings in foreign exchange:</b>		
Rendering services	77	753
<b>Total</b>	<b>77</b>	<b>753</b>

**Note 25 Employee benefit plans**
**Defined contribution plans**

The Company makes Contribution of Provident Fund as per the provisions of Employees' Provident Funds and Miscellaneous Act, 1952 to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 44.55/- Lakhs (Year ended 31st March, 2015 Rs. 50.37 /- Lakhs) for Provident Fund contributions in the statement of profit &amp; loss account.

**Defined benefit plans**

The Company offers the following employee benefit schemes to its employees:

- i. Gratuity
- ii. Leave encashment

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2016		Year ended 31st March, 2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
<b>Components of employer expense</b>				
Current service cost	14.74	17.22	12.60	12.24
Interest cost	4.42	2.62	4.11	3.06
Actuarial losses/(gains)	(13.86)	(16.60)	(2.60)	(14.97)
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>5.31</b>	<b>3.25</b>	<b>14.11</b>	<b>0.33</b>
<b>Actual contribution and benefit payments for year</b>				
Actual benefit payments	3.88	1.60	4.20	1.58
Actual provisions	5.31	3.25	14.12	0.33
<b>Net asset / (liability) recognised in the Balance Sheet</b>				

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Present value of defined benefit obligation	<b>58.37</b>	<b>35.39</b>	<b>56.94</b>	<b>33.74</b>
Fair value of plan assets	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Funded status [Surplus / (Deficit)]	<b>(58.37)</b>	<b>(35.39)</b>	<b>(56.94)</b>	<b>(33.74)</b>
Unrecognised past service costs	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(58.37)</b>	<b>(35.39)</b>	<b>(56.94)</b>	<b>(33.74)</b>
Actuarial assumptions				
Discount rate	<b>7.50%</b>	<b>7.50%</b>	<b>7.75%</b>	<b>7.75%</b>
Rate of Increase in Compensation levels	<b>5.00%</b>	<b>5.00%</b>	<b>5.25%</b>	<b>5.25%</b>
Rate of Return in Plan Assets	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
Average remaining working lives of employees(years)	<b>29.74</b>	<b>29.74</b>	<b>27.53</b>	<b>27.53</b>

## Note 26 Disclosures under Accounting Standards (contd.)

### Particulars

The company's operations relate to Telecom Infrastructure services and Trading of Telecom Equipments and commodities. Accordingly, revenues represented along industries served constitute the primary basis of the segmental information set out above. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and Liabilities in the company's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since the meaningful segregation of the available data is onerous.

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016		
	Projects	Trading	Total
Revenue	3,034	32	3,066
Total	3,034	32	3,066
Segment result	(433)	(12)	(445)
Unallocable expenses (net)			333
Operating income			-
Other income (net)			599
Profit before taxes			(178)
Tax expense			(9)
Net profit for the year			(169)
Profit/Loss available for appropriations			(169)

Note: Segment results are from operations .

**Note 27 Disclosures pursuant to Accounting Standard 18 transaction with related parties**
**Particulars**
**Related party transactions**
**Details of related parties:**

Description of relationship	Names of related parties
Subsidiaries Associates Key Management Personnel (KMP)	Nutek HK Pvt Ltd, Ketun Energy Pvt Ltd, Nutek Europe SRO. Oriental Stich Pvt Ltd Mr. Inder Sharma, Mr. Ashish Bankar

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2016 and balances outstanding as at 31 March, 2016:

(Rs. in Lakhs)

	Subsidiaries	Associates	KMP	Total
Rendering of services	167			167
	(1,168)			(1,168)
Receiving of service i.e., Rent		18	-	18
		(20)	-	(20)
Payment of Salary			72	72
			(61)	(61)
Balances outstanding at the end of the year				
Equity Subscription	34,862			34,862
	(34,862)			(34,862)
Other Payable	474			474
	(279)			(0)
Deposit Assets (on Rent)		21	0	21
		(21)	(8)	(29)

Note: Figures in bracket relates to the previous year

**Note 28 Disclosures pursuant to Accounting Standards 19 "Lease"**

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Future minimum lease payments		
not later than one year	17	33
later than one year and not later than five years	20	3
Present value of minimum lease payments payable		
not later than one year	16	30
later than one year and not later than five years	15	2

**Note 29 Disclosures pursuant to Accounting Standards 20 "Earning per share**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Earnings per share		
Basic		
Net profit / (loss) for the year	(170)	38
Weighted average number of equity shares (in lakhs)	1,545	1,545
Par value per share	5	5
Earnings per share from continuing operations - Basic	(0.11)	0.02
Diluted		
Net profit / (loss) for the year	(170)	38
Weighted average number of equity shares - for diluted EPS	1,545	1,545
Par value per share	5	5
Earnings per share, from continuing operations - Diluted	(0.11)	0.02

**Note 30 Disclosures pursuant to Accounting Standard 22 Deferred Tax**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Deferred tax (liability) / asset		
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	16	29
Tax effect of items constituting deferred tax liability	16	29
Tax effect of items constituting deferred tax assets		
On difference between book balance and tax balance of fixed assets	-	4
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	137	54
Tax effect of items constituting deferred tax assets	137	58
<b>Net deferred tax (liability) / asset</b>	<b>122</b>	<b>29</b>

The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax .

