

Fruition Venture Limited

A-21, 3rd Floor, Savitri Bhawan, Comm. Complex,
Mukherji Nagar, Delhi-110 009 (INDIA)
Tel. : +91-11-47027878 Fax : +91-11-47561818
Web : www.fvl.co.in E-mail : info@fvl.co.in
CIN : L74899DL1994PLC058824

FVL/SE/BSE/AGM-4/16-17
Date: 3rd September, 2016

Department of Corporate Services,
Bombay Stock Exchange Ltd,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

**Sub: Submission of Fruition Venture Ltd(538568) Annual Report For The
F.Y. 15-16**

Dear Sir,

In terms of the provisions of the listing agreement, Please find enclosed the 22nd annual report of the company for the Annual General Meeting to be held on Friday, 30th September, 2016 at 21-A, 3rd Floor Savitri Bhawan, Commercial Complex, Mukherjee Nagar, New Delhi- 110 009.

This is for your information and record please.

We hope you will find the above in order.

**Thanking You
Yours Sincerely
Fruition Venture Limited**



**Richa
(Chief Financial Officer)**

Encl: a.a.



Fruition Venture Limited

22nd Annual Report
2015-16

Corporate Information

Board of Directors

- Narendar Nath Jain, Chairman
- Nitin Jain, Managing Director
- Sanhit Jain, Director
- Ravinder Kumar Jain, Independent Director
- Sunit Gupta, Independent Director
- Deepika Jain, Independent Director

Compliance officer & Company Secretary

Parul Bhargava

Chief Financial Officer

Ms Richa

Auditors

M/s P Aggarwal & Associates
Chartered Accountants
908, Arunachal, 19 Barakhamba
Road, New Delhi- 110 001

Bankers

- HDFC Bank Ltd, Mukherjee Nagar
New Delhi -110009
- Punjab National Bank, Mukherjee
Nagar, Delhi - 110009

Registered Office

21-A, 3rd Floor Savitri Bhawan,
Commercial Complex, Mukherjee
Nagar, New Delhi- 110 009
Phone No.+91-011-47027878
Fax- +91-011-47561818
Email- id: info@fvl.co.in
Website: www.fvl.co.in

Stock Exchange

- Bombay Stock Exchange Limited

Registrar & Share Transfer Agent

M/s. RCMC Share Registry Private
Limited
B-25/1, 1st Floor, Phase-II
Okhla Industrial Area
New Delhi - 110020.
E-mail- shares@rcmcdelhi.com

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Managing Director's Vision



"Fruition Venture Ltd – we have been steadfast in achieving our goals and increasing positive social impact. Fruition Venture Ltd made good progress by working towards creating strong domestic brand. We attribute our success to our overall strategy of

Differentiating, diversifying and developing. Strong domestic brands create much larger value since they create, capture and retain value within the country & help in achieving long term goal of creating sustainable economic value.

There are a number of strategies that we expect to implement during the current financial year.

Nitin Jain
Managing Director
Fruition Venture Limited

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of the Company will be held on Friday, 30th September, 2016 at 10.00 A.M. at 21-A, 3rd Floor Savitri Bhawan, Commercial Complex Mukherjee Nagar, New Delhi- 110009 to transact the following business:

Ordinary Business:**Item no.1: Adoption of Financial Statements**

To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.

Item no. 2: Appointment of Director

To appoint a Director in place of Mr. Sanhit Jain (DIN-05338933), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 3: Appointment of Auditors

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of M/s. P. Aggarwal & Associates, Chartered Accountants (ICAI Firm Registration No.081984) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty-Third AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the financial year 2016-17, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified."

Special Business:**Item No 4:**

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

"Resolved That pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr Sunit Gupta (DIN: 00270400), who was appointed as an Additional Director of the Company with effect from 18th February, 2016 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 18th February, 2016."

Item No 5:

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

"Resolved That pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Ms Deepika Jain (DIN: 07417135), who was appointed as an Additional Director of the Company with effect from 18th February, 2016 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the

Company to hold office for a term upto five consecutive years commencing from 18th February, 2016."

Item No 6:**Power to Mortgage u/s 180(1)(a) of the Companies Act, 2013**

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

Resolved That pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/ to be availed by way of loans(s) (in Foreign currency and/or rupee currency) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed ` 100 crore (Rupees One hundred Crore Only) in aggregate (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment/ redemption, remuneration of the Agents(s)/Trustees, all costs, charges, expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company and the lender(s), Agent(s) and Trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s).

Resolved Further That for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

Item No 7:**Power to borrow u/s 180(1)(c) of the Companies Act, 2013**

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the

Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the company, notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the company, apart from temporary loans obtained from the company's bankers in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the company, provided however, that the total amount so borrowed shall not exceed Rs 100 crore (Rupees One hundred Crore Only)."

Resolved Further That for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

Item No 8:

Power to make investment u/s 186 of the Companies Act, 2013

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions (If any), approval of the members of the Company be and is hereby given to the Board of Directors for the following transactions upto a maximum of Rs. 100 crore (Rupees One hundred Crore Only) outstanding at any time:

- a. To give loan to any person or other body corporate;
- b. To give guarantee or provide security in connection with a loan to any other body corporate or person;
- c. To acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

Resolved Further That for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

Item No 9:

Approval for Related Party Transactions u/s 188 of the Companies Act, 2013

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

"Resolved That pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, consent of the members of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with effect from October 1, 2016 and every year thereafter, up to the maximum per annum amounts as appended in table below:

Sl No	Name of the related party	Relationship	Amount per annum	Particulars of contract or arrangement
1.	Mr Nitin Jain	Managing Director	Rs 50,000/-	The Company has taken on lease the registered office from Director.

Resolved Further That the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on Behalf of the Board
For **Fruition Venture Limited**
(Formerly Indo Websec Ltd)

Date: 2nd September, 2016

Place: New Delhi

Sd/-
Nitin Jain
Managing Director
DIN: 00861328
Address: E-3/16, Model Town
Part-II, New Delhi-110009

Notes:

- A. APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- B.** Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed to and forms part of this Notice.
- C.** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

The procedure for the same is as under:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the name of the company "FRUITION VENTURE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

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

- D. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- E.** Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- F. Queries at the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- G.** Being appointment/re-appointment at the meeting, a brief resume along with the details of other Directorship and Shareholding in the Company of Board of Directors pursuant to In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, are provided as an annexure to this Notice.
- H. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed on Thursday, 29th September, 2016 and Friday, 30th September, 2016 for the purpose of the Annual General Meeting.
- I.** All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s RCMC Share Registry Private Limited at the address mentioned below:

RCMC Share Registry Private Limited

B-25/1, 1st Floor, Phase-II

Okhla Industrial Area

New Delhi - 110020.

Tel: 0120-4015880; Fax: 0120-2444346

- J.** The Equity Shares of the Company are listed on BSE Limited. The Company confirms that it has paid Annual Listing Fees to the said exchanges for the year 2016-17.
- K.** The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- L.** The Notice of the AGM alongwith the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- M.** To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with RTA of the Company.
- N. Voting through Electronic means:**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for FRUITION VENTURE LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

General Instructions: -

- The e-voting period commences on Monday, 26th September, 2016 (10.00 a.m. IST) and ends on Thursday, 29th September, 2016 (6.00 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 (record date) of 25th August, 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 shareholder, the shareholder shall not be allowed to change it subsequently.
- Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in

dematerialized form as on the cut-off date (record date) and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

- Ms. Jinu Jain, Company Secretary in whole time practice of M/s , Company Secretaries, 785, Pocket-E, Mayur Vihar Phase-2, Delhi 110 091, has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three(3) 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 voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fvl.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company on 30th September, 2016.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- The Annual Accounts of the company shall be available for inspection during business hours at our registered office and the same are also available at the website of the company.

Statement Annexed to Notice
[Pursuant to Provisions of Section 102(1) of the Companies Act, 2013]

Item No: 4

The Board of Directors of the Company had appointed Mr Sunit Gupta (DIN: 00270400), as an Additional Director of the Company with effect from 18th February, 2016. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr Sunit Gupta shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr Sunit Gupta signifying his candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Mr Sunit Gupta. In the opinion of the Board, Mr Sunit Gupta fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr Sunit Gupta, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

Item No: 5

The Board of Directors of the Company had appointed Ms Deepika Jain (DIN: 07417135), as an Additional Director of the Company with effect from 18th February, 2016. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms Deepika Jain shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms Deepika Jain signifying her candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Ms Deepika Jain. In the opinion of the Board, Ms Deepika Jain fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Ms Deepika Jain, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

Item No 6:

As per provisions of Section 180 (1) (a) of the companies Act 2013, the board may create mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immoveable properties of the Company for a value not exceeding Rs. 100 crore (Rupees One hundred Crore Only). The Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No 7:

As per provisions of Section 180 (1) (C) of the companies Act 2013, the board may borrow any amount as prescribed and requires approval from the members of the Company by way of a Special Resolution. Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immoveable properties of the Company for a value not exceeding Rs. 100 crore (Rupees One hundred Crore Only). The Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No 8:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof for giving any loan, investment or guarantee or provide any security for an amount not exceeding Rs. 100 crore (Rupees One hundred Crore Only).

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 8 for approval of the Members.

Item No: 9

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of SEBI Regulations, 2015, the following contracts / arrangements / transaction is material in nature and require the approval of the shareholders of the Company by a special resolution:

Sl No	Name of the related party	Relationship	Amount per annum	Particulars of contract or arrangement
1.	Mr Nitin Jain	Managing Director	Rs 50,000/-	The Company has taken on lease the registered office from Director.

Mr Nitin Jain, Mr N N Jain and Mr Sanhit Jain are interested in the abovementioned resolution for the transaction set out above.

