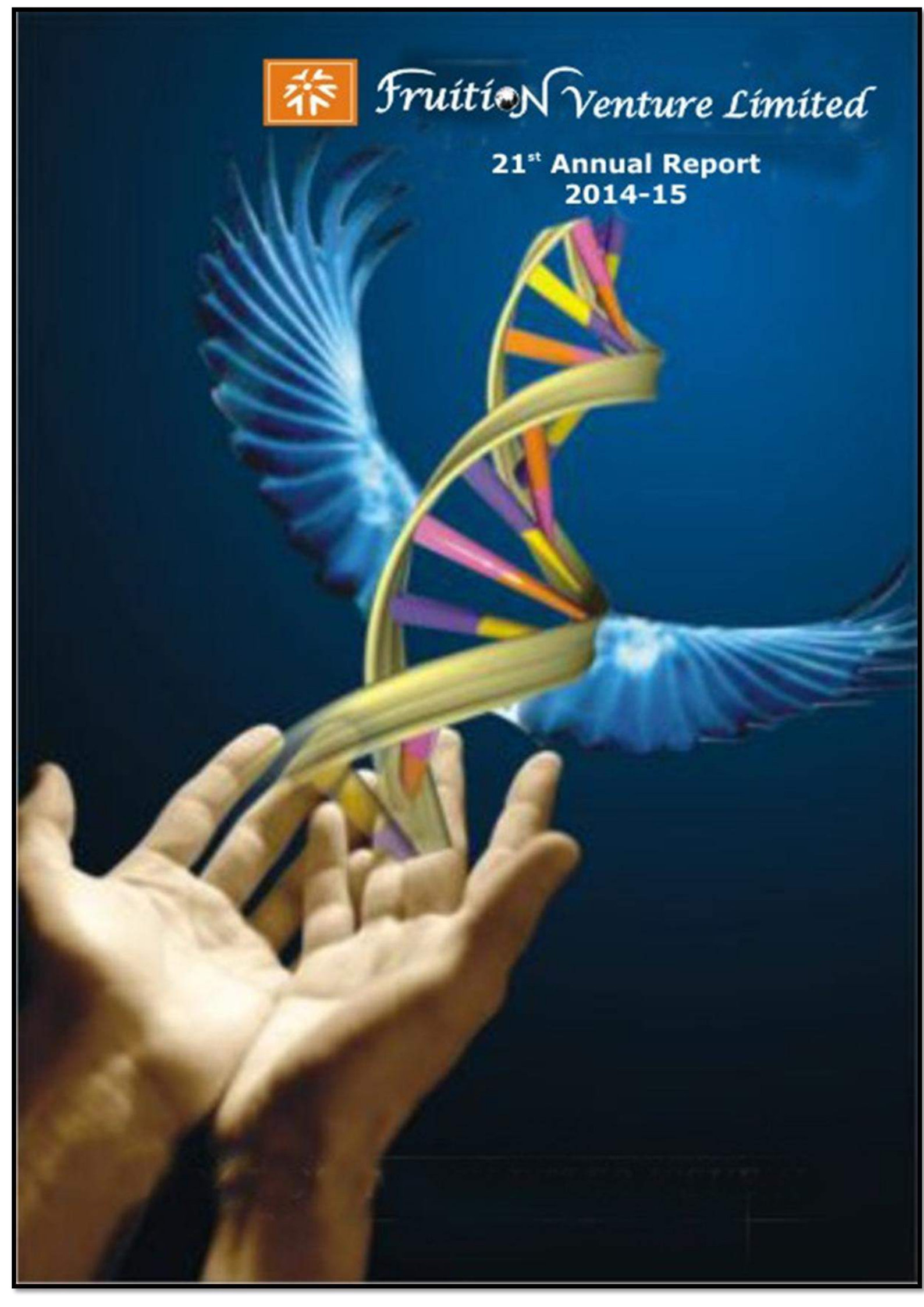
Fruition Venture Limited

21st Annual Report
2014-15



Corporate Information

Board of Directors

- Narendar Nath Jain, Chairman
- Nitin Jain, Managing Director
- Sanhit Jain, Whole-Time Director
- Sanjeev Juneja, Independent Director
- Shilpa Jain, Independent Director
- Ravinder Kumar 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.+91-011-27654949
Fax- +91-011-27654959
Email- id: info@fvl.co.in
Website: www.fvl.co.in

Stock Exchange

- Bombay Stock Exchange Limited
- Delhi Stock Exchange Association

Registrar & Share Transfer Agent

M/s. RCMC Share Registry Private Limited
B-25/1 1st Floor Okhla Industrial Area Phase-II New Delhi-110020
Ph. No. 011-26387320
Fax- 011-26387322
E-mail- shares@rcmcdelhi.com

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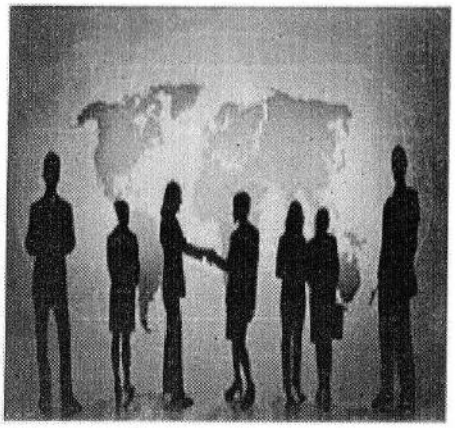
Managing Director's Vision



"Fruition Venture Ltd is investing in doubling the size of the business and increasing positive social impact. Fruition Venture Ltd made good progress by working towards creating strong domestic brand. 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.

Sustainability is at the heart of everything we do to ensure we have a viable long-term business that is attractive to investors.

Nitin Jain
Managing Director
Fruition Venture Limited

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of the Company will be held on Wednesday, 30th September, 2015 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, 2015 and the Reports of the Directors and Auditors thereon.

Item no. 2: Appointment of Director

To appoint a Director in place of Mr. Narendar Nath Jain (DIN-00227948), 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-Second AGM of the Company to be held in the year 2016 to examine and audit the accounts of the Company for the financial year 2015-16, 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."

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

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

Date: 30th August, 2015

Place: New Delhi

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. 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.

C. **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.

D. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.

E. **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.

F. Being no 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 Clause 49 of the Listing Agreement with the Stock Exchange are provided as an annexure to this Notice.

G. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed on Tuesday, 29th September, 2015 and Wednesday, 30th September, 2015 for the purpose of the Annual General Meeting.

H. 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 -106, Sector - 2 Noida (U.P.) - 201301
Tel: 0120-4015880; Fax: 0120-2444346

I. The Equity Shares of the Company are listed on BSE Limited and DSE. The Company confirms that it has paid Annual Listing Fees to the said exchanges for the year 2015-16.

J. 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.

K. The Notice of the AGM alongwith the Annual Report 2014-15 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.

L. 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.

M. **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).

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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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 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 Friday, 25th September, 2015 (10.00 a.m. IST) and ends on Tuesday, 29th September, 2015 (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 28th August, 2015 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.
- Mr. Debabrata Debnath, Company Secretary in whole time practice of M/s R&D, 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, 2015.
- 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.
- The information required to be provided under the Listing Agreement regarding the Directors proposed to be appointed/reappointed is given in the Corporate Governance Report.

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

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

Date: 30th August, 2015

Place: New Delhi

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in submitting the 21st Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2015.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review alongwith previous years figures are given hereunder:

Particulars	Particulars For the Year ended 31st March 2015	Particulars For the Year ended 31st March 2014
Net Sales /Income from Business Operations	5,80,75,339.22	21,42,65,025.10
Other Income	495,337.87	10,94,999.51
Total Income	5,85,70,677.09	21,53,60,024.61
Less Interest		
Profit before Depreciation	61,53,651.38	1,42,202.17
Profit after depreciation and Interest	62,73,024.38	2,27,755.14
Less Current Income Tax	9,15,210	-
Less Previous year adjustment of Income Tax	3,51,500	-
Less Deferred Tax	19,84,347	52,803
Net Profit after Tax	30,21,967.38	1,74,952.14
Dividend (including Interim if any and final)	-	-
Net Profit after dividend and Tax	-	-
Amount transfered to General Reserve	16,80,391.33	(13,41,343.05)
Balance carried to Balance Sheet	-	-
Earning per share (Basic)	0.76	0.04
Earning per Share(Diluted)	0.76	0.04

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company is engaged in the business of 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, 2015 under review the total income of the Company was Rs. 5,85,70,677.09 as against Rs. 21,53,60,024.61 for year ended 31st March, 2014. The Company was able to earn a net profit for the year ended 31st March, 2015 of Rs. 30,21,967.38 against a profit of Rs. 1,74,952.14 for year ended 31st March, 2014. 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 EDUCTION 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 Clause 49(IV)(B)(1) of the Listing Agreement, 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 (Eight) 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 March 31, 2015.

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 Members, at their meeting held on 30th September, 2014, appointed the following as Independent Directors of the Company:

- Ms Shilpa Jain
- Mr Sanjeev Juneja
- Mr Ravinder Kumar Jain

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, Whole Time Director
- Ms. Richa, Chief Financial Officer
- Ms Parul Bhargava, Company Secretary

Eight Board Meetings were held during the year. For further details, please refer Report on Corporate Governance.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

In accordance with the requirements of the Act and the Articles of Association of the Company, Mr. Narendar Nath 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

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance.

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

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, 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:
Feedback was sought from each Director about their views on the performance of the Board covering various criteria such as degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the Management and efficacy of communication with external stakeholders. Feedback was also taken from every director on his assessment of the performance of each of the other Directors.