**Note 31 Disclosure pursuant to Accounting Standard 29 Provisions ,Contingent Liabilities and Contingent Assets**
**Particulars**
**Details of provisions**

The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

**A.**

(₹ in Lakhs)

Particulars	As at 1st April, 2015	Additions	Utilisation	Reversal (withdrawn as no longer required)	As at 31st March 2016
Provision for Doubtful Debts					
Etisalat DB Telecom Pvt. Limited	-	13	-	-	13
Nokia (I) Pvt. Limited	-	152	-	-	152
GTL Limited	-	122	-	-	122
Nortel Networks (India) Pvt. Ltd	-	23	-	-	23
<b>Total</b>	<b>-</b>	<b>310</b>	<b>-</b>	<b>-</b>	<b>310</b>

**B. The Company has contingent Liability towards the Penalty provision provided in the contract with IOCL for non commitment of business.**

**C. Contingent Liability have not been determined in few cases pending against the company for business transaction.**

32 Nu Tek India Limited has been carrying on operations through site offices all over India. The site office expenses have been incorporated in the books of head office at Gurgaon.

33 Un –paid Dividend for the Financial year 2008-2009 of the amount of Rs.98,175 is outstanding as on 31 March, 2016

34 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

## Independent Auditors' Report on Consolidated Financial Statements of Nu Tek India Limited

### To the members of Nu Tek India Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Nu Tek India Limited ("the Holding Company") and its subsidiaries (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at March 31, 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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 Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

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

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

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

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

#### Opinion

Subject to the qualification given below, In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date. We report that-

- (1) The audit of the accounts of the branch Kenya & Nepal of the company done by another auditor has not been received by us. The financial of the branch have been compiled on the basis of accounts approved and produced by the management.

#### Emphasis of Matter

Without qualifying our report, we draw your attention to the following matters:

	Rs.
(1) Liability Written Back (Refer to Notes attached to Financial Statements)	56,986,644/-
(2) Unserviceable Project Under Progress (Refer to Notes attached to Financial Statements)	20,812,074/-
(3) Provision for Doubtful Debts (Refer to Notes attached to Financial Statements)	30,958,757/-
(4) Liquidity Damage (Refer to Notes attached to Financial Statements)	7,292,124/-
(5) Security Deposit/ Assets Written Off During the Year (Refer to Notes attached to Financial Statements)	1,453,282/-

#### Other Matters

1. We did not audit the financial statements/ financial information of subsidiary i.e. Ketun Energy Pvt. Limited, whose financial statements reflect total assets of 359 lakh as at March 31, 2016 and total revenue of 757 lakh for the year ended on that date. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

2. We did not audit the financial statements of the two subsidiaries Nutek HK Limited & Nu Tek Europe sro whose financial statements reflects total assets of Rs. 51251 Lakhs as at 31.03.2016 and total revenue of 211 lakh for the year ended on date, as considered consolidated financial statements. These financial statements are unaudited and certified & furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of this subsidiary, is based solely on such unaudited & management certified financial statements.

### Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
  - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group– Refer Note to the attached to the financial statement.
    - ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.; and
    - iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India.

For **SumanJeet Agarwal & Co.**

Chartered Accountants

Firm's Registration Number: 011945N

**Ankush Kumar**

Partner

Membership Number: 531341

Place: New Delhi

Date: 14.06.2016

## Annexure - A to the Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of Nu Tek India Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

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

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

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

For **SumanJeet Agarwal & Co.**

Chartered Accountants

Firm's Registration Number: 011945N

**Ankush Kumar**

Partner

Membership Number: 531341

Place: New Delhi

Date: 14.06.2016



**Balance Sheet as at 31st March 2016**

(Rs. in Lakhs)

Particulars	Note No.	"As at 31st March, 2016 "	As at 31st March, 2015
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share capital	2	7,726	7,726
(b) Reserves and surplus	3	55,372	54,128
		<b>63,098</b>	<b>61,854</b>
<b>2 Non-Current Liabilities</b>			
(a) Long-term borrowings	4	118	73
(b) Long-term provisions	5	94	91
		<b>212</b>	<b>164</b>
<b>3 Current Liabilities</b>			
(a) Short-term borrowings	6	1,351	1,655
(b) Trade payables	7	2,158	2,992
(c) Other current liabilities	8	578	830
(d) Short-term provisions	9	1,588	1,528
		<b>5,675</b>	<b>7,006</b>
		<b>68,985</b>	<b>69,023</b>
<b>B ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Fixed assets			
(i) Tangible assets	10A	219	213
(ii) Intangible assets	10B	302	947
(iii) Capital work-in-progress		3,769	3,564
		<b>4,290</b>	<b>4,724</b>
(b) Non-current investments	11	31,144	29,527
(c) Deferred tax assets (net)	31	113	25
(d) Long-term loans and advances	12	7,475	64
(e) Other non-current assets	13	-	3
		<b>43,022</b>	<b>34,344</b>
<b>2 Current Assets</b>			
(b) Trade receivables	14	11,928	12,419
(c) Cash and cash equivalents	15	490	1,162
(d) Short-term loans and advances	16	11,981	18,567
(e) Other current assets	17	1,564	2,531
		<b>25,962</b>	<b>34,680</b>
		<b>68,985</b>	<b>69,024</b>
<b>See accompanying notes forming part of the financial statements</b>			

 For **Suman Jeet Agarwal & Co.**  
 Chartered Accountants  
 FRN-11945N

**Ankush Kumar**  
 Partner  
 Membership Number 531341

 Place : New Delhi  
 Date : June 14, 2016

**FOR & ON BEHALF OF BOARD**
**Inder Sharma**  
 Chairman & Managing Director

**Ashish Bankar**  
 Chief Financial Officer

**Bhawani Charak**  
 Company Secretary

**Statement of Profit and Loss for the Year ended 31st March 2016**

(Rs. in Lakhs)