**For and on Behalf of the Board
For Fruition Venture Limited**

Date: 2nd September, 2016

Place: New Delhi

**Sd/-
Nitin Jain
Managing Director
DIN: 00861328
Address: E-3/16, Model Town
Part-II, New Delhi-110009**

DIRECTORS' REPORT**Dear Members**

Your Directors have pleasure in submitting the 22nd Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2016.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review alongwith previous years figures are given hereunder: Rs. (in '000) except per equity share data

Particulars	Particulars For the Year ended 31st March 2016	Particulars For the Year ended 31st March 2015
Net Sales /Income from Business Operations	1,13,069	58,075
Other Income	307	495
Total Income	1,13,376	58,570
Less Interest	93	23
Profit before Depreciation	12,266	6,392
Profit after depreciation and Interest	12,151	6,273
Less Current Income Tax	2,484	917
Less Previous year adjustment of Income Tax	-3,368	351
Less Deferred Tax	1,302	1,984
Net Profit after Tax	11,732	3,021
Surplus- Opening Balance	NIL	NIL
Amount transfered from General Reserve	893	NIL
Amount available for appropriation	11,732	3,021
Dividend (including Interim if any and final)	NIL	NIL
Amount transfered to General Reserve	NIL	3,021
Surplus – Closing Balance	12,625	NIL
Earning per share (Basic)	2.93	0.76
Earning per Share(Diluted)	2.93	0.76

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company is engaged in the business of trading of computer & computer peripherals, fabrics, shares and securities, consultancy and other related activities. During the year ended 31st March, 2016 under review the total income of the Company was Rs. 11,33,76,993 as against Rs. 5,85,70,677 for year ended 31st March, 2015. The Company was able to earn a net profit for the year ended 31st March, 2016 of Rs. 1,17,32,086 against a profit of Rs. 30,21,967 for year ended 31st March, 2015. Your Management is putting in their best efforts to improve the performance of the Company. The Company is performing well and therefore future prospects looks bright and in the year to come, the Company will strive to achieve the projected profitability and increase its scale of operation.

3. DIVIDEND

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

Company is into the business of trading so there is no major consumption of energy and technology absorption in the Company. There are office equipments and other electricity facilities installed in the office premises of the Company and the management takes care of minimal usage of energy. The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There is no Foreign Exchange Inflow and Outflow during the year under review.

7. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has adopted a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company itself. The policy for Risk Management is attached herewith as Annexure 1.

8. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review. Policy for Related party is annexed herewith as annexure No. 2.

11. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

In terms of the provisions of Section 178(3) of the Act and provisions of Listing Agreement/ Listing Regulations, the NRC is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted the Policy on Board Diversity and Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which is reproduced in Annexure-3. Nomination And Remuneration Policy is annexed as Annexure 3A.

12. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure 4 and is attached to this Report.

13. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 8 Board meetings during the financial year under review.

14. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.-

Internal financial control means the policies and procedures adopted by the Company 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.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company as on 31st March, 2016.

16. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of Section 149 of the Act, the directors at their meeting held on 18th February, 2016, appointed the following as Independent Directors of the Company:

- Ms Deepika Jain
- Mr Sunit Gupta

In terms of Section 203 of the Act, the following are Key Managerial Personnel of your Company:

- Mr Narendar Nath Jain, Chairman
- Mr. Nitin Jain, Managing Director
- Mr. Sanhit Jain, Non-Executive Director
- Mr Ravindra Kumar Jain, Independent Director
- Ms. Richa, Chief Financial Officer
- Ms Parul Bhargava, Company Secretary

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and Listing Agreement/ Listing regulation with the Stock Exchanges.

In accordance with the requirements of the Act and the Articles of Association of the Company, Mr. Sanhit Jain retires by rotation and is eligible for re-appointment.

18. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

19. COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee of Directors
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

20. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees.

The following process was adopted for Board Evaluation:

Based on the inputs received, the Chairman of the NRC also made a presentation to the Independent Directors at their meeting, summarising the inputs received from the Directors as regards Board performance as a whole, and of the Chairman. The performance of the non-independent non-executive directors and Board Chairman was also reviewed by them. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed by the Chairman of the NRC with the Chairman of the Board. It was also presented to the Board and a plan for improvements was agreed upon.

Every statutorily mandated committee of the Board conducted a self-assessment of its performance and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

Feedback was provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation were presented to the Board.

21. PARTICULARS OF EMPLOYEES AND REMUNERATION

There being no employees whose information is required to be provided under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

22. STATUTORY AUDITORS

M/s. P. Aggarwal & Associates, Chartered Accountants were appointed as Statutory Auditors till the conclusion of this Annual General Meeting. They have been recommended for appointment till the conclusion of Annual General Meeting to be held in 2017. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

23. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. A policy on vigil mechanism is attached as Annexure 5.

24. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report. There were no qualifications, reservations or adverse remarks made by the Practicing Company Secretary in its Secretarial report attached herewith as Annexure 6.

25. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
For Fruition Venture Limited**

**Date: 02/09/2016
Place: New Delhi**

**Sd/-
Nitin Jain
Managing Director
DIN: 00861328**

**Sd/-
Sanhit Jain
Director
DIN: 05338933**

Annexures to Board's Report

Risk Management Policy And Strategy

The Company is required to institute risk management frame work comprising a process for risk assessment and minimization with roles and responsibilities for monitoring and reporting risks and controls.

This document therefore tries to identify the key events/ risk impacting the business objectives and attempts to develop risk policies and strategies to ensure timely evaluation, reporting and monitoring key business risks.

This Risk Management Policy will be evaluated and reviewed from time to time and requisite changes will be made to this document.

Our risk management approach is composed of mainly three components:

1. Risk Governance
2. Risk Identification
3. Risk Assessment and Control

1. Risk Governance:

- ✓ The Board is responsible for managing risk on various parameters, at the corporate level.
- ✓ The functional heads have to ensure implementation of the risk mitigation measures.
- ✓ The Audit Committee provides oversight and reviews Risk Management Policy from time to time.

2. Risk Identification:

External and internal risk factors that must be managed are identified in the context of business objectives.

3. Risk Assessment and Control

This is composed of

- (a) Risk assessment and reporting
- (b) Risk control
- (c) Capability development

On a periodic basis risk due to external and internal factors are assessed by responsible managers across the organization. Norms aimed at limiting exposures are integral to this frame work. The risks are identified and formally reported through mechanism such as operation reviews and committee meetings. Internal control is exercised through policies and systems to ensure timely availability of information that facilitate pro-active risk management.

The first step for formulating Risk Management Policy is therefore to define the business objectives on various parameters. The business objectives of the Company can be enumerated as follows:

Business objectives:

- a) Financial Parameters
 - ✓ achieve revenue growth
 - ✓ sustain profitability
- b) Market and Customer focus
 - ✓ grow customer relationships
 - ✓ develop market by promoting new uses
 - ✓ broaden geographical foot print
- c) Operating Efficiency
 - ✓ improve quality and productivity
 - ✓ control operations costs
- d) Organizational Development
 - ✓ develop tiers of leadership
 - ✓ develop and retain competencies
- e) Growth
 - ✓ To diversify into new revenue streams

The risk factors which may impact the business objectives and measures to be taken for managing/mitigation these risks are:

- i. External Risk Factors
- ii. Internal Risk Factors

i. External Risk Factors

- ✓ Macro economic factors
- ✓ Exchange rate fluctuations
- ✓ Raw material price fluctuations
- ✓ Political environment
- ✓ Competitive environment
- ✓ Inflation and cost structure
- ✓ Security and business continuity
- ✓ Competition from other market players

ii. Internal Risk Factors

- ✓ Financial reporting risks
- ✓ Liquidity and leverage
- ✓ Contractual compliance
- ✓ Compliance with local laws
- ✓ Human resources management
- ✓ Protection and maintenance of Assets
- ✓ Ethics and values

Each risk factor is monitored periodically by the Management of the Company and any event arising from these likely to adversely impact operations is reported to the Board/ Audit Committee.

Policy on Related Party Transaction**1. Introduction**

The Board of Directors (the "Board") of Fruition Venture Limited (the "Company"), recognizes that certain relationships can present potential or actual conflicts to interest and may raise questions about whether transactions associated with such relationships are consistent with Company's and its stakeholders' best interest. The Company must specifically ensure that the certain transactions are effected and disclosed in accordance with strict legal and accounting standard to which it is subject. This policy regarding review and approval of related Party transactions has been adopted by the Company's Board of Directors in order to set forth the procedures under which certain transactions must be reviewed and approved or ratified by the Audit Committee.

2. Purpose

This policy is framed as per requirement of Listing Regulation entered into by the Company with the Stock Exchanges and is intended to ensure proper approval and reporting of transactions between the Company and its Related Parties. The Company is required to disclose each year in the Financial Statements certain transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties.

3. Applicability and Effective date

This Policy will be applicable to the Company with effect from 1st October, 2014 to regulate transactions between the Company and its related Parties based on the applicable laws and regulations.

4. Definitions

"Act" shall mean the Companies Act, 2013 and the rules framed there under, including any modifications, amendments, clarifications circulars or re-enactment thereof.

"Arms Length basis" means a transaction between two related parties that is conducted as if they were unrelated, so there is no conflict of interest. For determining of Arm's length basis, guidance may be taken from the provisions of Transfer Pricing under the Income Tax Act, 1961.

"Audit Committee or Committee" means Committee of Board of Directors of the Company constituted under provisions of Listing agreement/ Listing Regulations and Companies Act, 2013.

"Board" means Board of Directors of the Company.

"Control" shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

"Key Managerial Personnel" means key managerial personnel as defined under the Companies Act, 2013 and includes

- (i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole- time director;
- (ii) Company Secretary;
- (iii) Chief Financial Officer

"Material Related Party Transaction" means a transaction with a related party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the Company.

"Policy" means Related Party Transaction Policy.

"Related Party" means related party as defined in Listing agreement/ Listing Regulations which is as follows:

An entity shall be considered as related to the Company if:

- (i) Such entity is a related party under Section 2(76) of the Companies Act, 2013; or
- (ii) Such entity is a related party under the applicable accounting standards."

"Relative" with reference to any person, means anyone who is related to another, if-

- i) They are the members of a Hindu Undivided Family
- ii) They are husband and wife; or
- iii) One person is related to other person as:
 - a) Father (including step-father).
 - b) Mother (including step-mother).
 - c) Son (including step-son).
 - d) Son's wife. e) Daughter.
 - f) Daughter's husband.
 - g) Brother (including step-brother);
 - h) Sister (including step-sister).

"Related Party Transaction" means any transaction directly or indirectly with any Related Party involving a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged. A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

5. Policy

All Related Party transactions will be referred /reported to Audit Committee for approval by the Committee in accordance with this Policy.