The Nomination and Remuneration Committee (NRC) then discussed the above feedback received from all the Directors.

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 2016. 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 Composition of Committee has been provided in the corporate Governance Report.

The Company has established a vigil mechanism and overseas 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. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges and relevant sections of the Act, a Management Discussion and Analysis Statement, Report on Corporate Governance and Auditors' Certificate, are included in the Annual Report.

26. 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**
(Formerly Indo Websec Ltd)

	Sd/-	**Sd/-**
Date: 30/08/2015	**Nitin Jain**	**Sanhit Jain**
Place: New Delhi	**Managing Director**	**Whole Time Director**

Annexure 1:

Annexures to Board's Report

Risk Management Policy And Strategy

Clause 49 of the Listing Agreement relating to Corporate Governance requires listed companies to institute risk management frame work comprising a process for riskassessment 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 requisitechanges 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 eventarising from these likely to adversely impact operations is reported to the Board/ Audit Committee.

Annexure 2

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 Clause 49 of the Listing Agreement 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 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 Clause 49 of the Listing Agreement 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 (including any amendment thereto from time to time) to the extent applicable, shall be apply in addition to this policy.

Annexure: 3

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.

Annexure 3A

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 Clause 49 of the Listing Agreement, 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, 2013and 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.

***

Annexure 4

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
[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 1st Floor Okhla Industrial Area Phase-II New Delhi-110020
Contact Details : 011-26387320

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)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	14,55,301	-	14,55,301	36.38	16,55,301	-	16,55,301	41.38	+5.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	14,55,301	-	14,55,301	36.38	16,55,301	-	16,55,301	41.38	+5.00
(2) **Foreign**									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+ (A)(2)	14,55,301	-	14,55,301	36.38	16,55,301	-	16,55,301	41.38	+5.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-

h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	9,47,300	48,500	9,95,800	24.90	6,44,368	11,800	6,56,168	16.40	-08.50
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,62,797	9,78,502	11,41,299	28.53	1,59,626	9,65,056	11,24,628	28.12	-00.41
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,62,700	2,44,900	4,07,600	10.19	14,600	2,44,900	2,59,500	6.49	-03.70
c) Others (Clearing Members)		-	-	-	3,03,878	-	3,03,878	7.60	+07.60
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	12,72,797	12,71,902	25,44,699	63.62	11,22,997	12,21,702	23,44,699	58.62	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	12,72,797	12,71,902	25,44,699	63.62	11,22,997	12,21,702	23,44,699	58.62	-

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	27,28,098	12,71,902	40,00,000	100	27,78,298	12,21,702	40,00,000	100	-

(ii)Shareholding of Promoters

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year (as on 01/04/2014)			No. of shares held at the end of the year (as on 31/03/2015)			% change during the year
		No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	
1.	Narendar Nath Jain	550,601	13.77	-	550,601	13.77	-	-
2.	Nitin Jain	747,300	18.68	-	747,300	18.68	-	-
3.	Nitin Jain HUF	157,400	03.94	-	157,400	03.94	-	-
4.	Sanhit Jain	-	-	-	200,000	05.00	-	+5%

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

SI No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
Sanhit Jain					
	At the beginning of the year	-	-	-	-
	Data wise Increase / Decrease in Promoters Share holding during the Year specifyingg the reasons for increase / decrease (e.g. allotment / transfer/ bonus / sweat / equity etc.)	1,00,000 02/03/2015 1,00,000 23/03/2015	05.00	2,00,000	05.00
	At the end of the year	2,00,000	05.00	2,00,000	05.00

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

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 31/03/2014			Shareholding at the end of the year31/03/2015			
		No. of Shares	% of total shares of the company	% of total Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of total Shares Pledged/ encumbered to total shares	% change in shareholding during the year
1	MANSUKH SECURITIES & FINANCE LTD	500000	12.5	0				-12.5
2	PROGRESSIVE FINLEASE LTD	350000	8.75	0	350000	8.75	0	0
3	NARESH GUPTA	148100	3.703	0				-3.703
4	MANOJ KUMAR SHAH	63400	1.585	0	63400	1.585	0	0
5	NARENDRA SHAH	63400	1.585	0	63400	1.585	0	0
6	SNOWBLUE TREXIM PRIVATE LIMITED	50000	1.25	0	50000	1.25	0	0
7	MANEESH BAWA	44000	1.1	0	44000	1.1	0	0
8	LANI MERCHANDISE PVT LIMITED	38000	0.95	0	74700	1.868	0	0.918
9	LANI MERCHANDISE PVT LTD	36700	0.918	0				-0.918
10	BRIJESH KUMAR	18300	0.458	0	18300	0.458	0	0
11	MANSUKH SECURITIES AND FINANCE LIMITED				300000	7.5	0	7.5
12	YOGYA ENTERPRISES LIMITED				90290	2.257	0	2.257
13	INDO JATALIA HOLDINGS LIMITED				54604	1.365	0	1.365

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year (as on 01/04/2014)			No. of shares held at the end of the year (as on 31/03/2015)			% change during the year
		No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	
1.	Narendar Nath Jain	550,601	13.77	-	550,601	13.77	-	-
2.	Nitin Jain	747,300	18.68	-	747,300	18.68	-	-
3.	Sanhit Jain	-	-	-	200,000	05.00	-	+5%

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

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 Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

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	- -	-		-

Annexure 5

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 clause 49 of Listing Agreement 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 revised Clause 49 of the Listing Agreement 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.

Annexure: 6

Secretarial Audit Report
For the Financial Year ended 31st March, 2015

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, 2015, 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, 2015, 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.

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

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

Place: New Delhi
Date: 30th August, 2015

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

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

Place: New Delhi
Date: 30th August, 2015

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 statues, 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.

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement a Report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non Executive and Independent Directors. The Board consists of total six (6) directors on 31st March, 2015, out of which three (3) are independent. Mr. Nitin Jain is the Managing Director of the Company and Mr. Sanhit Jain is the Whole Time Director. The Constitution of the Board as on 31st March 2015 was as follows:

Name	Designation	Category	No. of positions held in other Public Companies		
			Board	Committee	
				Membership	Chairmanship
Mr. Narender Nath Jain	Chairman	Promoter (Non-Executive)	Nil	Nil	Nil
Mr. Nitin Jain	Managing Director	Promoter (Executive)	Nil	Nil	Nil
Mr. Sanhit Jain	Whole Time Director	Promoter (Executive)	Nil	Nil	Nil
Mr. Harish Sabharwal*	Director	Independent (Non Executive)	Nil	Nil	Nil
Mr. Sanjeev Juneja	Director	Independent (Non Executive)	Nil	Nil	Nil
Mr. Hari Om Bhatia**	Director	Independent (Non Executive)	Nil	Nil	Nil
Ms. Shilpa Jain	Director	Independent (Non Executive)	Nil	Nil	Nil
Mr. Ravinder Kumar Jain	Director	Independent (Non Executive)	Nil	Nil	Nil

Mr. Hari Om Bhatia ceased to be Director w.e.f. 5th May, 2014 due to resignation.
Mr Harish Sabharwal ceased to be Director w.e.f. 19th August, 2014 due to resignation.

Ms. Shilpa Jain was appointed as Independent Director w.e.f. 5th May, 2014. The appointment is approved by the members in AGM held on 30th September, 2014.

Mr. Ravinder Kumar Jain was appointed as Independent Director *w.e.f. 19th August, 2014.* The appointment is approved by the members in AGM held on 30th September, 2014.

Directors' Attendance Record

During the Financial Year 2014-15, Eight (08) meetings of the Board of Directors were held on 5th May, 2014, 29th May, 2014, 18th July, 2014, 20th August, 2014, 8th October, 2014, 30th October 2014, 13th January, 2015 and 9th February, 2015. The Board was duly supplied with the agenda of the meetings incorporating all material information for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings was well within the maximum time gap of four months as prescribed in clause 49 of the Listing Agreement. Details of attendance of Directors in the Board meeting during the financial year 2014-15 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Nitin Jain	08	08	Yes
Mr. Sanhit Jain	08	08	Yes
Mr. Narender Nath Jain	08	08	Yes
Mr. Harish Sabarwal*	03	03	No
Mr. Sanjeev Juneja	08	04	Yes
Mr. Hari Om Bhatia**	01	01	No
Ms Shilpa Jain	08	01	No
Mr Ravinder Kumar Jain	05	02	Yes

Mr. Hari Om Bhatia ceased to be Director w.e.f. 5th May, 2014 due to resignation.
Mr Harish Sabharwal ceased to be Director w.e.f. 19th August, 2014 due to resignation.