	Particulars	Note No.	For the year ended 31st Mar, 2016	As at 31st March, 2015
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
1	Revenue from operations	18	<b>3,881</b>	8,164
2	Other income	19	<b>600</b>	33
3	<b>Total revenue (1+2)</b>		<b>4,480</b>	8,196
4	<b>Expenses</b>			
	(a) Increase /Decrease in stock	20.a	-	77
	(b) Purchases	20.b	<b>303</b>	3,565
	(c) Employee benefits expense	21	<b>2,116</b>	1,866
	(d) Finance costs	22	<b>265</b>	301
	(e) Depreciation and amortisation expense	10.C	<b>750</b>	717
	(f) Other expenses	23	<b>2,283</b>	2,061
	<b>Total expenses</b>		<b>5,717</b>	8,586
5	<b>Profit / (Loss) before tax (3 - 4)</b>		<b>(1,237)</b>	(390)
6	<b>Tax expense:</b>			
	(a) Current tax expense for current year		<b>88</b>	24
	(b) Net current tax expense		<b>88</b>	24
	(c) Deferred tax		<b>(93)</b>	7
7	<b>Profit / (Loss) for the year (5 + 6)</b>		<b>(1,233)</b>	(421)
	(Statement of Profit and Loss without stating EBITDA)			
	<b>PBT Ratio</b>		<b>(31.87)</b>	<b>(4.78)</b>
	<b>PAT Ratio</b>		<b>(31.76)</b>	<b>(5.16)</b>
7.i	<b>Earnings per share (of Rs. 5/- each):</b>			
	(a) Basic		<b>(0.80)</b>	(0.27)
	(b) Diluted		<b>(0.80)</b>	(0.27)
See accompanying notes forming part of the financial statements				

 For **Suman Jeet Agarwal & Co.**  
 Chartered Accountants  
 FRN-11945N

**Ankush Kumar**  
 Partner  
 Membership Number 531341

 Place : New Delhi  
 Date : June 14, 2016

**FOR & ON BEHALF OF BOARD**
**Inder Sharma**  
 Chairman & Managing Director

**Ashish Bankar**  
 Chief Financial Officer

**Bhawani Charak**  
 Company Secretary

**Cash Flow Statement for the Year ended 31st March, 2016**

(Rs. in Lakhs) b

Particulars	"For the year ended 31st March, 2016"		"For the year ended 31st March, 2015"	
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		(1,237)		(392)
Adjustments for:				
Depreciation and amortisation	750		717	
Finance costs	265		301	
Unservicable Project under Progress Written off	208			
Liquidity Damages	73			
Provision for Doubtful Debts	310			
Security Written off	15			
Non Operating Income	(570)			
Interest income	(28)		(22)	
		1,023		996
Operating profit / (loss) before working capital changes		(214)		604
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	-		77	
Trade receivables	491		4,107	
Loans and advances	(825)		(1,545)	
Project under Progress	967		2,233	
Other assets	3		10	
Adjustments for increase / (decrease) in operating liabilities:				
Trade and other payables	(834)		(3,941)	
Other current liabilities	(209)		(439)	
		(408)		502
Cash generated from operations		(621)		1,106
Net income tax (paid) / refunds		(6)		2
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(615)</b>		<b>1,104</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(160)		(158)	
Increase/Decrease in fixed assets	(80)		(1)	
Increase/Decrease in investments	(1,617)			
- Others	0		(1,248)	
Interest received				
- Others	28		22	
Dividend received				
- Others			-	
		(1,830)		(1,385)
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(1830)</b>		<b>(1,385)</b>

Contd...

**Cash Flow Statement for the Year ended 31st March, 2016**

(Rs. in Lakhs)

Particulars	"For the year ended 31st March, 2016 "	"For the year ended 31st March, 2015 "
<b>C. Cash flow from financing activities</b>		
Proceeds from long-term borrowings	45	(34)
Net increase / (decrease) in working capital borrowings	(287)	(921)
Proceeds from other short-term borrowings	0	(5)
Finance cost	(265)	(301)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(507)</b>	<b>(1,261)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(2,949)</b>	<b>(1,542)</b>
Cash and cash equivalents at the beginning of the year	1,163	854
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	2,277	1,850
<b>Cash and cash equivalents at the end of the year</b>	<b>490</b>	<b>1,163</b>
<b>Cash and cash equivalents at the end of the year *</b>		
* Comprises:		
(a) Cash on hand	0.30	0.25
(b) Balances with banks		
(i) In current accounts	98	230
(ii) In EEFC accounts	0.0006	0.05
(iii) In deposit accounts	307	332
(iv) Cheques in Hand	85	600
	490	1,163
See accompanying notes forming part of the financial statements		

For **Suman Jeet Agarwal & Co.**  
Chartered Accountants  
FRN-11945N

**Ankush Kumar**  
Partner  
Membership Number 531341

Place : New Delhi  
Date : June 14, 2016

**FOR & ON BEHALF OF BOARD**

**Inder Sharma**  
Chairman & Managing Director

**Ashish Bankar**  
Chief Financial Officer

**Bhawani Charak**  
Company Secretary

## 1. Significant Accounting Policies

### 1.1 Basis of Accounting

The Company maintains its accounts on going concern basis following the historical cost convention as per the generally accepted accounting principles prevalent in India and on accrual method of accounting.

### 1.2 Basis for preparation of financial statements

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards notified by the Central Government and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

The preparation of financial statements in conformity with Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the reporting period. Examples of such expenses include estimates of contract completion costs, provision for doubtful debts, useful lives of fixed assets etc. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

### 1.3 Basis of Consolidation

The consolidated financial statements relate to Nu Tek India Limited (the Parent Company) and its subsidiary companies have been prepared in accordance with Accounting Standard 21 (AS-21) - "Consolidated Financial Statements" notified by the Central Government of India. The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Parent and its subsidiary companies (together the "group") have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and unrealised profits or losses on intra-group transactions.
- The financial statements of the subsidiaries used in consolidation are drawn up to the same reporting date as that of the Parent Company i.e. year ended 31 March 2016.