6. Identification of the Potential Related Party Transaction

All the companies which are directly or indirectly related to the Company will be considered as Related Parties. The Company shall also identify related Party Transactions with Directors/Key Managerial Personnel or with their relatives.

Each director/Key Managerial Personnel is responsible for providing written notice to the Company Secretary of any potential Related Party Transaction involving him or her or his or her relatives.

7. Review and Approval of Related Party Transactions

1. The Company shall not enter into any contract or arrangement with a Related Party without the approval of the Audit Committee. Prior approval of the Audit Committee shall be obtained for all Related Party Transactions other than those with Exempted Wholly Owned Subsidiaries (whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval).
2. The Audit Committee may, in the interest of the conduct of affairs of the Company, grant omnibus approval for Related Party Transactions that are repetitive in nature, subject to the following conditions:

- i. The name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into be specified;
- ii. The indicative base price / current contracted price and the formula for variation in the price, if any be specified;
- iii. Such other conditions as the Audit Committee may deem fit.

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

3. Where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.
4. Audit Committee shall review, at-least on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given.
5. In the event any contract or arrangement with a related party is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of Listing Agreement, the Companies Act 2013 and the Rules framed thereunder (including obtaining approval of the Board and/ or its shareholders, as applicable, for such contract or arrangement.
6. All material related party transactions, other than those with exempted Wholly Owned Subsidiaries will be placed for approval of the shareholders of the Company and the related parties shall abstain from voting on such resolutions. The interested Directors shall also not be eligible to participate in the discussion and voting on the related party transactions in terms of section 184 of the Companies Act, 2013.

8. Disclosures

The Company is required to disclose Related Party Transactions in the Company's Board's Report to shareholders of the Company. Details of all Material Related Party Transactions shall be disclosed quarterly along with Company's Compliance Report on Corporate Governance, in accordance with the Listing Agreement. This Policy will be disclosed/ hosted on Company's website and a web link there to shall be provided in the Annual Report of the Company.

9. Amendment

The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time.

Note: The provisions of the Companies Act, 2013 and rules thereto and the Listing agreement/ Listing Regulations (including any amendment thereto from time to time) to the extent applicable, shall be apply in addition to this policy.

Policy on Board Diversity and Director Attributes

1. Objective

1.1 The Policy on Board Diversity ('the Policy') sets out the approach to diversity on the Board of Directors ('the Board').

1.2 The company recognises that diversity at board level is a necessary requirement in ensuring an effective board. A mix of executive, independent and other non-executive directors is one important facet of diverse attributes that the company desires. Further, a diverse board representing differences in the educational qualifications, knowledge, experience, gender, age, thought and perspective results in delivering a competitive advantage and a better appreciation of the interests of stakeholders. These differences should be balanced against the need for a cohesive, effective board. All board appointments shall be made on merit having regard to this policy.

2. Attributes of Directors

2.1 The following attributes need to be considered in considering optimum board composition:

i) **Gender diversity:**

Having at least one woman director on the Board with an aspiration to reach three women directors.

ii) **Age**

The average age of board members should be in the range of 60 - 65 years.

iii) **Competency**

The board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, the environment, green technologies, operations of the Company's businesses, energy commodity markets and other disciplines related to the Company's businesses.

iv) **Independence**

The independent directors should satisfy the requirements of the Companies Act, 2013 ('the Act') and the listing agreements in respect of the 'independence' criterion.

Additional Attributes

- The directors should not have any other pecuniary relationship with the Company, its subsidiaries, associates or joint ventures and the company's promoters, besides sitting fees and commission.
- The directors should not have any of their relatives (as defined in the Act and Rules made thereunder) as directors or employees or other stakeholders (other than with immaterial dealings) of the company, its subsidiaries, associates or joint ventures.
- The directors should maintain an arm's length relationship between themselves and the employees of the Company, as also with the directors and employees of its subsidiaries, associates, joint ventures, promoters and stakeholders for whom the relationship with these entities is material.
- The directors should not be the subject of allegations of illegal or unethical behaviour, in their private or professional lives.
- The directors should have ability to devote sufficient time to the affairs of the Company.

3. Role of the Nomination and Remuneration Committee

3.1 The Nomination and Remuneration Committee ('the NRC') shall review and assess board composition whilst recommending the appointment or reappointment of independent directors.

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Listing Agreement/ Listing regulations, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management, one level below the Executive Directors, including the functional heads.

Objective:

The objective of the policy is to 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.

Role of the Committee:

The role of the NRC are inter alia, includes the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.

- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM/ TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i) The Services are rendered by such Director in his capacity as the professional;
and
- i) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- Company shall disclose the remuneration policy and evaluation criteria in its Annual Report.
- The Committee may Delegate any of its powers to one or more of its members.

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN :** L74899DL1994PLC058824
ii) **Registration Date :** 05/05/1994
iii) **Name of the Company :** Fruition Venture Limited
iv) **Category/Sub Category :** Listed Public Limited by Shares
v) **Address of the registered office and contact details:** 21-A, 3rd Floor Savitri Bhawan, Commercial Complex, Mukherjee Nagar, New Delhi- 110009
vi) **E-mail:** info@fvl.co.in
vii) **Whether listed company:** YES
Stock Exchange : Bombay Stock Exchange Limited
Delhi Stock Exchange Association
Scrip Code(BSE) : 538568
vii) **Name, Address and Contact details of Registrar and Transfer Agent:**
Name : M/s RCMC Share Registry Pvt Ltd
Address : B-25/1, Ist Floor, Phase-II
Okhla Industrial Area
New Delhi - 110020.
Contact Details : 0120-4015880

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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of
1	Trading of shares & securities	8030	100%

III. Particulars of HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. no.	Name and address of the company	CIN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Statement showing shareholding pattern of the Promoter & Promoter Group

	Category and name of the shareholders (I)	No. of Shareholders (III)	No. of fully paid up equity shares held (iv)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR,1957 As a % of (A+B+C2) (VIII)
(1)	Indian				
(a)	Individuals/Hindu undivided Family	4	1855301	1855301	46.38
(b)	Central Government/State Government(s)	0	0	0	0
(c)	Financial Institutions/Banks	0	0	0	0
(d)	Any other - Group Companies	0	0	0	0
	Sub-Total (A) (1)	4	1855301	1855301	46.38
(2)	Foreign				
(a)	Individuals/(Non-Resident Individuals/Foreign Individuals)	0	0	0	0
(b)	Government	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0
(e)	Any Other - Body Corporates	0	0	0	0
	Sub-Total (A) (2)	0	0	0	0
	Total Shareholding of Promoter & Promoter Group (A)=(A)(1)+(A)(2)	4	1855301	1855301	46.38

Statement showing shareholding pattern of the Public Shareholder

	Category and name of the shareholders (I)	No. of Shareholders (III)	No. of fully paid up equity shares held (iv)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR,1957 As a % of (A+B+C2) (VIII)
(1)	Institutions				
(a)	Mutual Funds	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0
(e)	Foreign Portfolio Investors	0	0	0	0
(f)	Financial Institutions/Banks	0	0	0	0
(g)	Insurance Companies	0	0	0	0
(h)	Provident Funds/Pension Funds	0	0	0	0
(i)	Any other	0	0	0	
	Foreign Financial Institutions	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
(2)	Central Government/State Government(s)/ President of India	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0
(3)	Non-Institutions				
(a)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1816	1230035	1230035	30.75
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	4	205644	205644	5.14
(b)	NBFCs registered with RBI	0	0	0	0
(c)	Employee Trusts	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing Figures)	0	0	0	0
(e)	Any other	0	0	0	
	Body Corporates	28	668864	668864	16.72
	Clearing Members	5	40156	40156	1
	Non Residents	0	0	0	0
	Trusts	0	0	0	0

	Foreign Company	0	0	0	0
	Sub-Total (B)(3)	1853	2144699	2144699	53.62
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	1853	2144699	2144699	53.62

Statement showing shareholding pattern of the Promoter & Promoter Group

Sno	Category and name of the shareholders (I)	PAN (II)	No. of fully paid up equity shares held (iv)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR,1957) (VIII) As a % of (A+B+C2)
A	(a) INDIVIDUALS/HINDU UNDIVIDED FAMILY		0	0	0
1	NITIN JAIN	ADHPJ5131D	747300	747300	18.68
2	NARENDER NATH JAIN	ABGPJ1373G	550601	550601	13.77
3	SANHIT JAIN	AQNPJ2731J	400000	400000	10
4	NITIN JAIN HUF	AADHN9524M	157400	157400	3.94

Statement showing shareholding pattern of the Public Shareholder holding more than 1% of total number of shares

S No.	Category and name of the shareholders (I)	PAN (II)	No. of fully paid up equity shares held (iv)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR,1957) (VIII) As a % of (A+B+C2)
B	(a) (II) INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 2 LAKHS.		0	0	0
1	MANOJ KUMAR SHAH		63400	63400	1.59
2	NARENDRA SHAH		63400	63400	1.59
3	MANEESH BAWA		44000	44000	1.1
B	BODY CORPORATES		0	0	0
1	PROGRESSIVE FINLEASE	AAACP1321L	350000	350000	8.75
2	YOGYA ENTERPRISES LIMITED	AAACY4447L	106987	106987	2.67
3	LANI MERCHANDISE PVT LIMITED	AABCL5188N	74700	74700	1.87
4	SNOWBLUE TREXIM PRIVATE	AARCS0073K	50000	50000	1.25

LIMITED

(i) **INDEBTEDNESS:** Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

Vi) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-(MGT-9)**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Narender Nath Jain Chairman & Non-Executive Director	Nitin Jain Managing Director	Sanhit Jain Whole- Time Director	
1	Gross salary	NIL	4,80,000/-	3,00,000/-	7,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL	NIL

- Change of designation of Mr Sanhit Jain from Whole Time Director to Non Executive Director.

Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
			----	----	---	
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Remuneration Managerial	NIL	NIL	NIL	NIL	NIL

Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL
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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Parul Bhargava CS	Richa CFO	Total
1	Gross salary	NIL	1,20,000	2,40,000	3,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

Vii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: (MGT-9)

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

VIGIL MECHANISM/ WHISTLE BLOWER POLICY**1. PREFACE**

Fruition Venture Limited (hereinafter referred to as "the Company"), being a Listed Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations by promoting a fair, transparent, ethical and professional work environment.