Disclosure Regarding Board of Directors of the Company

Mr. Narender Nath Jain, Director who shall be retiring in this AGM, being eligible has offered himself for re-appointment. There has been no reconstitution in the Board of the Company, details of the Board is given as follows:

Particulars	Mr. Narender Nath Jain	Mr. Sanhit Jain	Mr. Nitin Jain	Mr. Ravinder Kumar Jain	Ms. Shilpa Jain	Mr. Sanjeev Juneja
DIN	00227948	05338933	00861328	01147941	01148017	02984880
Father's Name	Late Shree Matwal chand Jain	Mr. Nitin Jain	Mr. Narendar Nath Jain	Mr. Madan Lal Jain	Mr. Tarsen Kumar Jain	Mr. Madan Gopal Juneja
Date of Birth	01/07/1936	25/03/1993	22/02/1970	18/11/1960	05/09/1971	11/05/1977
Address	21-a, Commercial complax, Savtri bhawan, Mukherjee nagar, New Delhi, 110009	E-3/16, Model Town, Part-2, Delhi-110009	21-A, 3rd Floor, Savitri Bhawan, Commercial Complex, Delhi-110001	425/99, Sant Nagar Ludhiana-141001	H.No.153, Block-D, Kamla Nagar, New Delhi-110007	MD-4, Vishakha Enclave, Pitampura, Delhi-110088
Designation	Chairman & Non-Executive Director	Whole Time Director	Managing Director	Independent Director	Independent Director	Independent Director
Education	High School	B.Sc(Hons.) in International Business & pursuing CFA Level 1	Bachelor of Commerce	Bachelor of Commerce	Independent Directors	Master in Business Administration
Experience	more than 60 years of rich experience	2 years	more than two decades of rich experience	more than two decades of rich experience in the field	more than 10 years	more than 14 years

			in the field of share broking, share trading, financial planning etc.	of financial market.		
Companies in which holds Directorship*	Dugar Growth Fund Pvt Ltd. M and ME Systems Pvt. Ltd	Safety Access India Pvt. Ltd. ceased on 15.07.2014	Dugar Growth Fund Pvt. Ltd. M and ME Systems Pvt. Ltd.	NIL	Care First Telenet Pvt. Ltd.	New Millenium Realty Deals Pvt. Ltd.
Companies in which holds membership of committees	NIL	NIL	NIL	NIL	NIL	NIL
Shareholding in the Company (No. & %)	550,601 13.77%	200,000 5.00%	747,300 18.68%	NIL	NIL	NIL
Relationship with other Director	Mr. Narender Nath Jain is father of Mr. Nitin Jain	Mr. Sanhit Jain is son of Mr. Nitin Jain	Mr. Nitin Jain is son of Mr. Narender Nath Jain and father of Mr. Sanhit Jain	NIL	NIL	NIL

**Indian Companies.*

Non-Executive Directors Compensation and Disclosure

Non-executive Directors were not paid any compensation other than sitting fees.

Code of Conduct and Ethics for Directors and Senior Executives

In line with the amended clause 49 of the Listing Agreement, the Company adopted a Code of Conduct and Ethics for its Directors and Senior Executives and the same has been posted on the Company's website. The purpose of this code is to promote conduct of business ethically in an efficient and transparent manner. The declaration to this effect signed by the Managing Director of the Company forms part of this report.

Familiarization Programme

Your Company has put in place a structured induction and familiarization programme for all its Directors including the independent Directors. The Company through such programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders etc. The Managing Director & CEO, CFO & Company Secretary, business heads and other senior officials of the Company make presentations to the Board members on a periodical basis, briefing them on the operations of the Company, strategy, risks, new initiatives etc.

Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the independent Directors of the Company was held on 20th August, 2014, without the attendance of Non-Independent Directors and members of the management. The meeting was attended by all the Independent Director in which they reviewed the performance of Non-independent Directors, Board as a whole and Chairman of the Company and also assessed the quality, quantity and timeliness of flow of information between Company management and the Board.

Evaluation of Board Effectiveness

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and Clause 49 of the Listing Agreement, based on the criteria laid down in the policy for evaluation of Board and Independent Directors, the Board carried out the annual performance evaluation of Board Committees and the Independent Directors, whereas at a separate meeting, Independent Directors evaluated the performance of Executive Directors, Board as a whole, Nomination and Remuneration Committee also evaluated individual directors' performance.

The Board expressed its satisfaction on the process as well as performance of all Directors, Committees and Board as a whole.

3. AUDIT COMMITTEE

(a) Terms of Reference

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013 and the provisions of the Clause 52 of the Listing Agreement. The Audit Committee shall have the authority to investigate into any matter that may be prescribed and the matters listed below and for this purpose the Audit Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary:

The terms of reference of the Audit Committee are:

A. Role and Powers:

The Role of Audit Committee together with its powers shall be as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report;
b. changes, if any, in accounting policies and practices along with reasons for the

same;
c. major accounting entries involving estimates based on the exercise of judgment by management;
d. significant adjustments made in the financial statements arising out of audit findings;
e. compliance with listing and other legal requirements relating to financial statements;
f. disclosure of any related party transactions; and
g. qualifications in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with the internal auditors any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

a) management discussion and analysis of financial condition and results of operations;
b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c) management letters / letters of internal control weaknesses issued by the statutory auditors;
d) internal audit reports relating to internal control weaknesses; and
e) The appointment, removal and terms of remuneration of the chief internal auditor.

Composition
Audit Committee comprises of the following as on 31st March, 2015

1.	Mr. Ravinder Kumar Jain	Chairman
2.	Ms Shilpa Jain	Member
3.	Mr Nitin Jain	Member

(a) Attendance

The Committee met Four (04) times during the Financial Year 2014-15 on 29th May, 2014, 18th July, 2014, 30th October, 2014, 09th February, 2015. Details of attendance of Directors in the Audit Committee meeting are as under:

Name of the Director	Category	Attendance at the Audit Committee Meeting
Mr. Harish Sabharwal* - Chairman	Non-Executive Independent Director	02
Mr Ravinder Kumar Jain- Chairman	Non-Executive Independent Director	02
Mr. Sanjeev Juneja	Non-Executive Independent Director	02
Mr. Nitin Jain	Executive Director	04
Ms Shilpa Jain	Non-Executive Independent Director	02

Mr Harish Sabharwal ceased to be Director w.e.f. 19th August, 2014 due to resignation.

The company secretary of the company acts as the secretary of the committee.

After the close of financial year the terms of reference of the Audit Committee was amended pursuant to the provisions of Section 177 of the Companies Act, 2013.

4. NOMINATION AND REMUNERATION COMMITTEE

(a) Composition & Terms of Reference

The Board of Directors at their meeting held on 20th August, 2014 has re-constituted the Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 with following directors as its members:

Name of the Director	Category	Attendance at the Nomination and Remuneration Committee Meeting
Mr. Sanjeev Juneja - Chairman	Non-Executive Independent Director	02
Ms. Shilpa Jain	Non-Executive Independent Director	00
Mr. Ravinder Kumar Jain	Non-Executive Independent Director	01

Remuneration Policy of the Company

The remuneration policy of the Company is directed towards rewarding performance. The Managing Director and the Whole Time Directors of the Company are entitled for payment of Remuneration as decided by the Board and approved by the members and as per the policy adopted by the Management of the Company. Directors are also entitled for the sitting fee for attending Board/ Committee Meeting except the Managing Director and Whole Time Director. However all the Non-executive Directors of the Company have waived the sitting fee payable at present to them for attending Board/ Committee Meeting of the Company.

(b) Details of the Directors' Remuneration for the financial year ended 31st March, 2015

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	NIL	4,80,000	NIL	4,80,000	747300
Mr. Sanhit Jain	NIL	3,00,000	NIL	3,00,000	200000
Mr. Narender Nath Jain	NIL	NIL	NIL	NIL	550601
Mr. Harish Sabharwal*	NIL	NIL	NIL	NIL	NIL
Mr. Sanjeev Juneja	NIL	NIL	NIL	NIL	NIL
Mr. Hari Om Bhatia*	NIL	NIL	NIL	NIL	NIL
Mr Ravinder Kumar Jain	NIL	NIL	NIL	NIL	NIL
Ms Shilpa Jain	NIL	NIL	NIL	NIL	NIL

Mr. Hari Om Bhatia ceased to be Director w.e.f. 5th May, 2014 due to resignation.
Mr Harish Sabharwal ceased to be Director w.e.f. 19th August, 2014 due to resignation.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition & Terms of Reference

The Company has constituted a "Stakeholders Relationship Committee" to look into redressal of Shareholder's / investors' complaints, to approve share transfer, share transmission etc. and to oversee all matters connected with the Shareholders.

The Committee met Five (5) times during the Financial Year 2014-15 on the following dates: 05th May, 2014, 18th July, 2014, 20th August, 2014, 08th October, 2014 & 13th January, 2015. Details of attendance of Directors in the Stakeholders Relationship Committee meeting are as under:

Name of the Director	Category	Attendance at the Stakeholders Relationship Committee Meeting
Mr. Sanjeev Juneja - Chairman	Non Executive Independent Director	05
Mr. Harish Sabharwal*	Non Executive Independent Director	02
Mr Ravinder Kumar Jain	Non Executive Independent Director	03
Ms Shilpa Jain	Non Executive Independent Director	01

***Mr Harish Sabharwal** ceased to be Director w.e.f. 19th August, 2014 due to resignation*

The Company Secretary acts as the Compliance Officer of the Company for the purpose of Clause 47 of the Listing Agreements to look after the compliances under the Listing Agreement and other SEBI Rules & Regulations etc.

After the close of the financial year, the name of the committee was changed to Stakeholders Relationship Committee and further the terms of reference of the committee was amended pursuant to the provisions of Section 178 of the Companies Act, 2013.

Details of Investors' complaints received during the year 2014-15

No Investors' complaints are pending as on 31 March, 2015. The Company confirms that there were no shares pending for transfer as on March 31, 2015.

6. GENERAL BODY MEETINGS

A). Annual General Meetings: Particulars of past three Annual General Meetings of the Company:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2014	30.09.2014	21-A, 3rd Floor Savitri Bhawan, Commercial Complex Mukherjee Nagar, New Delhi-110 009	10.30 A.M.	4
2013	30.09.2013	White Waters, C-39, Ist Floor, Connaught Place, New Delhi-110001	09.30 A.M.	NIL
2012	20.09.2012	Mitraz Restauant, F-14/7, Model Town Part-II, Delhi-110 009	03.00 P.M.	4

Special Resolution passed during the last three Annual General Meeting.