The subsidiaries considered in the consolidated financial statements are:

S. No.	Name of the Subsidiaries	Date of Acquisition/ Incorporation	Proportion (%) of Shareholding as on 31 March 2016	Country of incorporation
1	NuTek (HK) Private Limited	8 August 2008	100%	Hong Kong
2	Ketun Energy Pvt Ltd	30th April 2008	100%	India
3	Nu Tek Europe SRO	19th May 2010	100%	Czech

### 1.4 Revenue Recognition

Revenue from Sales/Services is accounted for as net of taxes and the principles of revenue recognition are given below:-

- Revenue from services rendered is recognized as the service is performed.
- Income from turnkey projects is recognized as a percentage and in proportion to work completion. However in cases of contracts where consideration is separately defined / identified for supply of goods/materials whose distinct identity remains even after project completion, revenue is recognized based on delivery at site to the customers.
- In case of fixed-price contracts, revenue is recognized based on the milestones achieved as specified in the contracts.
- Revenue from sales is recognized upon passing of title/ shipment/Installation of the products and on transfer of significant risk and rewards of ownership.
- Dividend income is recognized when the right to receive dividend is established.
- Interest is recognized on time proportion basis.

### 1.5 Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of freight, duties, taxes and expenses incidental to acquisition and installation till its present location.

### 1.6 Depreciation

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

### 1.7 Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of Fixed Assets, which take substantial period of time to get ready for its intended use, are capitalized until the time all substantial activities necessary to prepare such assets for their intended use are complete. Other borrowing costs are recognized as an expense in the year in which they are incurred.

### 1.8 Impairment

Accounting for impairment of Fixed Assets is done in accordance with the Accounting Standard 28 – “Impairment of Assets”. Accordingly, the carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the assets’ recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

### 1.9 Employee Benefits

- All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits in terms of Accounting Standard 15 (Revised)– “Employee Benefits”. Benefits such as salaries, wages and bonus etc., are recognised in the Profit and Loss Account in the period in which the employee renders the related service.
- Gratuity costs are defined benefits plans. The present value of obligations under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the Profit and Loss Account.
- Benefits under the Companies leave encashment scheme constitute other long term employee benefits. The obligation in respect of leave encashment is provided on the basis on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the Profit and Loss Account
- The Company is contributing to the Employee Provident Fund maintained under the Employees Provident Fund Scheme by the Central Government.

### 1.10 Finance Lease

Accounting for Financial Lease is done in accordance with Accounting Standard 19 – “Leases”. The assets are included in fixed assets and the capital elements of the leasing commitments are shown as obligations under leases liability. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit in proportion to the reducing capital element outstanding. Depreciation on Assets held under finance leases has been provided on Written down Value Method as per rates prescribed by Schedule-II to the Companies Act, 2013.

### 1.11 Accounting for Investments

Investments are accounted for in accordance with the Accounting Standard 13 – “Accounting for Investments”. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other Investments are classified as long term investments. Accordingly,

- The Long Term Investments are recorded at cost except where there is permanent diminution in its value.
- The Short Term Investments are recorded at Cost or Market Price whichever is lower. Unrealized loss arising due to the fall in market price is provided for in the accounts and any gain thereof is ignored.

### 1.12 Foreign Currency Transactions

Foreign Currency transactions are being recorded in accordance with Accounting Standard 11 “The Effects of changes in Foreign Exchange Rates”. Accordingly,

- Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the Profit and Loss Account.
- Non-Monetary items denominated in foreign currency are stated at the rate prevailing on the date of the transaction.

### 1.13 Foreign Currency Translation

In respect of non-integral foreign operations, the translation to Indian Rupee for the purpose of consolidation is performed for Balance Sheet Accounts using the closing exchange rates in effect at the Balance Sheet date and for revenues and expense accounts average exchange rates for the respective periods. The gains or losses resulting from such translations are reported as a separate component of Reserves and Surplus under the head “Foreign Currency Translation Reserves”

The conversion of balances of branches of foreign subsidiary Nu Tek (HK) Pvt Ltd is made from their respective country currencies to USD. These branches balances after merging with Head office balances in USD are translated into INR. The foreign subsidiary Nu Tek (HK) Pvt Ltd in its books has converted its branches balances from their respective country currencies to HKD and converted head office balances from USD to HKD. Due to such translations there may be exchange difference due to difference in exchange rate taken by Nu Tek (HK) Pvt Ltd. The translation of balances of foreign subsidiary Nu Tek Europe SRO is from currency Euro to currency INR.

#### **1.14 Taxes on Income**

##### **Deferred Tax:**

Deferred Tax Liability is provided pursuant to Accounting Standard – 22, “Accounting for Taxes on Income”. Deferred Tax Assets and Deferred Tax Liability are calculated by applying tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred Tax Liability arising mainly on account of excess depreciation allowed under Income tax laws.

Deferred Tax Assets due to expenses disallowed under section 40(a) under tax laws and on account of other timing differences are recognized only to the extent there is reasonable certainty of its realization.

Deferred Tax Assets due to unabsorbed depreciation or carry forward of losses under tax laws is recognized only to the extent that there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

##### **Current Tax:**

The provision for Taxation is based on estimated assessable total income of the Company as determined under the Income Tax Act 1961.

#### **1.15 Provisions, Contingencies and Contingent Assets**

Provisions, Contingencies and Contingent Assets are accounted for in accordance with Accounting Standard 29 – “Provisions, Contingent Liabilities & Contingent Assets”. Accordingly,

- A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
- A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
- Contingent Assets are neither recognized, nor disclosed

#### **1.16 Cash and cash equivalents**

Cash and cash equivalents include cash in hand and cash on deposit with banks.