Pursuant to Listing Regulation and as per applicable provisions of section 177 of the Companies Act, 2013 every listed company is required to establish a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy.

The Company has set up and adopted a Vigil Mechanism/ Whistle Blower Policy (**the "Policy"**) which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company. The Mechanism as set up herein-below shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

2. POLICY OBJECTIVES

The Objective of The Vigil (Whistle Blower) mechanism is to provide a reporting channel to report genuine concerns about unethical behavior, actual or suspected misappropriation or fraud to safeguard unethical practices in the organization and to report any deviations in terms of employee's integrity and professional conduct. The purpose is to encourage the employees and directors of the Company to come forward and express their suspected misconduct concerns without fear of punishment or unfair treatment.

3. COVERAGE OF THE POLICY

All employees and directors associated with the Company can raise concerns regarding malpractices and events which may negatively impact the company. Any misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected can be reported by the whistle blower concerning employees and the directors of the Company.

4. DEFINITIONS :

- a. **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A /sec 177 of the Companies Act, 1956/ Companies Act 2013 and read with Listing agreement/ Listing Regulations with the Stock Exchanges.
- b. **"Employee"** means any employee or Director of Company.
- c. **"Protected Disclosure"** means a disclosure of a genuine concern concerning actual or suspected raised by a written communication made in good faith that

discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

- d. **"Code"** mean Conduct for Directors and Senior Management Personnel adopted by the Company.
- e. **"Subject"** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- f. **"Whistle Blower"** means an Employee/director making a Protected Disclosure under this Policy.
- g. **"Vigilance Officer"** means an officer of the company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.

5. ELIGIBILITY

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- a. The complainant/whistleblowers are expected to speak up and bring forward the concerns or complaints about issues listed under point-3 "Coverage of the policy" by addressing the same to the Vigilance Officer or the Chairman of the Audit Committee/ Chairman of the Company in a closed and secured envelope super scribed as **Confidential – Under Whistle Blower Policy** or sent through email at designated email ID in Hindi, English or any other regional language.

The complainant/Whistle Blower shall report such Protected Disclosures as soon as possible after he/she becomes aware of the same so as to ensure a clear understanding of the issues raised.

- b. The complainant/ Whistle Blower may or may not disclose his/her identity. In order to protect identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants. The Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- c. The Company shall not entertain anonymous/ pseudonymous disclosures.
- d. The Vigilance Officer or the Chairman of the Committee/Chairman as the case may be after receiving the Protected Disclosure shall process the same.
- e. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee/Chairman in exceptional cases. The contact details of the Vigilance Officer are as under:

Ms Richa (Vigilance Officer)

Fruition Venture Limited

Regd. Off: 21A, 3rd Floor, Savitri Bhavan, Commercial Complex

Mukherjee Nagar, New Delhi-110009

Email: info@fvl.co.in

- f. Protected Disclosure against the Vigilance Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman of

the Company should be addressed to the Chairman of the Audit Committee.

Mr. Narendra Nath Jain (Chairman of the Company)

Fruition Venture Limited
21A, 3rd Floor, Savitri Bhavan, Commercial Complex
Mukherjee Nagar, New Delhi-110009
Email: info@fvl.co.in

Mr. Ravinder Kumar Jain (Chairman – Audit Committee)

Fruition Venture Limited
Regd. Off: 21A, 3rd Floor, Savitri Bhavan, Commercial Complex
Mukherjee Nagar, New Delhi-110009
Email: info@fvl.co.in

- g. On receipt of the protected disclosure the Vigilance Officer / Chairman/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not.
- h. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

The investigation wherever appropriate/ deemed necessary would be carried out to determine the authenticity of the allegations and for fact-finding.

8. PROTECTION

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time
- d. Keep the electronic mails / files under password.

10. DECISION

- a. If an investigation leads the Vigilance Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- b. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

11. REPORTING

The Vigilance officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

13. ROLE OF VIGILANCE OFFICER

- a. A structured approach should be followed to ascertain the creditability of the charge.
- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Chairman of the Company / Chairman of the Audit Committee on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation Report including the approach of investigation should be submitted to the Chairman with all the documents in support of the observations.

14. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

Secretarial Audit Report
For the Financial Year ended 31st March, 2016

To

The Members
Fruition Venture Limited
3rd Floor, Savitri Bhawan
21-A, Commercial Complex, Mukherjee Nagar
New Delhi 110 009

In terms of the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, and other applicable provisions, if any, we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fruition Venture Limited, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L 74899 DL 1994 PLC 058824 and having its registered office at 3rd Floor, Savitri Bhawan, 21-A, Commercial Complex, Mukherjee Nagar, New Delhi- 110 009 (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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 the 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:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable since there was no activity relating to Substantial Acquisition of Shares and Takeovers during the period under review.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable since there has been no activity relating to issue of Capital during the period under review.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable as the Company has not issued/proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009; Not Applicable as the Company has not delisted/proposed to delist its equity shares from any stock exchange during the financial year under review.
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; Not Applicable as the Company has not bought back/proposed to buy back any of its securities during the financial year under review.
 - i. Securities and Exchange Board of India (Listing Regulations), 2015
- vi. The Company has confirmed that except the above mentioned statutes, no other law is applicable, specifically, to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India; Not applicable as not notified during the period under review.
- ii. The Listing Agreements entered into by the Company with Stock Exchanges;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We further report that

During the period under review, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

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

We further report that during the audit period, the Company has not entered into/carried out any specific events/actions which may have a major bearing on the Company's affairs.

**For Jinu Jain
Company Secretaries**

**Place: New Delhi
Date: 30th August, 2016**

**Sd/-
Jinu Jain
ACS No.: 22076; CP No: 10379**

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

'Annexure A'

To

**The Members
Fruition Venture Limited
3rd Floor, Savitri Bhawan
21-A, Commercial Complex, Mukherjee Nagar
New Delhi 110 009**

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

- 1.** Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2.** We have followed the audit practices and process 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 process 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.** Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of 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 Jinu Jain
Company Secretaries**

**Place: New Delhi
Date: 30th August, 2016**

**Sd/-
Jinu Jain
ACS No.: 22076; CP No: 10379**

MANAGEMENT DISCUSSION AND ANALYSIS:**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company strongly believes that Internal Control Systems are necessary for Good Corporate Governance and has in place an effective system of internal controls to ensure that all assets are properly safeguarded and protected and used optimally and financial transactions are reported accurately. Cautionary Statement Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry - global or domestic or both, significant changes in political and economic environment in India, applicable statutes, litigations etc.

DISCLOSURES BY MANAGEMENT TO THE BOARD:

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested Directors do not participate in the discussions nor do they vote on such matters.

CEO/CFO Certification

We, Nitin Jain, Managing Director and Richa, Chief Financial Officer, responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2016 and that to the best of our 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) To the best of our 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) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) 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 over financial reporting.

Fruition Venture Limited

Annual Report 2015-16

**FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS
For Fruition Venture Limited**

**Date: 02/09/2016
Place: New Delhi**

**Sd/-
Nitin Jain
Managing Director
DIN: 00861328**

**Sd/-
Richa
Chief Financial Officer**

Independent Auditor's Report

To
The Members,
Fruition Venture Limited

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Companies Act, 2013, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c. the Balance Sheet, 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. on the basis of written representations received from the directors as on March 31, 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 Companies Act, 2013.
- 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 has disclosed that there are no pending litigations on its financial position in its 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For P. Aggarwal & Associates,
Chartered Accountants
FRN: 03086N**

**Sd/-
Pradeep Aggarwal
Partner
Membership No. : 081984**

**Place: New Delhi
Date: 17 May 2016**

Annexure - A to the Auditors' Report

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
 - (b) The fixed assets have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) No title deeds of immovable property are held in the name of the company.
- (ii) The Company is dealing in shares and holds its inventory in dematerialized form and does not have any inventory in physical form. Balances as per Books of accounts are verified with Demat Statements.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the business activities undertaken by the Company.
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including income tax and cess with the appropriate authorities in India ; However provident fund, employees state insurance, sales tax, value added tax, duty of customs, service tax and duty of excise are not applicable on the company during the year.

- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of income tax which have not been deposited on account of any disputes.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (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.
- (x) According to the information and explanations given to us, no 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 give 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 give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (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 directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For P. Aggarwal & Associates
Chartered Accountants
FRN: 03086N

Sd/-
Pradeep Aggarwal
Partner
Membership No. : 081984

Place: New Delhi
Date: 17.05.2015

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 Fruition Venture Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For P. Aggarwal & Associates
Chartered Accountants
FRN: 03086N

Sd/-
Pradeep Aggarwal
Partner
Membership No. : 081984

Place: New Delhi
Date: 17.05.2015

FRUITION VENTURE LIMITED

CIN- L74899DL1994PLC058824

Regd. Off:- 21-A, III Floor Mukherjee Nagar, Commercial Complex, Delhi-110009

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Balance Sheet as at 31 March, 2016

Particulars		Note No.	As at 31 March, 2016	As at 31 March, 2015
			Rs.	Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	4,00,00,000.00	4,00,00,000.00
	(b) Reserves and surplus	4	1,34,12,476.78	16,80,391.33
	sub total		5,34,12,476.78	4,16,80,391.33
2	Non - Current Liabilities			
	(a) Long Term Borrowings		-	-
	(b) Deferred Tax Liabilities	11	-	-
	sub total		-	-
3	Current liabilities			
	(a) Short Term Borrowings	5	-	35,00,000.00
	(b) Trade Payables	6	868.00	1,16,987.50
	(c) Other current liabilities	7	-	-
	(d) Short-Term Provision	8	20,84,874.00	-
	sub total		20,85,742.00	36,16,987.50
	TOTAL		5,54,98,218.78	4,52,97,378.83
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	9	6,44,497.00	7,36,297.90
	sub total		6,44,497.00	7,36,297.90
	(b) Non-current investments	10	3,15,57,953.93	63,45,735.60
	(c) Deferred tax assets (net)	11	36,497.00	13,38,861.00
	(d) Long-term loans and advances	12	16,500.00	16,500.00
	sub total		3,16,10,950.93	77,01,096.60
2	Current assets			
	(a) Inventories	13	1,80,22,214.45	4,15,48,357.27
	(b) Cash and cash equivalents	14	16,39,930.40	2,48,961.06
	(c) Short-term loans and advances	15	14,427.00	39,427.00
	(d) Other current assets	16	39,31,339.00	5,63,290.00
	sub total		2,36,07,910.85	4,24,00,035.33
	TOTAL		5,58,63,358.78	5,08,37,429.83
	Corporate Information	1		
	Significant Accounting Policies	2		