Year	Date	Business passed
2014	30.09.2014	• Appointment of Mr Ravinder Kumar Jain as an independent Director • Appointment of Ms Shilpa Jain as an independent Director • Appointment of Mr Sanjeev Juneja as an independent Director • Appointment of Mr Nitin Jain as Managing Director
2013	30.09.2013	• NIL
2012	20.09.2012	• To appoint Mr. Sanhit Jain as Whole Time Director • Re-issue of forfeited shares • Change of name of the Company from Indo Websec Ltd. to Fruition Venture Ltd. • Commencement of other objects under section 149(2A) of the Companies Act, 1956.

B) Special Resolution passed at the Extra-ordinary General Meeting

Year	Date	Venue	Time	No. of Special Resolution(s) passed
NIL				

C). Postal Ballot: Nil

7. DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large.

(b) Non compliance by the Company, Penalties, Structures

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

8. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

Declaration on compliance with code of conduct by the Chairman & Managing Director is annexed to this report.

Declaration on compliance with code of conduct by the Chairman & Managing Director:

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, I affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the year ended 31st March 2015.

Sd/-
Nitin Jain
Managing Director

9. MEANS OF COMMUNICATION

(a) At present quarterly/ half-yearly reports are not being sent to each household of shareholders.

(b) Besides communicating to the stock exchanges on which the company's shares are listed, the notices of the board meetings at which quarterly/half yearly results get approved are published in the following newspapers:

Particulars	Name of the Newspaper
English Newspapers in which quarterly/half yearly results were published	The Financial Express
Vernacular Newspapers in which quarterly/half yearly results were published	Haribhoomi

- Any website where displayed Yes – www.fvl.co.in

(c) The Management Discussion and Analysis forms a part of the Annual Report.

10. GENERAL SHAREHOLDERS INFORMATION

i) 21st Annual General Meeting:

Date & Day	30th September, 2015; Wednesday
Time	10.00 AM
Venue	21-A, 3rd Floor Savitri Bhawan, Commercial Complex Mukherjee Nagar, New Delhi – 110 009
Financial year	1st April, 2014 to 31st March, 2015

ii) Financial Calendar

Events	Tentative time frame
Financial Reporting for the quarter ending 30th June, 2015	Within 45 days of end of Quarter
Financial Reporting for the half year ending 30th September, 2015	Within 45 days of end of Quarter
Financial Reporting for the quarter ending 31st December, 2015	Within 45 days of end of Quarter

iii) Dates of Book Closure 29th September, 2015 to 30th September, 2015 (Both days inclusive)

iv) Dividend Payment Date Not applicable

v) Listing on Stock Exchanges: At present the equity shares of the Company are listed on the following Stock Exchanges.

Name of Stock Exchanges	Stock Code	ISIN With NSDL & CDSL
BSE Limited	538568	INE836C01015
Delhi Stock Exchange Limited	7832	

vii) Market Price Data: As there is no trading on Delhi Stock Exchange, the stock market data, pertaining to Monthly High and Low prices of Equity shares of the Company, during the previous financial year are not available. And the shares were listed on BSE Ltd on 15th July, 2014 and trading approval was permitted on this shares w.e.f. 30th June, 2014. Monthy High and Low process of the shares from 1st July, 2014 to 31st March, 2015 are as below:

Month	High	Low
July 2014	-	-
August 2014	17.20	10.70
September 2014	14.85	10.50
October 2014	13.80	10.45
November 2014	11.13	10.11
December 2014	12.95	10.25
January 2015	12.97	10.25
February 2015	12.75	09.80
March 2015	16.93	10.00

viii) Registrar and Share Transfer Agent & Share Transfer System

The company has appointed **M/s. RCMC Share Registry Private Limited**, as its Registrar and Share Transfer Agent to carry out the process of share transfer in physical form and also demat work of the Company.

The authority relating to share transfer has been delegated to the Stakeholders Relationship Committee. The Committee deals with various matters relating to share transfer through transfer agent of the Company. As per the arrangement with Transfer Agents, the list of valid transfers prepared by them in respect of share transfer cases and objections, if any, is placed before the Stakeholders Relationship committee of the company.

All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Share Transfer Agents at the address given below:

Particulars	RCMC Share Registry Private Limited
Contact Person	Mr. Rakesh Adhana
Address	B -106, Sector - 2 Noida (U.P.) - 201 301
Telephone No.	0120- 4015880
Fax No.	0120- 2444346
E mail	shares@rcmcdelhi.com

The Company's shares are traded on the Stock Exchanges compulsorily in Demat mode. Physical shares which are lodged with the Registrar & Transfer Agent or/ Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under the Listing Agreement subject to the documents being in order.

x) Dematerialization of shares and liquidity: The Company has admitted with both the Depositories namely National Security Depositories Ltd. (NSDL) or Central Depository Services Ltd. (CDSL). Any shareholder wishes to get their shares dematerialized, can get their shares demated.

xi) There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.

xii) Plant Locations: N.A.

xiii) Address for Correspondence: The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

Investor Relation Centre
FRUITION VENTURE LIMITED
21-A, 3rd Floor, Savitri Bhawan, Commercial Complex
Mukharji Nagar, Delhi, 110009
Phone: 011-27654977
Fax: 011-27654959
E-mail: info@fvl.co.in

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 2015 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.

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

Sd/-
Nitin Jain
Managing Director
DIN: 00861328

Sd/-
Richa
Chief Financial Officer

Date: **30th August, 2015**
Place: **New Delhi**

CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Fruition Venture Limited

We have examined the compliance of conditions of Corporate Governance by Fruition Venture Limited (hereinafter referred as "the Company") for the year ended March 31, 2014, as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges on Corporate Governance.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement on Corporate Governance.

We further state that no investor grievance(s) are pending for a period exceeding one month against the Company as per the records maintained by the Investor's Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **R&D**
Company Secretaries

Sd/-
Jinu Jain
Partner
ACS: 22076; C P No.: 10379

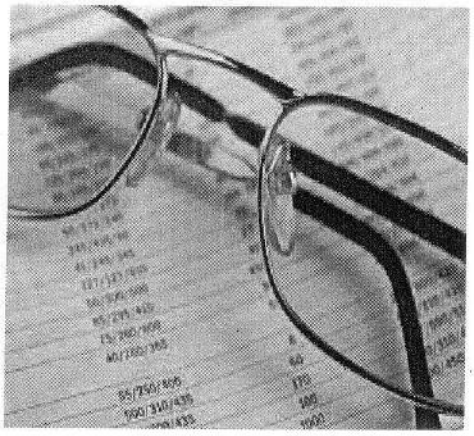
Date: 30/08/2015
Place: Delhi

IMPORTANT MESSAGE FROM CHAIRMAN

The financial year ended March 2015 was another successful year, where despite a challenging environment, our business grew well ahead of competition. Several innovations were launched to meet the emerging needs and aspirations of our consumers. We expanded our reach and further strengthened our services so that we can serve our consumers better with our services.

Date : 30/08/2015

Sd/-
Narendar Nath Jain
Chairman



Independent Auditor's Report

To

The Members,
Fruition Venture Limited
(Formerly known as Indo Websec Limited)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Fruition Venture Limited (Formerly known as Indo Websec Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Profit and Loss Statement and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statement.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March31, 2015, 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section143 of the Act, we give in the Annexure, 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 Profit and Loss Statement, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014.

e. on the basis of written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Companies Act,2013.

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

Sd/
Pradeep Aggarwal
Partner
Membership No. : 081984

Place: New Delhi
Date: 12.05.2015

Annexure referred in Our Report of even date to the members of Fruition Venture Limited (Formerly known as Indo Websec Limited) on the accounts of the company for the year ended 31st March, 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;

(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;

(ii) The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company

(iii) The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has not been noticed or reported.

(v) The Company has not accepted any deposits from the public covered under Section 73to 76 of the Companies Act, 2013

(vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub- section (1) of Section 148 of the Act

(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 with the appropriate authorities in India ; However Provident Fund, Investor Education and Protection Fund, Employees State Insurance and Sales Tax are not applicable to 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

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise as at 31st March, 2015

(viii) The accumulated losses of the company as at 31st March 2015 are less than fifty percent of its net worth. The company has not incurred cash loss during the current financial year covered by the audit and in the immediately preceding financial year.

(ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(x) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year

(xi) In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year.

(xii) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

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

Sd/
Pradeep Aggarwal
Partner
Membership No. : 081984

Place: New Delhi
Date:12.05.2015

FRUITION VENTURE LIMITED

(FORMERLY KNOWN AS INDO WEBSEC LTD.)
CIN- L74899DL1994PLC058824
Regd. Off:- 21-A, III Floor Mukherjee Nagar,Commercial Complex,Delhi-110009
Tel No. +91-11-47027878, Fax No. +91-11-47561818, Web : www.fvl.co.in , Email: info@fvl.co.in

Balance Sheet as at 31 March, 2015

	Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
			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	16,80,391.33	-13,41,323.05
	sub total		4,16,80,391.33	3,86,58,676.95
2	**Current liabilities**			
	(a) Short Term Borrowings	5a	35,00,000.00	-
	(b) Trade Payables		55,40,051.00	3,00,71,776.94
	(c) Other current liabilities	5b	1,16,987.50	3,11,465.60
	sub total		91,57,038.50	3,03,83,242.54
	TOTAL(1+2)		5,08,37,429.83	6,90,41,919.49
B	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets			
	(i) Tangible assets	6	7,36,297.90	8,55,923.88
			7,36,297.90	8,55,923.88
	(b) Non-current investments	7	63,45,735.60	1,44,25,663.08
	(c) Deferred tax assets (net)	8	13,38,861.00	33,23,208.00
	(d) Long-term loans and advances	9	16,500.00	16,500.00
			77,01,096.60	1,77,65,371.08
2	**Current assets**			
	(a) Inventories	10	4,15,48,357.27	1,52,60,979.81
	(b) Trade Receivable	11	-	3,02,14,308.70
	(c) Cash and cash equivalents	12	2,48,961.06	36,84,345.40
	(d) Short-term loans and advances	13	39,427.00	4,79,867.00
	(e) Other current assets	14	5,63,290.00	7,81,123.60
			4,24,00,035.33	5,04,20,624.51
	TOTAL		5,08,37,429.83	6,90,41,919.49
	See accompanying notes forming part of the financial statements	1&2		

In terms of our report attached
For P.Aggarwal & Associates
Chartered Accountants FRN - 03086N

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984

For and on behalf of the Board of Directors

Sd/-
Nitin Jain
Managing Director
DIN: 00861328

Sd/-
Narendar Nath Jain
Director
DIN: 00227948

Sd/-
Parul Bhargava
Company Secretary
PAN : AOEPB8117K

Sd/-
Richa
CFO
PAN : BQMPR4063F

Place : New Delhi
Date : 12.05.2015

FRUITION VENTURE LIMITED

(FORMERLY KNOWN AS INDO WEBSEC LTD.)