#### **1.17 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## Note 2 Share Capital

Particulars	"As at 31st March, 2016 "		Year Ended As at 31 March, 2015	
	Number of shares	(Rs. In Lakhs )	Number of shares	(Rs. In Lakhs )
<b>(a) Authorised</b>				
Equity shares of Rs. 5/- each with voting rights	200,000,000	10,000	200,000,000	10,000
<b>(b) Issued</b>				
Equity shares of Rs. 5/- each with voting rights	154,518,600	7,726	154,518,600	7,726
	154,518,600	7,726	154,518,600	7,726
<b>(c) Subscribed and fully paid up</b>				
Equity shares of Rs. 5/- each with voting rights	154,518,600	7,726	154,518,600	7,726
	154,518,600	7,726	154,518,600	7,726
<b>Total</b>	<b>154,518,600</b>	<b>7,726</b>	<b>154,518,600</b>	<b>7,726</b>

## Note 2.a Share Capital

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2016			
- Number of shares	154,518,600	-	154,518,600
- Amount (Rs. in lakhs )	7,726	-	7,726
Year ended 31 March, 2015			
- Number of shares	154,518,600	-	154,518,600
- Amount (Rs. in lakhs )	7,726	-	7,726

## Note 2.b Share Capital

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March 2016		As at 31st March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Inder Sharma	14542860	9.41	14542860	9.41



**Note 3 Reserves and surplus**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Capital reserve		
Opening balance	0.13	0.13
Closing balance	0.13	0.13
(b) Securities premium account	34,528	34,528
(c) General reserve		
Opening balance	7,154	7,377
Add: Transferred from surplus in Statement of Profit and Loss	(1,233)	(421)
Closing balance	5,921	6,956
(d) Foreign currency translation reserve		
Opening Balance	12,420	10,570
Add / (Less): Effect of foreign exchange rate variations during the year	2,277	1,850
Closing Balance	14,697	12,420
(e) Money received against issue of warrant forfeited		
Opening balance	225	225
Closing balance	225	225
<b>Total</b>	<b>55,372</b>	<b>54,128</b>

**Note 4 Long-term borrowings (Non Current)**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Term loans		
From banks		
Secured (against hypothecation of vehicles)	59	31
	59	31
From other parties		
Secured (against hypothecation of vehicles)	4	6
	4	6
"(b) Long-term maturities of finance lease obligations		
Secured (Against hypothecation of office Equipments)	20	3
	20	3
(c) loans and advances from others		
Unsecured	35	33
<b>Total</b>	<b>118</b>	<b>73</b>

**Note 5 Long-term provisions**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provision for employee benefits:		
(i) Provision for Leave Encashment (Refer Note 25)	35	34
(ii) Provision for gratuity (net) (Refer Note 25)	58	57
<b>Total</b>	<b>94</b>	<b>91</b>

**Note 6 Short-term borrowings (Current)**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Loans repayable on demand		
From banks		
Secured	1,334	1,621
Unsecured	-	0.02
<b>Total</b>	<b>1,334</b>	<b>1,621</b>
(b) Current Maturity of Long Term Debts		0.21
from bank Secured (against hypothecation of vehicles)	-	(0.03)
(c) Current Maturity of fianace lease obligation	17	33
(secured against hypothecation of equipments )(Refer note no.4 (b) )		
Total d (b+c)	17	34
<b>Total (a+d)</b>	<b>1,351</b>	<b>1,655</b>

**Notes:**
**(i) Details of security for the secured short-term borrowings:**

Particulars	Nature of security	As at 31st March, 2016	As at 31st March, 2015
<b>Loans repayable on demand from banks:</b>	(Cash Credit from Banks secured by hypothecation of Book Debts and all other current assets, fixed assets of the company by way of first charge (excluding those specifically charged in favour of others) along with equitable mortgage of two properties owned by Mr Inder Sharma and Mrs Sumati Sharma ,directors of the company and by personal guarantee of aforesaid directors ).	1,334	1,621
<b>State Bank of India</b>			
<b>Total - from banks</b>		<b>1,334</b>	<b>1,621</b>

**Note 7 Trade payables**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Trade payables:</b>		
Other than Acceptances	2,158	2,992
<b>Total</b>	<b>2,158</b>	<b>2,992</b>

**Note 8 Other current liabilities**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Other payables		
Other payables include statutory remittances, amount with held from vendors, advances from customers and expenses payable	578	830
<b>Total</b>	<b>578</b>	<b>830</b>

**Note 9 Short-term provisions**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>(a) Provision for employee benefits:</b>		
(i) Provision for bonus	41	76
<b>(b) Provision - Others:</b>		
(i) Provision for tax	1,546	1,452
(ii) Provision for interest on TDS	0.04	0.04
	1,546	1,452
<b>Total</b>	<b>1,588</b>	<b>1,528</b>

**Note 10A Fixed assets**

Tangible assets	Gross block				Accumulated depreciation					Net Block	Net block
	"Balance as at 1st April, 2015"	Additions	Other adjustments	Disposal	As on 31st March 2016	"Balance as at 1st April, 2015"	Depreciation / amortisation expense for the year	Adjustments during the Period	As on 31st March 2016	As on 31st March 2016	"Balance as at 31st March, 2015"
(a) Car											
Owned	216	77	-	-	294	138	25	-	163	131	78
(b) Computer											
Owned	1	0.12	-	-	2	1	0.27	-	1	0.35	0
(c) Office Equipment											
Owned	75		11		64	54	4		58	6	21
(d) Furniture and Fixtures											
Owned	94		2		93	77	6		83	10	17
(e) Laptop											
Owned	1	1		-	2	1	0.75		2	0.72	0
Taken under finance lease *	62			-	62	39	15		54	8	23
(f) Other Office equipment											
Owned	5	1		-	6	3	1		4	2	3
(g) Plant & Machinery											
Owned	15			-	15	11	0.46		11	4	4
(h) TEMS											
Owned	160			-	160	102	7		109	51	58
(i) Genset											
Owned	21			-	21	14	1		15	6	7
(j) Motorcycle											
Owned	2			-	2	1	0		1	0.35	0
<b>Total</b>	<b>653</b>	<b>80</b>	<b>13</b>	<b>-</b>	<b>721</b>	<b>441</b>	<b>61</b>	<b>-</b>	<b>502</b>	<b>219</b>	<b>213</b>
Previous year	1,095	1	437	-	660	786	60	399	447	213	310