See accompanying notes forming part of the financial statements

As per our report of even date attached
For P. Aggarwal & Associates
Chartered Accountants FRN - 03086N

For and on behalf of the Board of Directors

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984

Sd/-
Nitin Jain
Managing Director
DIN: 00861328

Sd/-
Sunit Gupta
Additional Director
DIN: 00270400

Sd/-
Narender Nath Jain
Director
DIN: 00227948

Sd/-
Parul Bhargava
Company Secretary
PAN : AOEPB8117K

Sd/-
Richa
CFO
PAN : BQMPR4063F

Place : New Delhi
Date : 17-05-2016

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

Particulars	Note No.	For the year ended	For the year ended
		31 March, 2016	31 March, 2015
		Rs.	Rs.
1 Revenue from operations	17	11,30,69,015.61	5,80,75,339.22
2 Other income	18	3,07,977.49	4,95,337.87
3 Total revenue (1+2)		11,33,76,993.10	5,85,70,677.09
4 Expenses			
(a) Purchases of stock of shares	19a	7,77,54,852.36	7,25,71,744.92
(b) Changes in inventories of stock-in-trade	19b	2,00,55,703.82	-2,62,87,377.46
(c) Employee benefits expense	20	19,96,326.00	19,15,980.00
(d) Finance costs	21	93,848.48	22,603.00
(e) Depreciation and amortisation expense	9	1,15,700.50	1,19,373.00
(f) Other expenses	22	12,09,285.71	39,74,909.28
Total expenses		10,12,25,716.87	5,22,97,652.71
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		1,21,51,276.23	62,73,024.38
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 + 6)		1,21,51,276.23	62,73,024.38
8 Extraordinary items		-	-
9 Profit / (Loss) before tax (7 + 8)		1,21,51,276.23	62,73,024.38
10 Tax expense:			
(a) Current tax expense for current year		24,84,874.00	9,17,210.00
(b) Income Tax Adjustments for earlier years		-	3,51,500.00
(c) MAT Credit Utilized		31,681.00	
(d) Mat for the earlier years		-33,99,730.00	
(e) Deferred tax		13,02,365.00	19,84,347.00
		4,19,190.00	32,51,057.00
11 Income Tax adjustment of earlier years		-	-
12 Profit / (Loss) from operations (9 +10-11)		1,17,32,086.23	30,21,967.38
13 Profit / (Loss) for the year (12)		1,17,32,086.23	30,21,967.38
14.i Earnings per share (of Rs. 10/- each):			
(a) Basic			
(i) Continuing operations		2.93	0.76
(b) Diluted			
(i) Continuing operations		2.93	0.76
14.ii Earnings per share (excluding extraordinary items) (of Rs. 10/- each):			
(a) Basic			
(i) Continuing operations		2.93	0.76
(b) Diluted			
(i) Continuing operations		2.93	0.76
Corporate Information	1		
Significant Accounting Policies	2		

See accompanying notes forming part of the financial statements

As per our report of even date attached

For P. Aggarwal & Associates

Chartered Accountants FRN - 03086N

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984Sd/-
Nitin Jain
Managing Director
DIN: 00861328Sd/-
Sunit Gupta
Additional Director
DIN: 00270400Sd/-
Narender Nath Jain
Director
DIN: 00227948Sd/-
Parul Bhargava
Company Secretary
PAN : AOEPB8117KSd/-
Richa
CFO
PAN : BQMPR4063FPlace : New Delhi
Date : 17-05-2016

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Note	Particulars
1	<p>Corporate information Company have its registered office at 21-A, 3rd Floor Savitri Bhawan, Commercial Complex, Mukherjee Nagar, New Delhi, India -110009. Company are engaged in the business of shares stock, securities, finance broker.</p> <p>Company has been enlisted on Bombay Stock Exchange with effect from 30.07.2014</p> <p>The company has discontinued the business of trading of computer, computer parts and all kind of fabrics from the Financial Year 2015-16.</p> <p>2 Significant accounting policies</p> <p>2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:</p> <p>a) These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These Financial Statements have been prepared to comply in all material respects with the Accounting Standards ('AS') specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956 and Companies Act, 2013. company follows the accrual system of accounting in general and the historical cost convention in accordance with the generally accepted Accounting Principles (GAAP).</p> <p>b) The financial statements are prepared in accordance with the accrual basis of accounting. Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use.</p> <p>c) All assets and liabilities have been classified as current and non current as per the companies' normal operating cycle and other criteria set out in the in the schedule III to the Companies Act 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current & non current classification of assets and liabilities.</p> <p>d) The company was running into losses/ inadequate Profits in earlier years. Accordingly, MAT Entitlement was not recognised as an Asset. The Company has shown sufficient profits to be able to use MAT Credit Entitlement in Coming years. Accordingly, MAT Entitlement for current year & earlier years has been recognised resulting in additional Surplus of Rs. 2,55,465.00/- in the year & Rs. 33,99,729.00 related to earlier years.</p> <p>2.2 Use of estimates</p> <p>The preparation of the financial statements in conformity with Indian Accounting Standards requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p> <p>2.3 Fixed Assets and Intangible Assets</p> <p>a) Fixed Assets are stated at their original cost less accumulated depreciation and impairments, if any.</p> <p>b) Intangible assets expected to provide future enduring economic benefits are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortisation and impairment, if any.</p>

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Note 2 Significant accounting policies (contd.)

Note	Particulars
2.4	Depreciation and Amortization
	<p>a) Depreciation on tangible assets is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful lives of the respective fixed assets. Pursuant to the enactment of the Companies Act, 2013, the company has, effective 1st April 2014, reviewed and revised the useful life of its respective fixed assets and such useful lives are equal to the corresponding useful life prescribed in Part C of Schedule II to Companies Act, 2013.</p> <p>b) Depreciation/amortisation on assets added, sold or discarded during the year has been provided on pro-rata basis.</p> <p>c) Computer Server (Acquired) are depreciated on straight line basis over a period of Six years.</p>
2.5	Inventories
	<p>Inventories are valued at the lower of cost (FIFO) and Market Value. During the year the Company has adopted Valuation for Stocks at lower of Cost or Market Value for each class of securities. In earlier years item-wise cost & market value whichever is lower was followed. Due to change in the method of accounting, profit is overstated by Rs.18,77,734/-. Cost includes all charges in bringing the goods to the point of sale, including STT, Service Tax, etc.</p>
2.6	Investments
	<p>Investments are intended to be held for more than one year from the date on which such investments are made and are classified as Non-current investments.</p> <p>Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.</p> <p>During the year trading stock of Rs. 34,70,439/- has been transferred to Non- Current investments as it is intended to be held as investments.</p> <p>During the year shares purchased, and available in the trading stock of Rs. 2,11,56,109.22/- are converted into Non-Current Investments as they are intended to be held for a long period.</p>
2.7	Cash and cash equivalents (for purposes of Cash Flow Statement)
	<p>Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p>
2.8	Cash flow statement
	<p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
2.9	Revenue recognition
	<p>a) Income from sale of shares are recognised on the basis of Share Broker's note.</p> <p>b) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.</p> <p>c) Dividend income is recognized when the Company's right to receive dividend is established.</p> <p>d) All other income are accounted for on accrual basis.</p>
2.10	Other income
	<p>Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it, is established.</p>
2.11	Employee benefits
	<p>No provision for gratuity and Leave Encashment on retirement has been made.</p>

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Note 2 Significant accounting policies (contd.)

Note	Particulars
2.12	<p>Others Previous year's figures have been recast and regrouped wherever necessary.</p>
2.13	<p>Provisions, Contingent Liabilities and Contingent Assets A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date. Re-imburement expected in respect of expenditure to settle a provision is recognized only when it is virtually certain that the re-imburement will be received. A Contingent Asset is not recognized in the Accounts.</p>
2.14	<p>Earnings per share Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.</p>
2.15	<p>Taxes on income Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Deferred tax is recognised as per Accounting Standard -22 issued by ICAI. Deferred tax is subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, if any are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.</p>

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Note 3 Share capital

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs.10 each with voting rights	40,00,000.00	4,00,00,000.00	40,00,000.00	4,00,00,000.00
(b) Issued, Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	40,00,000.00	4,00,00,000.00	40,00,000.00	4,00,00,000.00
(c) Par Value per Share		10.00		10.00
Total	40,00,000.00	4,00,00,000.00	40,00,000.00	4,00,00,000.00

The Company presently has only one Class of Equity Shares. Each Shareholder is entitled to one vote per share and also to dividend as proposed and approved by the Directors and Members, respectively.

3a. Share capital reconciliation

Particulars	Opening Balance	Addition during the year	Deletion during the year	Closing balance
Issued Capital				
Equity shares with voting rights				
Year ended 31 March, 2016				
- Number of shares	40,00,000.00	-	-	40,00,000.00
- Amount (Rs.)	4,00,00,000.00	-	-	4,00,00,000.00
Year ended 31 March, 2015				
- Number of shares	40,00,000.00	-	-	40,00,000.00
- Amount (Rs.)	4,00,00,000.00	-	-	4,00,00,000.00
Subscribed and fully paid up				
Equity shares with voting rights				
Year ended 31 March, 2016				
- Number of shares	40,00,000.00	-	-	40,00,000.00
- Amount (Rs.)	4,00,00,000.00	-	-	4,00,00,000.00
Year ended 31 March, 2015				
- Number of shares	40,00,000.00	-	-	40,00,000.00
- Amount (Rs.)	4,00,00,000.00	-	-	4,00,00,000.00

3b. Shareholders

Particulars				
(i) Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 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				
Nitin Jain	7,47,300.00	18.68%	7,47,300.00	18.68%
Narender Nath Jain	5,50,601.00	13.77%	5,50,601.00	13.77%
Progressive Finlease Limited	3,50,000.00	8.75%	3,50,000.00	8.75%
Mansukh Securities & Finance Limited	-	0.00%	3,00,000.00	7.50%
Sanhit Jain	4,00,000.00	10.00%	2,00,000.00	5.00%

Note :- No preferential allotment was made by the company during the year.