CIN- L74899DL1994PLC058824

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

Tel No. +91-11-47027878, Fax No. +91-11-47561818, Web : www.fvl.co.in , Email: info@fvl.co.in

Statement of Profit and Loss for the year ended 31 March, 2015

	Particulars	Note No.		For the year ended 31 March, 2015	For the year ended 31 March, 2014
				Rs.	Rs.
1	Revenue from operations	15		5,80,75,339.22	21,42,65,025.10
				5,80,75,339.22	21,42,65,025.10
2	Other income	16		4,95,337.87	10,94,999.51
3	Total revenue (1+2)			5,85,70,677.09	21,53,60,024.61
4	Expenses				
	(a)Purchase of Computer Parts	17a		-	20,77,80,404.00
	(b)Purchase of Fabric	17b		-	19,46,640.00
	(c) Purchases of stock of shares	17a		7,25,51,744.92	1,06,54,170.56
	(d) Changes in inventories of stock-in-trade	17b		-2,62,87,377.46	-83,75,085.61
	(e) Employee benefits expense	18		19,15,980.00	14,59,074.00
	(f) Finance costs	19		22,603.00	5,079.95
	(g) Depreciation and amortisation expense	6		1,19,373.00	85,552.97
	(h) Other expenses	20		39,75,329.25	15,76,433.60
	Total expenses			5,22,97,652.71	21,51,32,269.47
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)			62,73,024.38	2,27,755.14
6	Exceptional items			-	-
7	Profit / (Loss) before extraordinary items and tax (5 + 6)			62,73,024.38	2,27,755.14
8	Extraordinary items			-	-
9	Profit / (Loss) before tax (7 + 8)			62,73,024.38	2,27,755.14
10	Tax expense:				
	(a) Current tax expense for current year			9,15,210.00	-
	(b) Income Tax Adjustments for earlier years			3,51,500.00	-
	(c) Deferred tax			19,84,347.00	52,803.00
				32,51,057.00	52,803.00
11	Income Tax adjustment of earlier years			-	-
12	Profit / (Loss) from operations (9 +10-11)			30,21,967.38	1,74,952.14
13	Profit / (Loss) for the year (12)			30,21,967.38	1,74,952.14
14.i	Earnings per share (of `10/- each):				
	(a) Basic				
	(i) Continuing operations			0.76	0.04
	(b) Diluted				
	(i) Continuing operations			0.76	0.04
14.ii	Earnings per share (excluding extraordinary items) (of `10/- each):				
	(a) Basic				
	(i) Continuing operations			0.76	0.04
	(b) Diluted				
	(i) Continuing operations			0.76	0.04

See accompanying notes forming part of the financial statements

In terms of our report attached
For P.Aggarwal & Associates
Chartered Accountants FRN - 03086N

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984

For and on behalf of the Board of Directors

Sd/-
Nitin Jain
Managing Director
DIN: 00861328

Sd/-
Narendar Nath Jain
Director
DIN: 00227948

Sd/-
Parul Bhargava
Company Secretary
PAN : AOEPB8117K

Sd/-
Richa
CFO
PAN : BQMPR4063F

Place : New Delhi
Date 12.05.2015

FRUITION VENTURE LIMITED

(FORMERLY KNOWN AS INDOWEBSEC LIMITED)

CIN-L74899DL1994PLC058824

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Note	Particulars
1	**Corporate information** Company was originally incorporated on 5th May 1994 under registrar of companies, National Capital Territory of Delhi and Haryana as ORCAP SECURITIES LIMITED, subsequently on 1st May 2002 the name of company changed as INDO WEBSEC LIMITED, further on 27th Sep 2012 the name of said company was changed as FRUITION VENTURE LIMITED. Company have its registered office at 21-A, 3rd Floor Savitri Bhawan, Commercial Complex, Mukharji Nagar, New Delhi, India -110009. Company are engaged in the business of shares stock, securities, finance broker and trading of computer, computer parts and all kind of fabrics. Company has been enlisted on Bombay Stock Exchange with effect from 30.07.2014 The company has discontinued the business of trading of computer, computer parts and all kind of fabrics from the Financial Year 2014-15.
2	**Significant accounting policies**
2.1	**BASIS OF PREPARATION OF FINANCIAL STATEMENTS:** (i) In compliance with the accounting standards referred to in section 133 and the order relevant provision of the companies Act, 2013 to the extent applicable, the company follows the accrual system of accounting in general and the historical cost convention in accordance with the generally accepted Accounting Principles (GAAP). (ii) The preparation of accounting statements in conformity with GAAP requires the management to make assumption and estimates that effect the reported amounts of assets and liabilities and discloser of contingent liabilities as at the date of the financial statements and amount of income and expenses during the period reported under the financial statements. Any revision to the accounting estimates are recognised prospectively when revised. (iii) 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 VI to the companies Act 1956. 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.
2.2	**Use of estimates** 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.
2.3	**Inventories** Inventories are valued at the lower of cost (on FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

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Note 2 Significant accounting policies (contd.)

Note	Particulars
2.4	**Cash and cash equivalents (for purposes of Cash Flow Statement)** 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.
2.5	**Cash flow statement** 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.
2.6	**Fixed Assets and Depreciation** Fixed Assets are recorded in the books of accounts at their original cost of acquisition. As per the requirement of the provisions of Schedule II of the Companies Act, 2013 (the "Act"), the Management has decided to adopt the useful lives as suggested in Part C of Schedule II of the Act with effect from 1st April,
2.7	**Revenue recognition** Sale of goods Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax and value added tax.
2.8	**Other income** Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.
2.9	**Investments** Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.
2.10.	**Employee benefits** No provision for gratuity and Leave Encashment on retirement has been made.
2.11	**Others** Previous years figures have been recast and regrouped wherever necessary.

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Note 2 Significant accounting policies (contd.)

Note	Particulars
2.12	**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. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.
2.13	**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.

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Note 3 Share capital

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	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 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) 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
(d) Subscribed but not fully paid up		-		-
(e) Par Value per Share		10.00		10.00
(f) Allotment money in arrears -By Directors -By Others		- -		- -
Total	**40,00,000.00**	**4,00,00,000.00**	**40,00,000.00**	**4,00,00,000.00**

Note 3 Share capital
3a. Share capital reconciliation

Particulars				
Particulars	Opening Balance	Addition during the year	Deletion during the year	Closing balance
Issued Capital				
Equity shares with voting rights				
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
Year ended 31 March, 2014				
- 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, 2015				
- 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, 2014				
- Number of shares	31,50,000.00	8,50,000.00	-	40,00,000.00
- Amount (Rs.)	3,15,00,000.00	85,00,000.00	-	4,00,00,000.00

Note 3 Share capital (contd.)

Particulars				
(i) Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	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	3,00,000.00	7.50%	5,00,000.00	12.50%
Sanhit Jain	2,00,000.00	5.00%	-	-

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Note 4 Reserves and surplus

Particulars	As at 31 March, 2015	As at 31 March, 2014
	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		
Surplus-Opening balance	(21,28,323.05)	(23,03,275.19)
Add: Net Profit after tax transferred from Statement of Profit & Loss Account	30,21,967.38	1,74,952.14
Amount available for Appropriations	8,93,644.33	(21,28,323.05)
Less: Approriations/transfers made during the year	253.00	-
Surplus-Closing balance	**8,93,391.33**	**(21,28,323.05)**
Total	**16,80,391.33**	**(13,41,323.05)**

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Note 5a Short-term borrowings

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Secured		
(a) Loans repayable on demand		
(i) from banks	-	-
(i) from other parties	35,00,000.00	-
Unsecured		
(a) Loans repayable on demand		
(i) from banks	-	-
(i) from other parties	-	-
Total a	**35,00,000.00**	**-**

Note 5b Other current liabilities

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(a) Other payables		
(i) TDS Payable	12,845.00	11,923.00
(ii) Unpresented Cheques	61,074.50	2,51,718.60
(iii) Others Liabilities	43,068.00	47,824.00
Total b	**1,16,987.50**	**3,11,465.60**