**Note 10B Fixed assets (contd.)**

Intangible assets	Gross block					Accumulated depreciation and impairment				Net Block	Net block
	"Balance as at 1 April, 2015"	Additions	Disposals	Other adjustments/ Exchange Difference	As on 31st March 2016	"Balance as at 1 April, 2015"	Depreciation / amortisation expense for the year	Other adjustments/ Exchange Difference	As on 31st March 2016	As on 31st March 2016	"Balance as at 31 March, 2015"
(a) Computer software	3,051	-		166	3,217	2,104	690	121	2,915	302	947
<b>Total</b>	<b>3,051</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,217</b>	<b>2,104</b>	<b>690</b>	<b>121</b>	<b>2,915</b>	<b>302</b>	<b>947</b>
Previous year	3,051		-	-	3,051	1,514	657	67	2,104	947	1,537

**Note 10C Fixed assets (contd.)**

(Rs. in Lakhs)

**Depreciation and amortisation relating to continuing operations:**

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Depreciation and amortisation for the year on tangible assets as per Note 10A	60	61
Depreciation and amortisation for the year on intangible assets as per Note 10B	690	657
Depreciation and amortisation relating to continuing operations	750	717

**Note 11 Non-current investments**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016			As at 31st March, 2015		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments (At cost):						
A. Trade	-	-	-	-	-	-
(a) Investment in equity instruments						
<b>Total</b>	-	-	-	-	-	-
B. Other investments						
(a) Investment in equity instruments						
(i) Accentor Infotech Pvt. Ltd.		100	100		100	100
(ii) Parker Builder Pvt. Ltd.		100	100		100	100
(iii) Shabro Metal & Technologies		571	571		571	571
(iv) ML Portfolio Pvt. Ltd.		15	15		15	15
(v) Prakausali Investments (I) Pvt Ltd		70	70		585	585
(vi) Capital Trade Link	515		515			
(vi) Jayswal Neco Industries	17		17	17		17
vii) Gulf corporation ltd		29,755	29,755		28,139	28,139
<b>Total</b>	533	30,611	31,144	17	29,510	29,527
<b>Total (A+B)</b>	<b>533</b>	<b>30,611</b>	<b>31,144</b>	<b>17</b>	<b>29,510</b>	<b>29,527</b>
Aggregate amount of quoted investments	533			17		
Aggregate market value of listed and quoted investments	2			2		
Aggregate amount of unquoted investments		30,611			29,510	

**Note 12 Long-term loans and advances**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>(a) Security deposits</b>		
Unsecured, considered good	21	64
(b) Loans and advances to unrelated parties		
Loans and advances to suppliers	6,557	-
Loans and advances to employees	897	-
<b>Total</b>	<b>7,475</b>	<b>64</b>

**Note 13 Other non-current assets**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>(a) Unamortised expenses</b>		
(i) ROC Fees for increase in Authorized capital	-	3
<b>Total</b>	<b>-</b>	<b>3</b>

**Note 14 Trade receivables**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	10,994	11,068
<b>Other Trade receivables</b>		
Unsecured, considered good	934	1,351
<b>Total</b>	<b>11,928</b>	<b>12,419</b>

**Note 15 Cash and cash equivalents**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Cash on hand	0.30	0.25
(b) Balances with banks		
(i) In current accounts	98	230
(ii) In EEFC accounts*	0.0006	0.05
(iii) In deposit accounts	307	332
(c) Cheques in Hand	85	600
<b>Total</b>	<b>490</b>	<b>1,162</b>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements.	490	1,163

\*EEFC Account has balance of Rs. 56.50/- which has been rounded off in Lacs

**Note 16 Short-term loans and advances**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Loans and advances to suppliers		
Unsecured, considered good	8,546	14,630
(b) Security deposits		
Unsecured, considered good	21	34
(c) Loans and advances to employees		
Unsecured, considered good	1	868
(d) Prepaid expenses - Unsecured, considered good	11	18
(e) TDS receivable	3,365	2,987
(f) Prepaid taxes	-	0.35
(g) Others Loans & Advances- Unsecured considered good	30	30
(h) MAT Credit Entitlement	6	-
<b>Total</b>	<b>11,981</b>	<b>18,567</b>

**Note 17 Other current assets**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Project under Progress	1,564	2,531
<b>Total</b>	<b>1,564</b>	<b>2,531</b>

**Note 18 Revenue from operations**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Sale of products	32	1,666
Income From Project services	2,128	5,160
Income from Project under progress	1,721	1,338
<b>Total</b>	<b>3,881</b>	<b>8,164</b>

**Note 19 Other income**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest income (Refer Note (i) below)	28	22
Net gain on foreign currency translation	-	1
Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	572	10
<b>Total</b>	<b>600</b>	<b>33</b>

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note i.) Interest income comprises:		
Interest from banks on:		
deposits	28	22
other balances	-	0.01
<b>Total - Interest income</b>	<b>28</b>	<b>22</b>

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note ii) Other non-operating income comprises:		
Liabilities / provisions no longer required written back *	570	10
Miscellaneous income	2	-
<b>Total - Other non-operating income</b>	<b>572</b>	<b>10</b>

Note:

\*The company has written back the liability of Rs. 570 Lakhs during the Year. In the opinion of the management the sundry creditor of Rs. 570 Lakhs are no longer Payable in future.