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Note 4 Reserves and surplus

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Securities Premium Account		
Opening Balance	7,87,000.00	7,87,000.00
Add:- Premium on shares issued during the year	-	-
Less:- Utilised during the year	-	-
Closing Balance	7,87,000.00	7,87,000.00
(b) General Reserve		
Opening balance	8,93,391.33	(21,28,323.05)
Add: Net Profit after tax transferred from Statement of Profit & Loss Account	-	30,21,967.38
Amount available for Appropriations	8,93,391.33	8,93,644.33
Less: Amount transferred to Surplus during the year	8,93,391.33	253.00
Closing balance	-	8,93,391.33
(c) Surplus/ (Deficit) in Statement of Profit and Loss		
Opening Balance	-	-
Add :- Profit/Loss for the year	1,17,32,086.23	-
Add :- Amount transferred from General Reserve	8,93,391.33	-
Less :- Dividend	-	-
Closing Balance	1,26,25,477.56	-
Total	1,34,12,477.56	16,80,391.33

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Note 5 Short-term borrowings

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Secured		
(a) Loans repayable on demand		
(i) from other parties	-	35,00,000.00
Total a	-	35,00,000.00

Note 6 Trade Payables

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Trade Payables	-	-
TOTAL	-	-

Note 7 Other current liabilities

b

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Other payables		
(i) TDS Payable	-	12,845.00
(ii) Unpresented Cheques	868.37	61,074.50
(iii) Others Liabilities	-	43,068.00
Total	868.37	1,16,987.50

Note 8 Short Term Provisions

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
a) Provision For Income Tax	20,84,874.00	-
Total	20,84,874.00	-

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Note 9 Fixed Assets

	Gross Block as at 1 April, 2015		Gross block		Accumulated depreciation and impairment		Net Block		Useful life	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.			
			Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	No of Years	
Tangible assets										
(a) Computers	5,18,467.00	51,555.00	32,200.00	4,544.99	5,42,366.99	43,669.50	-	4,80,526.99	81,609.51	3.00
(b) Furniture & Fixture	10,25,992.76	-	-	-	10,25,992.76	48,334.00	-	6,72,280.97	4,02,045.79	10.00
(c) Office Equipment	33,000.00	-	-	-	33,000.00	6,270.00	-	15,670.49	23,599.51	5.00
(d) Plant & Machinery	2,75,159.00	-	-	-	2,75,159.00	17,427.00	-	63,542.84	2,29,043.06	15.00
Total	18,52,618.76	51,555.00	32,200.00	4,544.99	18,76,518.75	1,15,700.50	-	12,32,021.38	7,36,297.88	
Previous year	18,52,618.75		18,52,616.76	4,544.99	18,52,616.76	1,19,373.00	-	11,16,320.88	7,36,297.90	

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Note 10 Non-current investments

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Investments (At cost):		
Trade Investments	NIL	NIL
Other Investments		
Investments- Quoted Securities		
Investment in equity instruments -		
(i) of other entities		
-2500 shares of Rs18.20each in Oswal Chemicals Limited	45,500.00	45,500.00
-26157 shares of Rs. 27.50 each in Cosco (India) Ltd	7,20,408.10	7,20,408.10
-250000 shares of Rs.22.09 Each in Networth Stock Broking Ltd	55,79,827.50	55,79,827.50
-100000 shares of Rs.13.90 Each in Networth Stock Broking Ltd	13,90,000.00	-
-32720 Shares of Rs.53.14 Take solutions	17,38,740.80	-
-87791 Shares of Rs.145.19 Take solutions	1,27,46,531.12	-
-50000 shares of Rs.6.83 Each in Future Consumer Enterprises	3,41,698.20	-
-250000 shares of Rs. 35.98 of Ind Swift Lab	89,95,248.99	-
	3,15,57,954.71	63,45,735.60
Total (A+B)	3,15,57,954.71	63,45,735.60
Less: Provision for diminution in value of investments	-	-
Total	3,15,57,954.71	63,45,735.60
Aggregate amount of quoted investments	3,15,57,954.71	63,45,735.60
Aggregate market value of listed and quoted investments	-	1,19,62,936.70

8(i) Networth Stock Brokers(1,00,000 shares @ Rs.13.90/- each amounting to Rs.13,90,000/-), Take Solutions Ltd.(32720 shares @ Rs.53.14/- each amounting to Rs. 17,38,740.80/-) & Future Consumer Enterprises(50,000 shares @ Rs. 6.83/- each amounting to Rs. 3,41,698.20/-) totaling to Rs.55,21,436.17/- are transferred from Opening Stock into Non - Current Investments.

8(ii) Ind Swift Lab (2,50,000 shares @ Rs.35.98/- each amounting to Rs. 89,95,248.99/-) and Take Solutions Ltd. (87,791 shares @ Rs. 145.19/- each amounting to Rs. 1,27,46,375.29/-) are transferred from trading stock into Non- Current Investments

Note 11 Deferred Tax Asset

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
Deferred Tax Asset	36,497.00	13,38,861.00
	36,497.00	13,38,861.00

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Note 12 Long-term loans and advances

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Security deposits		
Secured, considered good	-	-
Unsecured, considered good	16,500.00	16,500.00
Doubtful	-	-
	16,500.00	16,500.00
Less: Provision for doubtful deposits	-	-
Total	16,500.00	16,500.00

Note 13 Inventories

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Stock-in-trade (Shares)	1,80,22,214.45	4,15,48,357.27
Total	1,80,22,214.45	4,15,48,357.27

13(i) value of Inventories are taken at the cost or market value which ever is lower

Note 14 Cash and cash equivalents

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Balances with banks		
(i) In current accounts	16,19,437.38	2,38,760.06
(b) Cash on hand	20,494.00	10,201.00
Total	16,39,931.38	2,48,961.06

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Note 15 Short-term loans and advances

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(a) Security deposits		
Secured, considered good		-
Unsecured, considered good	-	15,000.00
Doubtful	-	-
Less: Provision for doubtful deposits	-	-
	-	15,000.00
(b) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	6,000.00	16,000.00
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
	6,000.00	16,000.00
(c) Prepaid expenses - Unsecured, considered good	8,427.00	8,427.00
Total	14,427.00	39,427.00

Note 16 Other current assets

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs.	Rs.
(b) I T Refund Recievable FY 12-13	3,38,500.00	3,38,500.00
(c) I T Refund Recievable FY 13-14	90,000.00	90,000.00
(d) Income Tax Refund FY 14-15	1,34,790.00	1,34,790.00
(e) MAT Credit Entitlement	33,68,049.00	-
Total	39,31,339.00	5,63,290.00

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Note 17 Revenue from operations

	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
		Rs.	Rs.
(i)	Sale of shares	11,27,49,708.66	5,87,70,684.05
	Total (a)	11,27,49,708.66	5,87,70,684.05
(ii)	Profit from Day Dealing	3,19,306.95	-6,95,344.83
	Total (b)	3,19,306.95	-6,95,344.83
	TOTAL (a)+(b)	11,30,69,015.61	5,80,75,339.22

Note 18 Other income

	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
		Rs.	Rs.
(a)	Dividend income: Others	3,03,432.50	4,41,078.65
(b)	Profit from Sale of Investment	-	9,944.22
(c)	Cr. Balance Written back	-	44,315.00
(d)	Profit from Sale of Fixed Assets	4,544.99	-
	Total	3,07,977.49	4,95,337.87

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Note 19.a Purchase of traded goods

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
Purchase of Shares	9,94,96,632.47	7,25,71,744.92
Less : Stock transferred to Non-Current Investments	2,17,41,780.11	-
Total	7,77,54,852.36	7,25,71,744.92

Note 19.b Changes in inventories of stock-in-trade

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
<u>Inventories at the end of the year:</u>		
Stock of shares	1,80,22,214.45	4,15,48,357.27
	1,80,22,214.45	4,15,48,357.27
<u>Inventories at the beginning of the year:</u>		
Stock of shares	4,15,48,357.27	1,52,60,979.81
Less : Securities transferred to Investment at cost	34,70,439.00	-
	3,80,77,918.27	1,52,60,979.81
Net (increase) / decrease	2,00,55,703.82	-2,62,87,377.46

Note 20 Employee benefits expense

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Rs.	Rs.
Salaries to Directors	7,80,000.00	7,80,000.00
Salaries to Staff	12,16,326.00	11,35,980.00
Total	19,96,326.00	19,15,980.00

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Note 21 Finance costs

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		Rs.	Rs.
(a) Interest expense on:			
(i) Borrowings		93,666.00	22,603.00
(b) Bank Charges & Interest		182.48	419.97
Total		93,848.48	23,022.97

Note 22 Other expenses

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		Rs.	Rs.
Rent including lease rentals		1,08,000.00	1,50,000.00
Communication		26,450.00	36,228.00
Travelling and conveyance		34,600.00	27,495.00
Printing and stationery		17,327.00	23,158.00
Consultancy Fees		-	15,00,000.00
Legal and professional		2,13,846.00	5,57,613.00
Payments to auditors (Refer Note (i) below)		45,800.00	44,944.00
Miscellaneous expenses		29,772.18	59,082.79
Electricity Expenses		11,330.00	32,260.00
Postage & Stamp Expenses		14,824.00	13,000.00
Office Expenses		4,756.00	7,502.00
Advertisement		48,061.00	54,870.00
Penalty		4,580.00	1,200.00
Share Transfer Expenses		31,980.00	26,968.00
Demat Charges		3,125.25	2,192.73
Service Tax		21,448.28	34,232.16
Debit Balance W/o		15,000.00	4,29,440.60
BSE Enlisting Fees		-	5,61,800.00
Filing Fees		2,69,613.00	1,65,918.00
Security Transaction Tax(STT)		1,78,312.00	1,41,368.00
Interest on Late Payment of TDS		278.00	68.00
Refreshment and Office Expenses		74,683.00	51,381.00
Repair & Maintenance		52,500.00	44,817.00
AMC Charges		3,000.00	9,371.00
Total		12,09,285.71	39,74,909.28