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Note 6 Fixed assets

	Tangible assets	Gross block					Accumulated depreciation and impairment					Net Block		Useful life	
		Gross Block as at 1 April, 2014	Additions	Disposals	Other adjustments	Gross Block as at 31 March, 2015	Provision as at 1 April, 2014	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Other adjustments	Total as at 31 March, 2015	Balance as at 31 March, 2015	Balance as at 31 March, 2014		
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	No of Years	
(a)	Computers	3,68,967.00	-	-	-	3,68,967.00	3,50,266.00	-	-	253.00	3,50,519.00	18,448.00	18,701.00	3.00	fully depriciated
(b)	Partition & Fixtures	5,17,211.76	-	-	-	5,17,211.76	5,17,211.76	-	-	-	5,17,211.76	-	-	10.00	fully depriciated
(c)	Air Conditioner	2,15,187.00		-	-	2,15,187.00	24,107.90	13,629.00	-	-	37,736.90	1,77,450.10	1,91,079.10	15.00	P&M
(d)	Furniture & Fixture	5,08,781.00		-	-	5,08,781.00	58,401.21	48,334.00	-	-	1,06,735.21	4,02,045.79	4,50,379.79	10.00	F&F
(e)	Projector	1,33,000.00		-	-	1,33,000.00	37,802.61	42,117.00	-	-	79,919.61	53,080.39	95,197.39	3.00	computers
(f)	Printer	16,500.00		-	-	16,500.00	1,193.88	5,225.00	-	-	6,418.88	10,081.12	15,306.12	3.00	computers
(g)	CCTV Camera	28,500.00		-	-	28,500.00	3,197.86	1,805.00	-	-	5,002.86	23,497.14	25,302.14	15.00	P&M
(h)	Camera Night Vision	6,000.00		-	-	6,000.00	569.18	380.00	-	-	949.18	5,050.82	5,430.82	15.00	P&M
(i)	Access control Set	33,000.00		-	-	33,000.00	3,130.49	6,270.00	-	-	9,400.49	23,599.51	29,869.51	5.00	office equipments
(j)	Invertor	25,472.00	-			25,472.00	814.00	1,613.00			2,427.00	23,045.02	24,658.00	15.00	P&M
	Total	18,52,618.76	-	-	-	18,52,618.76	9,96,694.88	1,19,373.00	-	253.00	11,16,320.88	7,36,297.90	8,55,923.88		
	Previous year	18,27,146.76	25,472.00			18,52,616.76	9,11,141.91	85,552.97	-	-	9,96,694.88	8,55,923.90	9,16,004.85		

Gross value of assets(computers) fully depreciated 2,93,112.00
Gross value of assets(Partition & Fixtures) fully depreciated 5,17,211.76

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Note 7 Non-current investments

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Investments (At cost):		
A. Investments - Quoted Securities		
(a) Investment in equity instruments -		
(i) of other entities		
-2500 shares of Rs18.20each in Oswal Chemicals Limited	45,500.00	45,500.00
-76000 shares of Rs.52.40 each in Paramount Communication Ltd.	-	39,82,427.48
-175157 shares of Rs. 27.50 each in Cosco (India) Ltd. sold 149000 shares & balance 26157 shares	7,20,408.10	48,17,908.10
-250000 shares of Rs.22.09 Each in Networth Stock Broking Ltd	55,79,827.50	55,79,827.50
	63,45,735.60	1,44,25,663.08
Total (A+B)	63,45,735.60	1,44,25,663.08
Less: Provision for diminution in value of investments	-	-
Total	63,45,735.60	1,44,25,663.08
Aggregate amount of quoted investments	63,45,735.60	1,44,25,663.08
Aggregate market value of listed and quoted investments	1,19,62,936.70	1,37,29,062.30

Note 8 Deferred Tax Asset

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Deferred Tax Asset		
Difference between book balance and tax balance of fixed assets	-	-
Unabsorbed depreciation carried forward	3,28,375.85	3,28,376.00
Unabsorbed business losses	10,38,010.72	30,02,661.00
Tax effect of items constituting deferred tax assets	13,66,386.57	33,31,037.00
Deferred Tax Liability	27,526.00	7,829.00
Net Deferred Tax Asset	13,38,861.00	33,23,208.00

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Note 9 Long-term loans and advances

Particulars	As at 31 March, 2015	As at 31 March, 2014
	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 10 Inventories

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(a) Stock-in-trade (Shares)	4,15,48,357.27	1,52,60,979.81
Total	**4,15,48,357.27**	**1,52,60,979.81**

Note 11 Trade receivables

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Trade receivables outstanding for a period exceedingsix months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	-	2,74,14,435
Doubtful	-	-
	-	2,74,14,435
Less: Provision for doubtful trade receivables	-	-
	-	**2,74,14,435**
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	-	27,99,874
Doubtful	-	-
	-	27,99,874
Less: Provision for doubtful trade receivables	-	-
	-	**27,99,874**
Total	-	**3,02,14,309**

Note 12 Cash and cash equivalents

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(a) Balances with banks		
(i) In current accounts	2,38,760.06	36,39,502.80
(b) Cash on hand	10,201.00	44,842.60
Total	**2,48,961.06**	**36,84,345.40**

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Note 13 Short-term loans and advances

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(a) Security deposits		
Secured, considered good		-
Unsecured, considered good	15,000.00	4,59,440.00
Doubtful	-	-
Less: Provision for doubtful deposits	-	-
	15,000.00	**4,59,440.00**
(b) Loans and advances to employees		-
Secured, considered good	-	-
Unsecured, considered good	16,000.00	12,000.00
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
	16,000.00	**12,000.00**
(c) Prepaid expenses - Unsecured, considered good	8,427.00	8,427.00
(d) Others		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for other doubtful loans and advances	-	-
	-	-
Total	**39,427.00**	**4,79,867.00**

Note 14 Other current assets

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(a) Advance tax F.Y 2012-13	-	6,00,000.00
(b) TDS F.Y 2012-13	-	90,000.00
(c) TDS F.Y. 2013-14	-	90,000.00
(d) Cheque deposited but not cleared		1,123.60
(e) I T Refund Recievable FY 12-13	3,38,500.00	
(f) I T Refund Recievable FY 13-14	90,000.00	-
(g) Income Tax Refund FY 14-15	1,34,790.00	-
Total	**5,63,290.00**	**7,81,123.60**

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Note 15 Revenue from operations

	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Rs.	Rs.
(i)	Sale of shares	5,87,70,684.05	24,31,414.76
	Total (a)	5,87,70,684.05	24,31,414.76
(ii)	Profit from Day Dealing	-6,95,344.83	1,16,742.32
	Total (b)	-6,95,344.83	1,16,742.32
(iii)	Trading in Electric Peripherals	-	208916994.02
	Total (c)	-	20,89,16,994.02
(iv)	Trading in Fabric	-	27,99,874.00
	Total (d)	-	27,99,874.00
	TOTAL (a)+(b)+(c)+(d)	5,80,75,339.22	21,42,65,025.10

Note: There is no opening and closing stock of Electric Peripherals and Fabric in the Financial year 2014-15 , the business has been discontinued from this financial year.

Note 16 Other income

	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Rs.	Rs.
(a)	Dividend income: Others	4,41,078.65	1,94,867.56
(b)	Profit from Sale of Investment	9,944.22	-
(c)	Discount & Rebate	-	72.00
(d)	Research Advisory Fees	-	9,00,000.00
(e)	Short & Excess	-	59.95
(f)	Cr. Balance Written back	44,315.00	-
	Total	4,95,337.87	10,94,999.51

FRUITION VENTURE LIMITED
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Note 17.a Purchase of traded goods

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
Purchase of Shares	7,25,51,744.92	1,06,54,170.56
Purchase of Computer parts	-	20,77,80,404.00
Purchase of Fabric	-	19,46,640.00
Total	**7,25,51,744.92**	**22,03,81,214.56**

Note 17.b Changes in inventories of stock-in-trade

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
Inventories at the end of the year:		
Stock of shares	4,15,48,357.27	1,52,60,979.81
stock of electronic peripherals and fabric	-	-
	4,15,48,357.27	**1,52,60,979.81**
Inventories at the beginning of the year:		
Stock of shares	1,52,60,979.81	68,85,894.20
stock of electronic peripherals and fabric	-	-
	1,52,60,979.81	**68,85,894.20**
Net (increase) / decrease	**-2,62,87,377.46**	**-83,75,085.61**

Note 18 Employee benefits expense

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
Salaries and wages	19,15,980.00	14,59,074.00
Total	**19,15,980.00**	**14,59,074.00**

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Note 19 Finance costs

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
(a) Interest expense on:		
(i) Borrowings	22,603.00	5,079.95
Total	**22,603.00**	**5,079.95**

Note 20 Other expenses

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
Rent including lease rentals	1,50,000.00	4,27,248.00
Communication	36,228.00	21,745.00
Travelling and conveyance	27,495.00	54,681.00
Printing and stationery	23,158.00	10,870.00
Consultancy Fees	15,00,000.00	
Legal and professional	5,57,613.00	5,92,067.00
Payments to auditors (Refer Note (i) below)	44,944.00	44,944.00
Miscellaneous expenses	59,082.79	5,932.22
Electricity Expenses	32,260.00	85,240.00
Postage & Stamp Expenses	13,000.00	9,286.00
Office Expenses	7,502.00	12,800.00
Advertisement	54,870.00	40,501.00
Penalty	1,200.00	4,870.00
Share Transfer Expenses	26,968.00	26,968.00
Demat Charges	2,192.73	-
Service Tax	34,232.16	-
Debit Balance W/o	4,29,440.60	-
Office Insurance	-	14,004.00
BSE Enlisting Fees	5,61,800.00	-
Freight Charges	-	7,000.00
Filing Fees	1,65,918.00	88,339.20
Security Transaction Tax(STT)	1,41,368.00	63,016.00
Meeting Expenses	-	15,358.00
Interest on Late Payment of TDS	68.00	-
Staff Welfare	51,381.00	39,619.00
Repair & Maintenance	44,817.00	10,170.00
Bank Charges & Interest	419.97	1,775.18
AMC Charges	9,371.00	
Total	**39,75,329.25**	**15,76,433.60**