**Note 20.a Increase /Decrease in Stock**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Opening stock	-	77
(Increase)/Decrease in stock	-	77

**Note 20.b Purchase**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Material Purchased & Consumed	303	3,565
<b>Total</b>	<b>303</b>	<b>3,565</b>

**Note 21 Employee benefits expense**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Salaries and wages	2,026	1,761
Contributions to provident and other funds (Refer Note 25)	89	103
Staff welfare expenses	0.57	2
<b>Total</b>	<b>2,116</b>	<b>1,866</b>

**Note 22 Finance costs**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Interest expense on:		
(i) Borrowings	252	275
(b) Bank charges	13	26
<b>Total</b>	<b>265</b>	<b>301</b>

**Note 23 Other expenses**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Project Expenses</b>		
<b>Direct Expenses</b>		
Equipment Hire Charges	18	90
Job Charges	137	667
Boarding & Lodging Expenses	1	6
Rent	28	17
Consultancy Charges	291	93
Freight & Cartage	3	16
Tender Charges	-	0.06
Site Expenses	13	19
Tools	86	111
Diesel Filling Charges	-	57
	<b>576</b>	<b>1,076</b>
<b>Indirect Expenses</b>		
Legal Charges	4	70
Car Hire Charges	214	48
Conveyance Expenses	67	41
Telephone Expenses	12	9
Tour & Travelling Expenses	107	65
Repair & Maintenance	2	4
Security Charges	-	23
Service Charges	-	1
Car Running & Maintenance	69	1
Guest House Expenses	15	16
Works Contract tax	-	59
Provision for Doubtful Debts*1	310	-
Rent	20	26
Electricity	13	13
Penalty on Government Dues	8	-
Security Deposit Written off *2	15	-
	<b>856</b>	<b>376</b>
<b>Operative &amp; Administration Expenses</b>		
Communication Expenses	26	42
Office Maintenance	11	21
Auditor's Remuneration	19	16
Professional charges	45	41
Director Fees	4	2
Rates and Taxes	11	20
Repair and Maintenance	21	22
Travelling Expenses	21	15
Vehicle Maintenance	5	15
Insurance Expenses	3	2
Business Promotion	8	5
Advertisement Expenses	3	4
Conference Expenses	0.28	1
Misc Exp	2	0.39
Foreign Exchange fluctuation loss	277	46
Unserviceable project under progress*3	208	-
Bad Debts w/off	-	300
Liquidity damages*4	73	4
<b>Interest on Govt dues</b>	<b>5</b>	<b>53</b>
	<b>742</b>	<b>608</b>
<b>Prior Period Expenses</b>	<b>109</b>	<b>0.20</b>
<b>Total</b>	<b>2,283</b>	<b>2,061</b>



Particulars	As at 31st March, 2016	As at 31st March, 2015
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
For Statutory Audit	6	6
For Tax Audit	3	3
For other services (Internal Audit)	2	2
Reimbursement of expenses		
<b>Total</b>	<b>11</b>	<b>11</b>
(ii) Details of Prior period items (net)		
(a) Prior period expenses		
Material purchase	1	-
Project Related Expenses	24	-
Communication Expenses	0.42	-
Conveyance Expenses-Project	2	-
Boarding & Lodging Allowance	0.09	-
Car Hire Charges Project	1	-
Site Expenses	2	-
Guest House Expenses	3	-
Office Expenses	0.02	-
Tools	0.20	-
Professional charges	2	-
Tour & Travelling Exp Project	51	-
Water Bill	-	0.20
Equipment Hire Charges	1	-
Rent-Project	0.09	-
Diesel Filling Expenses	21	-
<b>Total</b>	<b>109</b>	<b>0.20</b>

**Notes**

- The company has made a provision for doubtful debts for Rs. 3 crore which are long overdue.
- The company has written off the Security Deposits paid to the Landlords. The company has vacated the rented premises and these security deposit have already been adjusted with the outstanding Rents.
- The company has written off the W.I.P which is not serviceable in the future. The said W.I.P is related to the IOCL Project which has been stopped due to technical reason.
- The company has provided the liquidity damage for non commitment of the business in the case of Indus Tower Limited amounting to Rs. 73 Lakhs. The company has made full and final settlement with Indus Tower Limited for the project awarded.

**Note 24 Additional information to the financial statement**

(Rs. in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Contingent liabilities (to the extent not provided for)		
Guarantees		
(i) State Bank of India	25	58
(ii) IMCBL	114	114
<b>Total</b>	<b>139</b>	<b>172</b>

A claim against the Nu Tek HK Private Limited has been filed before arbitration for a case under dispute of charting of a vessel. The amount involve is USD 8.7 Million and 1.7 Thousand Sterling Pound. We are unable to comment on status of the case in absense of informations.

**Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

There is no Micro, small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March 2016. This information is disclosed under the Micro, Small and Medium Enterprises Development Act 2006 and has been determined to the extent such parties have been identified on the basis of information called for by the Company.

<b>Expenditure in foreign currency :</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Other Expenses	1,283	2,152
<b>Total</b>	<b>1,283</b>	<b>2,152</b>

(Rs. in Lakhs)		
	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Earnings in foreign exchange:		
Rendering services	211	1,683
<b>Total</b>	<b>211</b>	<b>1,683</b>

## Note 25 Employee benefit plans

### Defined contribution plans

The Company makes Contribution of Provident Fund as per the provisions of Employees' Provident Funds and Miscellaneous Act, 1952 to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 62.56/- Lakhs (Year ended 31 March, 2015 Rs. 65.33 /- Lakhs) for Provident Fund contributions in the statement of profit & loss account.

### Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

- i. Gratuity
- ii. Leave encashment

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

<b>Particulars</b>	<b>Year ended 31st March, 2016</b>		<b>Year ended 31st March, 2015</b>	
	<b>Gratuity</b>	<b>Leave Encashment</b>	<b>Gratuity</b>	<b>Leave Encashment</b>
<b>Components of employer expense</b>				
Current service cost	14.74	17.22	12.60	12.24
Interest cost	4.42	2.62	4.11	3.06
Actuarial losses/(gains)	(13.86)	(16.60)	(2.60)	(14.97)
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>5.31</b>	<b>3.25</b>	<b>14.11</b>	<b>0.33</b>
<b>Actual contribution and benefit payments for year</b>				
Actual benefit payments	3.88	1.60	4.20	1.58
Actual provisions	<b>5.31</b>	<b>3.25</b>	<b>14.12</b>	<b>0.33</b>
<b>Net asset / (liability) recognised in the Balance Sheet</b>				
Present value of defined benefit obligation	58.37	35.39	56.94	33.74
Fair value of plan assets	NIL	NIL	NIL	NIL
Funded status [Surplus / (Deficit)]	(58.37)	(35.39)	(56.94)	(33.74)
Unrecognised past service costs	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(58.37)</b>	<b>(35.39)</b>	<b>(56.94)</b>	<b>(33.74)</b>
<b>Actuarial assumptions</b>				
Discount rate	7.50%	7.50%	7.75%	7.75%
Rate of Increase in Compensation levels	5.00%	5.00%	5.25%	5.25%
Rate of Return in Plan Assets	N.A.	N.A.	N.A.	N.A.
Average remaining working lives of employees(years)	<b>29.74</b>	<b>29.74</b>	<b>27.53</b>	<b>27.53</b>

## Note 26 Disclosures under Accounting Standards (contd.)

### Particulars

The company's operations relate to Telecom Infrastructure services and Trading of Telecom Equipments and commodities. Accordingly, revenues represented along industries served constitute the primary basis of the segmental information set out above. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and Liabilities in the company's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since the meaningful segregation of the available data is onerous.

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016		
	Projects	Trading	Total
Revenue	3,849	32	3,881
<b>Total</b>	<b>3,849</b>	<b>32</b>	<b>3,881</b>
Segment result	(841)	20	(820)
Unallocable expenses (net)			1,016
Operating income			-
Other income (net)			600
Profit before taxes			(1,237)
Tax expense			(4)
Net profit for the year			(1,233)
Profit/Loss available for appropriations			(1,233)

In the case of Ketun Energy Private Limited provision for Gratuity has been taken on lump sum basis of Rs. 1.62 lakhs

## Note 27 Disclosures pursuant to Accounting Standard 18 transaction with related parties

### Particulars

#### Related party transactions

#### Details of related parties:

<b>Description of relationship</b> Associates Key Management Personnel (KMP)	<b>Oriental Stich Pvt Ltd</b> Oriental Stich Pvt Ltd Mr. Inder Sharma, Mr. Ashish Bankar
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Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31st March, 2016 and balances outstanding as at 31st March, 2016:

(Rs. in Lakhs)

	Subsidiaries	Associates	KMP	Total
Receiving of service i.e., Rent		18	-	18
		(20)	0	(20)
Payment of Salary			72	72
			(61)	(61)
Deposit Assets (on Rent)		21	0	21
		(21)	(8)	(29)

Note: Figures in bracket relates to the previous year

**Note 28 Disclosures pursuant to Accounting Standards 19 "Lease"**

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Future minimum lease payments		
not later than one year	17	33
later than one year and not later than five years	20	3
Present value of minimum lease payments payable		
not later than one year	16	30
later than one year and not later than five years	15	2

**Note 29 Disclosures pursuant to Accounting Standards 20 "Earning per share"**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Earnings per share		
Basic		
Net profit / (loss) for the year	(1,233)	(423)
Weighted average number of equity shares (in lakhs)	1,545	1,545
Par value per share	5	5
Earnings per share from continuing operations - Basic	(0.80)	(0.27)
Diluted		
Net profit / (loss) for the year	(1,233)	(423)
Weighted average number of equity shares - for diluted EPS	1,545	1,545
Par value per share	5	5
Earnings per share, from continuing operations - Diluted	(0.80)	(0.27)

**Note 30 Disclosures pursuant to Accounting Standard 22 Deferred Tax**

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Deferred tax (liability) / asset		
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	16	33
On Unrealised Exchange Loss	9	0.10
Tax effect of items constituting deferred tax liability	24	33
Tax effect of items constituting deferred tax assets		
On difference between book balance and tax balance of fixed assets	-	4
<b>Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961</b>	<b>137</b>	<b>54</b>
<b>Tax effect of items constituting deferred tax assets</b>	<b>137</b>	<b>58</b>
<b>Net deferred tax (liability) / asset</b>	<b>113</b>	<b>25</b>

The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax .

## Note 31 Disclosure pursuant to Accounting Standard 29 Provisions ,Contingent Liabilities and Contingent Assets

### Particulars

Details of provisions

The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

A.

(₹ in Lakhs)

Particulars	As at 1st April, 2015	Additions	Utilisation	Reversal (withdrawn as no longer required)	As at 31st March 2016
Provision for Doubtful Debts					
Etisalat DB Telecom Pvt. Limited	-	13	-	-	13
Nokia (I) Pvt. Limited	-	152	-	-	152
GTL Limited	-	122	-	-	122
Nortel Networks (India) Pvt. Ltd	-	23	-	-	23
Provision for Interest on TDS	-	(0.04)	-	-	(0.04)
<b>Total</b>	<b>-</b>	<b>310</b>	<b>-</b>	<b>-</b>	<b>310</b>

Note: - Figures in brackets relate to the previous year.

**B. The Company has contingent Liability towards the Penalty provision provided in the contract with IOCL for non commitment of business.**

**C. Contingent Liability have not been determined in few cases pending against the company for business transaction.**

32 Nu Tek India Limited has been carrying on operations through site offices all over India. The site office expenses have been incorporated in the books of head office at Gurgaon.

33 Un –paid Dividend for the Financial year 2008-2009 of the amount of Rs.98,175 is outstanding as on 31 March, 2016

34. Consolidated financial statements forming part of the accounts with the Auditors report thereon are attached herewith.

35. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.









# BOOK POST



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