Notes: 22 (i)

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		Rs.	Rs.
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):			
As auditors - statutory audit		45,800.00	44,944.00
Total		45,800.00	44,944.00

STOCK SHEET
1-Apr-2015 to 31-Mar-2016

Particulars	Opening Balance			Inwards			Outwards			Closing Balance			As on 31.03.2016		As per AS-2
	Quantity	Value	Rate	Quantity	Value	Rate	Quantity	Value	Rate	Quantity	Value	Rate	Market Value	Cost	
Advance Meter (AMTL)	500 NO.	6875.00	13.75							500 NO.	6,875.00	13.75	12,225.00	6,875.00	12,225.00
Agritech India Ltd.	100 NO.	100.00								100 NO.	100.00	1.00	800.00	100.00	800.00
Aihwalia				55197 NO.	14698987.71	266.30									
ANANT RAJ IND	22400 NO.	893700.00	39.90							22400 NO.	8,93,760.00	39.90	7,39,200.00	8,93,760.00	7,39,200.00
BS TRANSCOM	267971 NO.	6586607.61	24.59							267971 NO.	6,58,660.71	24.59	8,88,420.00	7,41,000.00	8,88,420.00
Cemimply	115200 NO.	16415641.78	142.50							110000 NO.	21,07,250.95	191.57	6,41,697.50	1,28,484.79	6,41,697.50
Coeco	4843 NO.	129482.83	26.53							4843 NO.	1,28,484.79	26.53	1,499.40	1,499.40	1,499.40
DABUR INDIA LTD	6 NO.	814.83	135.81							6 NO.	814.86	135.81	102.00	814.86	1,020.00
Dhanus	1700 NO.	102.00	0.06							1700 NO.	102.00	0.06	136.00	102.00	136.00
DSC Software	135 NO.	135.00	1.00							135 NO.	135.00	1.00	891.00	135.00	891.00
EON ELECTRIC LTD.	500 NO.	9650.00	19.30							500 NO.	9,650.00	19.30	25,775.00	9,650.00	25,775.00
Future Consumer Enterprises*	50000 NO.	341688.20	6.83							50000 NO.	341,688.20	6.83			
HPCL	350 NO.	86345.00	246.70							350 NO.	86,345.00	246.70	2,75,712.50	86,345.00	2,75,712.50
IFCI	400 NO.	10440.00	26.10							400 NO.	10,440.00	26.10	9,880.00	10,440.00	9,880.00
INDIAB POWER/Rattandia	30000	209100	6.97							30000 NO.	2,09,100.00	6.97	2,98,500.00	2,09,100.00	2,98,500.00
Ind Swift Laboratory *****	0	0	0	250000	8995248.99	35.98									
Integra Garments New F V Rk.3-	399 NO.	478.80	1.20							399 NO.	478.80	1.20	1,097.25	478.80	1,097.25
Jet Electronics	3000 NO.	1050.00	0.35							3000 NO.	1,050.00	0.35	1,050.00	1,050.00	1,050.00
Jaw Steel Ltd.	13 NO.	8750.00	673.08							13 NO.	8,750.04	673.08	16,682.25	8,750.04	16,682.25
Karuru Networks	1050 NO.	1627.50	1.55							1050 NO.	1,627.50	1.55	2,100.00	1,627.50	2,100.00
KEI IND	261571 NO.	2504290.43	9.57							260000 NO.	2,081,103.67	7.927	15,034.47	15,034.47	15,034.47
KEW Ind	1000 NO.	1100.00	1.10							1000 NO.	1,100.00	1.10	1,050.00	1,100.00	1,050.00
KIRLOSKAR FERT.	1000 NO.	21800.00	21.80							1000 NO.	21,800.00	21.80			
KOPRAM	1000 NO.	12700.00	12.70							1000 NO.	12,700.00	12.70			
K.S. Oil	6000 NO.	7650.00	0.85							6000 NO.	7,650.00	0.85	11,250.00	7,650.00	11,250.00
Manakisa	85000 NO.	49.20	49.20							85000 NO.	49.20	49.20	1,85,200.00	49.20	1,85,200.00
MARKSONS PHARMA	4000 NO.	6600.00	1.65							4000 NO.	6,600.00	1.65	6,600.00	6,600.00	6,600.00
MCNALLY BHA															
MIRZA TANNER	199255 NO.	10772	10772							199255 NO.	10,772	10772	1,25,89,082.90	1,25,89,082.90	1,25,89,082.90
MORARJE TEXTILE	399 NO.	3990.00	10.00							399 NO.	3,990.00	10.00			
Morepen Lab	16000 NO.	40800.00	2.55							16000 NO.	40,800.00	2.55	2,09,600.00	20,400.00	2,09,600.00
NAGARJUNA OIL REFINERY LTD.	1000 NO.	3050.00	3.05							1000 NO.	3,050.00	3.05	3,750.00	3,050.00	3,750.00
NARAGUNJA FERTIL EQ NEW F.V.1	1100 NO.	1100.00	1.00							1100 NO.	1,100.00	1.00	1,100.00	1,100.00	1,100.00
Nath Bio-Genes	110 NO.	110.00	1.00							110 NO.	110.00	1.00	8,866.00	110.00	8,866.00
Networth Stock Brokers**	100000 NO.	1390000.00	13.90							100000 NO.	13,90,000.00	13.90			
NRC	2000 NO.	5100.00	2.55							2000 NO.	5,100.00	2.55	7,300.00	5,100.00	7,300.00
Padmini Tech	100 NO.	100.00	1.00							100 NO.	100.00	1.00	400.00	100.00	400.00
PARAMOUNT COMM.	334120 NO.	1.33	444893.65							87719 NO.	5.09	5.09	6,40,666.00	3,27,725.30	6,40,666.00
Platinum	5000 NO.	0.11	550.00							5000 NO.	550.00	0.11	550.00	550.00	550.00
Reliance Communication	1400 NO.	77420.00	55.30							1400 NO.	77,420.00	55.30	70,000.00	77,420.00	70,000.00
Reliance Industries	130 NO.	97578.00	750.60							130 NO.	97,578.00	750.60	1,35,876.00	1,35,876.00	1,35,876.00
Reliance Media W-Broadcast	225 NO.	5602.50	24.90							225 NO.	5,602.50	24.90	15,536.25	5,602.50	15,536.25
Reliance Media WO	225 NO.	10338.75	45.95							225 NO.	10,338.75	45.95	13,455.00	10,338.75	13,455.00
Reliance Power	125 NO.	7082.50	56.50							125 NO.	7,082.50	56.50	6,175.00	7,082.50	6,175.00
ROSSSELL TEA	84185 NO.	2961173.71	35.17							84185 NO.	2,96,117.31	35.17	15,800.00	15,800.00	14,000.00
RUCHI INFRA	2000 NO.	15900.00	7.95							2000 NO.	15,900.00	7.95	14,000.00	15,800.00	14,000.00
SEL MANUFACTURE	1000 NO.	2950.00	2.95							1000 NO.	2,950.00	2.95			
SHIVA GLOBAL AGRO INDUSTRIES LTD.	1500 NO.	22500.00	15.00							1500 NO.	22,500.00	15.00			
SHRI LAKSHMI COTSYN LTD.	400 NO.	2080.00	5.20							400 NO.	2,080.00	5.20	724.00	2,080.00	724.00
SKIPPER															
Star Ferro and Cement Ltd.	71320 NO.	3798737.97	53.14							71320 NO.	37,98,737.97	53.14			
Take Solutions Ltd.															

Tata Projects & Consultant Ltd.	9500 NO.	2918875.00	307.25							9054 NO.	2,49,05,788.60	274.90	8,46,334.76	2,49,05,788.60	8,46,334.76
TECHINDIA NIRMAN LIMITED	290 NO.	280.00	1.00							290 NO.	280.00	1.00	965.70	290.00	965.70
Tech Mahindra Ltd.	140 NO.	18710.00	140.79							140 NO.	18,710.00	140.79			
Techno Electric & Engine	23749 NO.	2259964.45	95.16							23749 NO.	22,59,964.45	95.16			
TFL	1529 NO.	6941.95	4.54							1529 NO.	6,941.95	4.54	10,488.94	6,941.95	10,488.94
TILAKNAGAR IND	10000 NO.	198000.00	19.80							10000 NO.	1,98,000.00	19.80	1,60,500.00	1,98,000.00	1,60,500.00
Ulpha Formula	2000 NO.	4300.00	2.15							2000 NO.	4,300.00	2.15	18,720.00	4,300.00	18,720.00
VISU INTERNATIONAL	1000 NO.	550.00	0.55							1000 NO.	550.00	0.55	1,050.00	550.00	1,050.00
Grand Total	1416694 NO.	41548357.27	41548357.27	566915 NO.	99496632.47	1423597 NO.	1379861927.77	341698.20	42069348.18	560012 NO.	4,20,69,348.18	4,20,69,348.18	1,80,22,214.45	4,20,69,348.18	1,80,22,214.45

Less : * Shares of Future Consumer Enterprises in the opening trading stock are transferred into Non-Current Investments at cost
 Less : ** Shares of Networth Stock Brokers in the trading stock are transferred into Non-Current Investments at cost
 Less : *** Shares of Take Solutions Ltd. in the opening trading stock are transferred into Non-Current Investments at cost
 Less : **** Shares of Take Solutions Ltd. Purchased during the year Transferred to Non-Current Investments
 Less : ***** Shares of Ind Swift Laboratory Purchased during the year Transferred to Non-Current Investments

Total Revenue through Sale of Shares
11,27,49,708.66

FRUITION VENTURE LIMITED

CIN- L74899DL1994PLC058824

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SCHEDULE OF FIXED ASSETS UNDER INCOME TAX ACT 1961 AS ON 31st MARCH 2016