Notes:

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	44,944.00	44,944.00
For management services	-	
Total	**44,944.00**	**44,944.00**

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In terms of our report attached
For P.Aggarwal & Associates
Chartered Accountants FRN - 03086N

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984

For and on behalf of the Board of Directors

Sd/-
Nitin Jain
Managing Director
DIN: 00861328

Sd/-
Narendar Nath Jain
Director
DIN: 00227948

Sd/-
Parul Bhargava
Company Secretary
PAN : AOEPB8117K

Sd/-
Richa
CFO
PAN : BQMPR4063F

Place : New Delhi
Date : 12.05.2015

FRUITION VENTURE LIMITED
(FORMERLY KNOWN AS INDO WESEC LTD.)
CIN- L74899DL1994PLC058824
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EQUITY SHARES
FRUITION VENTURE LIMITED
1-Apr-2014 to 31-Mar-2015

Particulars	Opening Balance			Inwards			Outwards			Closing Balance			Market Value		
	Quantity	Rate	Value	Quantity	Rate	Value	Quantity	Rate	Value	Quantity	Rate	Value	Rate	Value	Whichever is less
Advance Meter (AMTL)	500.00	16.92	8,460.34							500.00	16.92	8,460.34	13.75	6,875.00	6,875.00
Agritech India Ltd.	100.00	1.00	100.00							100.00	1.00	100.00	6.10	610.00	100.00
Ahluwalia				1,34,650.00	147.14	1,97,25,291.54	1,34,050.00	151.12	2,15,58,840.79						
Anant Raj				22,400.00	51.79	11,60,010.88				22,400.00	51.79	11,60,010.88	39.90	8,93,760.00	8,93,760.00
BS Transcorn				6,87,600.00	23.95	1,64,70,201.92	4,19,635.00	25.10	1,05,31,737.19	2,67,971.00	24.56	65,88,697.61	25.40	68,06,463.40	65,88,697.61
Cesco	4,843.00	26.52	1,28,482.93							4,843.00	26.53	1,28,482.93	178.10	8,62,538.30	1,28,482.93
Century PY				1,83,399.00	174.43	3,09,87,124.06	68,199.00	172.91	1,17,92,416.80	1,15,200.00	142.90	1,64,15,541.78	239.65	2,69,16,480.00	1,64,15,541.78
Dabur India Ltd	6.00	135.81	814.83							6.00	135.81	814.83	265.55	1,593.30	814.83
Dhanus	1,700.00	0.06	102.00							1,700.00	0.06	102.00	0.08	136.00	102.00
DSQ Software	135.00	1.00	135.00							135.00	1.00	135.00	9.60	681.00	135.00
EON ELECTRIC LTD.	500.00	19.30	9,650.00							500.00	19.30	9,650.00	34.20	17,100.00	9,650.00
Future Consumer Enterprises				50,000.00	6.82	3,41,008.20				50,000.00	6.82	3,41,008.20	12.10	6,05,000.00	3,41,008.20
HFCL	350.00	246.70	86,345.00							350.00	246.70	86,345.00	649.80	2,27,430.00	86,345.00
IFCI	400.00	26.10	10,440.00							400.00	26.10	10,440.00	33.35	13,340.00	10,440.00
INDIAB POWER	30,000.00	6.97	2,09,100.00							30,000.00	6.97	2,09,100.00	8.65	2,59,500.00	2,09,100.00
Integra Garments New F.V. Rs.X-	399.00	1.20	478.80							399.00	1.20	478.80	1.91	762.09	478.80
Jul Electronics	3,000.00	0.35	1,050.00							3,000.00	0.35	1,050.00	0.35	1,050.00	1,050.00
JP Infratech				1,95,000.00	20.83	40,61,102.63	1,95,000.00	23.02	44,88,469.71						
KARUTU NETWORKS	1,050.00	1.55	1,627.50							1,050.00	1.55	1,627.50	1.55	1,627.50	1,627.50
KEI IND.	3,77,757.00	9.57	36,19,659.49				1,16,186.00	10.82	16,31,062.51	2,61,571.00	9.57	25,04,290.45	62.25	1,62,82,784.75	25,04,290.45
KEW Ind	1,000.00	1.53	1,530.00							1,000.00	1.53	1,530.00	1.10	1,100.00	1,100.00
KIRLOSKAR FERT.	1,000.00	21.90	21,890.00							1,000.00	21.90	21,890.00	52.80	52,800.00	21,890.00
KOPRAN	1,000.00	12.70	12,700.00							1,000.00	12.70	12,700.00	45.50	45,500.00	12,700.00
K.S OIL	16,000.00	1.23	19,680.00				7,000.00	1.59	11,130.00	9,000.00	1.23	11,070.00	0.85	7,650.00	7,650.00
LAKSHMI OVERSEAS	400.00	14.55	5,820.00							400.00	14.55	5,820.00	9.20	2,080.00	2,080.00
MARKSONS PHARMA	4,000.00	1.65	6,600.00							4,000.00	1.65	6,600.00	61.90	2,47,600.00	6,600.00
MORARJE TEXTILE	399.00	10.00	3,990.00							399.00	10.00	3,990.00	38.55	15,381.45	3,990.00
Morepen Lab	16,000.00	2.55	40,800.00							16,000.00	2.55	40,800.00	11.70	1,87,200.00	40,800.00
NAGARJUNA OIL REFINERY LTD.	1,000.00	3.05	3,050.00							1,000.00	3.05	3,050.00	4.10	4,100.00	3,050.00
NARAGJUNA FERTIL EQ NEW F.V.1	1,100.00	1.00	1,100.00							1,100.00	1.00	1,100.00	1.00	1,100.00	1,100.00
Nath Bio -Genes	110.00	1.00	110.00							110.00	1.00	110.00	112.35	12,708.50	110.00
Nath Seeds	290.00	1.00	290.00												
Neha International	12,944.00	10.27	1,32,887.44				12,944.00	13.72	1,64,621.20						
Netwo Store	1,00,000.00	13.90	13,90,000.00							1,00,000.00	13.90	13,90,000.00	29.00	29,00,000.00	13,90,000.00
NRC	2,000.00	2.55	5,100.00							2,000.00	2.55	5,100.00	3.50	7,000.00	5,100.00
Padmini Tech	100.00	1.00	100.00							100.00	1.00	100.00	4.00	400.00	100.00
PARAMOUNT COMM.	3,34,129.00	1.33	4,44,893.65							3,34,129.00	1.33	4,44,893.65	2.80	9,35,561.20	4,44,893.65
Platinum	5,000.00	0.11	550.00							5,000.00	0.11	550.00	0.11	550.00	550.00
Reliance Communication	1,400.00	55.30	77,420.00							1,400.00	55.30	77,420.00	69.25	96,950.00	77,420.00
Reliance Industries	130.00	750.60	97,578.00							130.00	750.60	97,578.00	926.00	1,07,380.00	97,578.00
Reliance Media W-Broadcast	225.00	24.90	5,602.50							225.00	24.90	5,602.50	69.05	15,536.25	5,602.50
Reliance Media WD	225.00	45.95	10,338.75							225.00	45.95	10,338.75	59.80	13,455.00	10,338.75
Reliance Power	125.00	61.50	7,687.50							125.00	61.50	7,687.50	56.50	7,062.50	7,062.50
ROSSELL TEA	84,185.00	35.17	29,61,173.71							84,185.00	35.17	29,61,173.71	79.80	67,21,263.00	29,61,173.71
RUCHI INFRA	2,000.00	11.75	23,500.00							2,000.00	11.75	23,500.00	7.90	15,800.00	15,800.00
SEL MANUFACTURE	1,000.00	2.95	2,950.00							1,000.00	2.95	2,950.00	3.45	3,450.00	2,950.00
SHIVA FERTILISER	1,500.00	15.00	22,500.00							1,500.00	15.00	22,500.00	19.20	27,300.00	22,500.00
Take Solutions Ltd.	54,480.00	22.58	12,29,866.91	72,840.00	53.14	42,42,466.06	83,000.00	58.50	35,59,477.14	71,320.00	52.14	37,99,737.57	128.60	91,71,752.00	37,99,737.57
Tarang projects & Consultant Ltd.				9,500.00	578.00	54,91,000.00				9,500.00	578.00	54,91,000.00	307.25	29,18,875.00	29,18,875.00
Techno Electric & Engine	28,249.00	92.57	26,43,375.93	377.00	193.24	72,849.63	4,877.00	229.18	11,12,726.11	23,746.00	95.65	22,52,864.05	390.40	92,71,609.60	22,52,864.05
TPL	1,529.00	4.54	6,941.66							1,529.00	4.54	6,941.66	6.25	9,556.25	6,941.66
TILAKNAGAR IND	10,000.00	54.44	5,44,380.00							10,000.00	54.44	5,44,380.00	19.80	1,98,000.00	1,98,000.00
Twilikha Pharma	1,050.00	3.55	3,922.50				1,050.00	9.20	10,133.08						
UNITECH	1,00,000.00	12.11	12,11,000.00				1,00,000.00	32.90	32,88,714.01						
UNITED PHOSPHOSUS															
Urjha Formula	2,000.00	2.15	4,300.00							2,000.00	2.15	4,300.00	5.17	10,340.00	4,300.00
VISU INTERNATIONAL	1,000.00	0.55	550.00							1,000.00	0.55	550.00	0.62	620.00	550.00
WIRE & WIRELESS LTD.	10,289.00	20.60	2,11,953.40				10,289.00	29.29	3,01,356.58						
Total	12,17,499.00		1,52,32,519.81	13,62,177.00		7,25,51,744.92	11,33,135.00		5,87,70,684.05	14,46,251.00		4,47,21,863.48		8,58,82,585.09	4,15,19,607.27