PARTICULARS	W.D.V as on		Additions	Disposed	Total	Rate	Depreciation	W.D.V as on
	1.4.2015	more than 180 days						
Computer	131.75	-	51,555.00	-	51,686.75	60%	31,012.05	20,674.70
Partition & Fixtures	62,375.44	-	-	-	62,375.44	10%	6,237.54	56,137.90
Air Conditioner	1,12,328.96	-	-	-	1,12,328.96	15%	16,849.34	95,479.62
Furniture & Fixture	3,33,811.21	-	-	-	3,33,811.21	10%	33,381.12	3,00,430.09
Projector	69,426.83	-	-	69,426.83	0.00	15%	7,811.00	-
Printer	8,613.10	-	-	8,613.10	0.00	15%	969.00	-
CCTV Camera	18,698.85	-	-	-	18,698.85	10%	1,869.89	16,828.97
Camera Night Vision	3,936.60	-	-	-	3,936.60	10%	393.66	3,542.94
Access control Set	21,651.30	-	-	-	21,651.30	10%	2,165.13	19,486.17
Inverter	16,243.25	-	-	-	16,243.25	15%	2,436.49	13,806.76
Total	6,47,217.29	-	51,555.00	78,039.93	6,20,732.36		1,03,125.22	5,26,387.14
Previous Year (Rs.)	8,30,586.10	-	-	-	7,32,817.37		85,600.07	6,47,217.29

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Note 23 Disclosures under Accounting Standard 17 - Segment Reporting

Note :- There is only one 'Business segment' and 'Geographical segment'

Note 24 Disclosures under Accounting Standard 18 -Related Party Transactions**(A) Key Management Personnel (KMP)**

1	Mr. Narendar Nath Jain	Chairman
2	Mr. Nitin Jain	Managing Director
3	Mr. Sanhit Jain	Non-Executive Director*
4	Mr. Ravindra Kumar Jain	Independent Director
5	Deepika Jain	Additional Director**
6	Sunit Gupta	Additional Director**
7	Mrs. Richa	Chief Financial Officer
8	Ms. Parul Bhargava	Company Secretary

* The designation of Sanhit Jain was changed from Whole time director to non-executive director w.e.f. 18.02.2016

** Deepika Jain and Sunit Gupta was appointed as an additional Director w.e.f. 18.02.2016

(B) Details of transaction undertaken with Related Party during the year 2015-16

(i)	Name of Director	Sitting Fees	Salaries & Perquisites and Allowances (in Rs.)	Commission, Bonus Exgratia	Total Amount (in Rs.)	No. of Shares held & %
	Mr. Nitin Jain	-	4,80,000.00	-	4,80,000.00	7,47,300.00
	Mr. Sanhit Jain	-	3,00,000.00	-	3,00,000.00	4,00,000.00

(ii)	Name of Director	As on 31.03.2016 Rent Paid (in Rs.)
	Mr. Nitin Jain	1,08,000.00

Note 25 Disclosures under Accounting Standard 19 Leases

1. The registered Office of the Company is a rented property located at 21-A, III Floor Mukherjee Nagar, Commercial Complex, Delhi-110009. The property belongs to the director Mr. Nitin Jain.

The operating lease rental paid are-

Name of Director	As on 31.03.2016 Amount (in Rs.)	As on 31.03.2015 Amount (in Rs.)
Mr. Nitin Jain	1,08,000.00	1,50,000.00

During the year, rentals at the rate of Rs. 9000/- per month were paid to the Director- Shri Nitin Jain

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Note 26 Disclosures under Accounting Standards 20 :- Earning Per share

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	Amount (in Rs.)	Amount (in Rs.)
Total operations		
Net profit / (loss) for the year	1,17,32,086.23	30,21,967.38
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders	1,17,32,086.23	30,21,967.38
Add: Interest expense and exchange fluctuation on convertible bonds (net)	-	-
Profit / (loss) attributable to equity shareholders (on dilution)	1,17,32,086.23	30,21,967.38
Weighted average number of equity shares for Basic EPS	40,00,000.00	40,00,000.00
Add: Effect of Warrants, ESOPs and Convertible bonds which are dilutive	-	-
Weighted average number of equity shares - for diluted EPS	40,00,000.00	40,00,000.00
Par value per share	10	10
Earnings per share - Basic	2.93	0.76
Earnings per share - Diluted	2.93	0.76

Note 27 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March, 2016	As at 31 March, 2015
	(in Rs.)	(in Rs.)
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	NIL	NIL
(iv) The amount of interest due and payable for the year	NIL	NIL
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	NIL	NIL
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	NIL	NIL

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

As per our report of even date attached
For P. Aggarwal & Associates
Chartered Accountants FRN - 03086N

For and on behalf of the Board of Directors

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984

Sd/-
Nitin Jain
Managing Director
DIN: 00861328

Sd/-
Sunit Gupta
Additional Director
DIN: 00270400

Sd/-
Narender Nath Jain
Director
DIN: 00227948

Place : New Delhi
Date : 17-05-2016

Sd/-
Parul Bhargava
Company Secretary
PAN: AOEPB8117K

Sd/-
Richa
CFO
PAN: BQMPR4063F

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Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended	For the year ended
	31 March, 2016	31 March, 2015
	Rs.	Rs.
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	1,21,51,276.00	62,73,024.00
<i>Adjustments for:</i>		
Depreciation and amortisation	1,15,701.00	1,19,373.00
Finance costs	93,848.00	22,603.00
Interest income	-	-
Dividend Income	-3,03,433.00	-4,41,078.65
Net (gain) / loss on sale of Fixed Assets	-4,545.00	-
Net (gain) / loss on sale of investments	-	-9,944.22
Prior period Expenses	-	-
Amount W/o	15,000.00	-
Net unrealised exchange (gain) / loss	-	-
Operating profit / (loss) before working capital changes	1,20,67,847.00	59,63,977.13
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	2,00,55,704.00	-2,62,87,377.00
Trade Receivable	-	3,02,14,308.70
Other current assets	-	2,17,833.60
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payable & Other current liabilities	-0.50	-2,12,26,204.04
Cash generated from operations	3,21,23,550.50	-1,11,17,461.61
Direct Taxes	-4,00,000.00	-
Net cash flow from / (used in) operating activities (A)	3,17,23,551.00	-1,11,17,461.61
B. Cash flow from investing activities		
Sale/(Purchase) of Investment	-0.67	80,79,927.00
Interest received	-	-
- Others	-	-
Dividend received	-	-
- Others	3,03,433.00	4,41,079.00
Sale of Fixed Asset	32,200.00	-
Purchase of Fixed Asset	-51,555.00	-
Cash flow from extraordinary items	2,84,077.33	85,21,006.00
	-	9,944.22
Net cash flow from / (used in) investing activities (B)	2,84,077.33	85,30,950.22
C. Cash flow from financing activities		
Interest Paid	-93,848.00	-22,603.00
Recovery of Short term loans given	10,000.00	4,40,440.00
Call Money received (Equity Shares)	-	-
Cash flow from extraordinary items	-83,848.00	4,17,837.00
	-	-
Net cash flow from / (used in) financing activities (C)	-83,848.00	4,17,837.00
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	3,19,23,780.00	-21,68,674.39
Add: Cash and cash equivalents at the beginning of the year	2,48,961.06	36,84,345.40
Cash and cash equivalents at the end of the year	3,21,72,741.00	15,15,671.00
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 12)	16,39,931.00	2,48,961.00
Less: Bank balances not considered as Cash and cash equivalents as per Balance Sheet	-	-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)	-	-
Add: Current investments considered as part of Cash and cash equivalents	16,39,931.00	2,48,961.00
Cash and cash equivalents at the end of the year *	16,39,931.00	2,48,961.00
* Comprises:		
(a) Cash on hand	20,494.00	10,201.00
(b) Cheques, drafts on hand	-	-
(c) Balances with banks	-	-
(i) In current accounts	16,19,437.00	2,38,760.00
Negative Balance represents Cash Outflow and positive balance represents Cash Inflow		
See accompanying notes forming part of the financial statements		

As per our report of even date attached
For P. Aggarwal & Associates
Chartered Accountants FRN - 03086N

For and on behalf of the Board of Directors

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984

Sd/-
Nitin Jain
Managing Director
DIN: 00861328

Sd/-
Sunit Gupta
Additional Director
DIN: 00270400

Sd/-
Narender Nath Jain
Director
DIN: 00227948

Sd/-
Parul Bhargava
Company Secretary
PAN : AOEPB8117K

Sd/-
Richa
CFO
PAN : BQMPR4063F

Place : New Delhi
Date : 17-05-2016

Form No. MGT-11

Proxy form

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

CIN: L74899DL1994PLC058824
Name of the company: Fruition Venture Limited
Registered office: 21-A, 3rd Floor Savitri Bhawan, Commercial Complex, Mukherjee Nagar, New Delhi- 110009

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:

E-mail Id:
Signature:....., or failing him

2. Name:
Address:

E-mail Id:
Signature:....., or failing him

3. Name:
Address:

E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on 30th September, 2016 at the registered office of the Company and at any adjournment.

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

Signature of shareholder

Signature of Proxy holder(s)

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

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ATTENDANCE SLIP

I / We hereby record my / our presence at the Twenty Two Annual General Meeting of the Company to be held at 21-A, 3rd Floor, Savitri Bhawan, Commercial Complex, Mukherjee Nagar New Delhi – 110009.

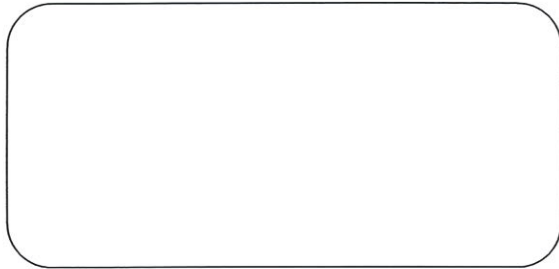
L/F. No.

Name	Father's/Husband's/Company Representative Name	Signature

- Note :**
1. The Proxy need not be a Member.
 2. The Proxy Form signed across 1 Rupee Revenue Stamp should reach the Company's Registered Office at least 48 hours before the schedule time of the meeting.
 3. Attendance Slip not filled in properly will not be entertained.
 4. A Member of his proxy is requested to produce at the entrance of the Meeting hall, this Attendance Slip duly completed and signed by him in accordance with the specimen signature registered with the company, Zerox copy/torn attendance slip will not be accepted at the Entrance of the meeting hall.

BOOK – POST

TO



If Undelivered, Please return to:

Fruition Venture Limited

21-A, 3rd Floor Savitri Bhawan
Commercial Complex, Mukherjee Nagar
New Delhi- 110 009