Details of shares exchanged in the process of amalgamation

Tech Mahindra Ltd.	35.00	563.14	19,710.00	140.00	140.79	19,710.00	35.00	563.14	19,710.00	140.00	140.79	19,710.00	629.70	88,158.00	19,710.00
Nath Seeds	290.00	1.00	290.00				290.00	1.00	290.00						
Tschindia Birman Ltd.-Name changed from Nath seed				290.00	1.00	290.00				290.00	1.00	290.00	3.40	986.00	290.00
Jsw Steel Ltd.	13.00	673.08	8,750.00							13.00	673.08	8,750.00	906.55	11,785.15	8,750.00
Grand Total	12,17,547.00		1,52,60,979.81	13,62,607.00		7,25,71,764.92	11,33,170.00		5,87,99,394.05	14,46,694.00		4,47,50,613.49		8,59,83,514.24	4,15,48,357.27

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SCHEDULE OF FIXED ASSETS UNDER INCOME TAX ACT 1961 AS ON 31st MARCH 2015

PARTICULARS	W.D.V as on 1.4.2015	Additions more than 180 days	Additions less than 180 days	Sales	Total	Rate	Depreciation	W.D.V as on 31.3.2015
Computer	329.37	-	-	-	329.37	60%	197.62	131.75
Partition & Fixtures	69,306.05	-	-	-	69,306.05	10%	6,930.60	62,375.44
Air Conditioner	1,32,151.72	-	-	-	1,32,151.72	15%	19,822.76	1,12,328.96
Furniture & Fixture	3,70,901.35	-	-	-	3,70,901.35	10%	37,090.13	3,33,811.21
Projector	81,678.63	-	-	-	81,678.63	15%	12,251.79	69,426.83
Printer	10,133.06	-	-	-	10,133.06	15%	1,519.96	8,613.10
CCTV Camera	20,776.50	-	-	-	20,776.50	10%	2,077.65	18,698.85
Camera Night Vision	4,374.00	-	-	-	4,374.00	10%	437.40	3,936.60
Access control Set	24,057.00	-	-	-	24,057.00	10%	2,405.70	21,651.30
Inverter	19,109.70	-	-	-	19,109.70	15%	2,866.46	16,243.25
Total	8,30,586.10	-	-	-	7,32,817.37		85,600.07	6,47,217.29
Previous Year (Rs.)	9,16,258.41	14,400.00	11,072.00	-	9,41,730.41		1,11,144.31	8,30,586.10

Details of Deferred Tax Liablity recognised as on 31.03.2015

			31.03.2015	31.03.2014
(A)	Depreciation WDV as on 31.3.2015			
	: As per Companies Act		7,36,298	8,55,923.88
	: As per I. Tax Act		6,47,217	8,30,586.10
	Difference		(89,080.61)	(25,337.78)
	Tax Impact @ 30.90%	Laibility	(27,526)	(7,829.00)
(B)	Brought Forward Losses		97,21,848	97,29,520.14
	Current year (Profit)/ Losses		(63,62,590)	12,170.00
			33,59,258	97,17,350.14
	Tax Impact @ 30.90%	Asset	10,38,011	30,02,661.00
(C)	Unabsorbed Depreciation		10,62,705	10,62,705.86
			10,62,705.00	10,62,705.86
	Tax Impact @ 30.90%	Asset	3,28,376	3,28,376.00
	Total Deffered Tax (Liability)/Asset	Asset	13,38,861	33,23,208
	Net Deferred -Tax (Liablity)/ Assets in B/s.		13,38,861	33,23,208
	Less : Opening		33,23,208	33,76,011
	(Charged)/Credited to P&L		(19,84,347)	(52,803)

FRUITION VENTURE LIMITED

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Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	62,73,024.00	2,27,755.00
Adjustments for:		
Depreciation and amortisation	1,19,373.00	85,552.97
Finance costs	22,603.00	5,079.95
Interest income	-	-
Dividend income	-4,41,078.00	-1,94,867.56
Net (gain) / loss on sale of investments	-9,944.22	-
Prior period Expenses	-	-
Amount W/o	-	
Net unrealised exchange (gain) / loss	-	-
Operating profit / (loss) before working capital changes	59,63,977.78	1,23,520.36
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	-2,62,87,377.00	-83,75,086.00
Trade Receivable	3,02,14,308.70	-83,38,825.00
Other current assets	2,17,833.60	-91,124.00
Adjustments for increase / (decrease) in operating liabilities:		
Trade payable & Other current liabilities	-2,12,26,204.04	-3,10,30,159.00
Cash generated from operations	-1,11,17,460.96	-4,77,11,673.64
Net cash flow from / (used in) operating activities (A)	-1,11,17,461.00	-4,77,11,673.64
B. Cash flow from investing activities		
Sale/(Purchase) of Investment	80,79,927.00	-
Interest received		
- Others	-	-
Dividend received		
- Others	4,41,079.00	1,94,868.00
Purchase of Fixed Asset	-	-
	85,21,006.00	1,94,868.00
Cash flow from extraordinary items	9,944.22	-
Net cash flow from / (used in) investing activities (B)	85,30,950.22	1,94,868.00
C. Cash flow from financing activities		
Interest Paid	-22,603.00	-5,080.00
Recovery of Short term loans given	4,40,440.00	3,82,63,326.00
Short term loans Paid		-4,94,140.00
Call Money received (Equity Shares)	-	85,00,000.00
	4,17,837.00	4,62,64,106.00
Cash flow from extraordinary items	-	-
Net cash flow from / (used in) financing activities (C)	4,17,837.00	4,62,64,106.00
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	-21,68,674.00	-12,52,699.64
Add:Cash and cash equivalents at the beginning of the year	36,84,345.40	49,62,516.22
Cash and cash equivalents at the end of the year	**15,15,671.00**	**37,09,817.00**
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 12)	2,48,961.00	36,84,345.00
Less: Bank balances not considered as Cash and cash equivalents as defined in Net Cash and cash equivalents (as defined in AS 3 *Cash Flow Statements*)		
Add: Current investments considered as part of Cash and cash equivalents (as		
Cash and cash equivalents at the end of the year *	2,48,961.00	36,84,345.00
* Comprises:		
(a) Cash on hand	10,201.00	44,843.00
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	2,38,760.00	36,39,503.00
See accompanying notes forming part of the financial statements		

In terms of our report attached
For P.Aggarwal & Associates
Chartered Accountants FRN - 03086N

Sd/-
Pradeep Aggarwal
Partner
M.No. 081984
Place : New Delhi
Date : 12.05.2015

For and on behalf of the Board of Directors

Sd/-	**Sd/-**
Nitin Jain	**Narendar Nath Jain**
Managing Director	**Director**
DIN: 00861328	**DIN: 00227948**
Sd/-	**Sd/-**
Parul Bhargava	**Richa**
Company Secretary	**CFO**
PAN : AOEPB8117K	**PAN: BQMPR4063F**

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 Tel No. +91-11-47027878, Fax No. +91-11-47561818, Web : www.fvl.co.in , Email: info@fvl.co.in

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, 2015 at the registered office of the Company and at any adjournment.

Signed this ..... day of ..... , 2015

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.

FRUITION VENTURE LIMITED

(Formerly Indo websec Limited)

CIN- L74899DL1994PLC058824
Regd. Off:- 21-A, III Floor Mukherjee Nagar,Commercial Complex,Delhi-110009
Tel No. +91-11-47027878, Fax No. +91-11-47561818, Web : www.fvl.co.in , Email: info@fvl.co.in

ATTENDANCE SLIP

I / We hereby record my / our presence at the Twenty One 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.

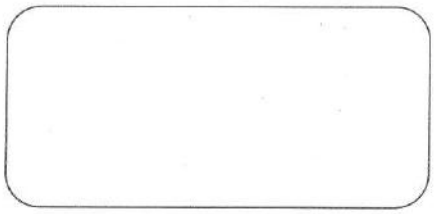
2. The Proxy Form signed across 1 Rupee Revenue Stamp should reach the Company's Registered Office at least 48 hours before the schedule time of the meeting.

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

(Formerly Indo websec Limited)
21-A, 3rd Floor Savitri Bhawan
Commercial Complex, Mukherjee Nagar
New Delhi- 110 009

Fruition Venture Limited
A-21, 3rd Floor, Savitiri 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

Ref No: FVL/SE/BSE/AGM/2014-15/05 **Date**: 4th September, 2015

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

Sub: covering letter of the annual audit report to be filed with the Stock Exchange

Dear Sirs

Please find the attached statement required under clause 31(a) of the Listing Agreement is enclosed herewith.

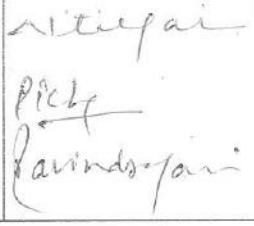
This is for your kind information and record please.

Thanking you

Yours Sincerely
For and on behalf of
Fruition Venture Limited
(Formerly Indo Websec Ltd)

Richa
(Chief Financial Officer)
Encl: a.a.

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	**Fruition Venture Limited (Formerly Indo Websec Ltd)**
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Nil
5.	To be signed by- Managing Director CFO Audit Committee Chairman