



# **BLUEBLOOD VENTURES LIMITED**

## **11<sup>TH</sup> ANNUAL REPORT**

**2017-18**

**CORPORATE INFORMATION:**

Mr. Suresh Bohra  
Din: 00093343

Managing Director

Mrs. Babita Bohra  
Din: 01149417

Director

Mr. Pushpendra Surana  
Din: 01179041

Director

Mr. Manjeet Pugalia  
Din: 07131803

Director

Mr. Nirbhaya Kishore Mishra  
Din: 00302769

Director

Mrs. Neha Bansal

Company Secretary

**Statutory Auditors**  
**M/s Prakash Mishra**  
**Chartered Accountants**  
**A-199/8, Saurabh Vihar,**  
**Badarpur, New Delhi-110044**

**Registered Office:**  
**Room No 101, P-27, Malviya Nagar,**  
**New Delhi-110017**



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## **DIRECTORS' REPORT**

To the Members,

The Directors of the Company have pleasure in presenting the 11<sup>th</sup> Standalone Annual Report and Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2018.

	(In Rs.)	
<b>FINANCIAL RESULTS</b>	<b>F.Y 2017-18</b>	<b>F.Y 2016-17</b>
Sales and Services	59,67,70,959	2,57,39,098
Other Income	13,94,521	15,20,580
Total Revenue	59,81,65,480	2,72,59,678
Total Expenditure	59,41,24,347	2,43,57,857
<b>Profit before Tax</b>	<b>40,41,133</b>	<b>29,01,820</b>
Less: Tax Expense		
Current Tax	10,40,591	8,86,237
Deferred Tax	(17447)	(33,923)
Taxes for Earlier Years	-	-
<b>Profit/Loss for the year after tax</b>	<b>3017990</b>	<b>20,49,507</b>

### **DIVIDEND**

The Board of Directors do not recommend any dividend on Equity Share Capital for the year under review with a view to conserve resources and to plough back the profits for the Financial Year ended 31<sup>st</sup> March, 2018 and to strengthen the net working capital.

### **MANAGEMENT DISCUSSIONS & ANALYSIS (MDA)**

#### **Financial Review**

The operating income during the financial year ended 31<sup>st</sup> March, 2018 stood at Rs. 59,67,70,959 as against the total operating income of Rs. 2,57,39,098/- in the previous financial year ended 31<sup>st</sup> March, 2017. During the Year the Company has earned a net profit of Rs. 3017990/- as compared to the net profit of Rs. 20,49,507/- in the previous year.

#### **Share Capital**

During the financial year 2017 -2018 the paid up capital of the Company stood at Rs. 3,00,10,800 (Rupees Three Crores Ten Thousand Eight Hundred Only) Equity Shares of Re. 10/- each.

#### **Industry Overview for the Company**

A turbulent equity movement, dismal corporate earnings, sub normal monsoons, plunge in commodity and oil prices: It has not been a good year to remember for Indian markets. "Year 2017-2018 turned out to be a complicated year for investors with corporate performance failing markets expectation. Domestic politics have also eluded market expectations.

#### **Opportunities and Outlook**

Domestic stock markets are not out of the woods yet and the coming year will continue to be challenging. However, 2018 is likely to be better than 2017. Large-cap stocks continue to remain under pressure, while cracks are already developing in the mid- and small-cap space, the segment which gave a phenomenal return of about 65 per cent in the past two years. "Markets are likely to be volatile. However, we are positive that in 2017, a more meaningful shift will take place in financial assets.

#### **Threat, Risks & Concern**

Low pace of global growth, low commodity prices and the government's inability to balance the fiscal deficit will be three key challenges to the markets. "While the developed economies are moving out of repair, growth across many emerging markets could moderate, given high dollar debt. Key long-term challenge for India remains ability to rein in the consolidated fiscal deficit. Government expenditure bill will increase, with the proposed revision in wages and likelihood of other measures to support rural income.

**Adequacy of Internal Control**

The Company has a well laid out internal control system. The internal control system is so designed to ensure that there is adequate safeguard, maintenance and usage of assets of the Company.

**Human Resources**

The Company currently has a strong team of less than 10 employees with experience in stock broking and finance and we would like to thank each and every member of the BLUEBLOOD family for their role and continuous contribution towards the Company's performance.

**FIXED DEPOSITS**

During the Financial Year 2017-18, your Company has not accepted any deposit within the meaning of Sections 73 and 74 the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**NOMINATION & REMUNERATION POLICY AND PARTICULARS OF EMPLOYEES**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Regulation 19 of the LODR, the Board of Directors of the Company at their meeting held on 3<sup>rd</sup> Feb, 2016 formulated the Remuneration Policy on the recommendations of the Nomination & Remuneration Committee. The salient features covered in the Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this Report.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of the Company is set out in "**Annexure A**" to this Report and is available on the website of the Company.

**DIRECTOR'S & KEY MANAGERIAL PERSONNEL (APPOINTMENTS/RE-APPOINTMENTS):****DIRECTORS**

Pursuant to Section 152 of the Companies Act, 2013, Mr. Pushpendra Surana, Director of the Company, retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

**KEY MANAGERIAL PERSONNELS**

Mr. Suresh Bohra, Managing Director, and Mrs. Neha Bansal, Company Secretary are the Key Managerial Personnels in accordance with the provisions of the Companies Act, 2013 and Rules made there under.

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company.

**EVALUATION OF BOARD PERFORMANCE**

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and LODR, the Board of Director on recommendation of Nominations & Remuneration Committee have evaluated the effectiveness of the Board/Director(s) for financial year 2018-19.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply in your Company.

**NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE**

The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

**DECLARATION OF INDEPENDENCE**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued there under as well as LODR.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the Financial Year ended 31<sup>st</sup> March, 2018, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have 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 as at 31<sup>st</sup> March, 2018 and of the profit of the Company for the financial year ended 31<sup>st</sup> March, 2018;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**AUDITORS AND AUDITORS' REPORT**

Directors have ratified the appointment of M/s Prakash Mishra & Company, Chartered Accountants (Firm Registration No. 025280N) as Statutory Auditor of the Company to hold office for a period of 5 consecutive years from the conclusion of the this Annual General Meeting scheduled to be held in the year 2018 till the conclusion of 15th Annual General Meeting to be held in the year 2022 subject to the approval of the shareholders in the ensuing Annual General Meeting and subject to ratification by shareholders at every subsequent Annual General Meeting.

Further, M/s Prakash Mishra & Company has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under. The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Auditors' Report does not contain qualification, reservation or adverse remark the observations in the Auditors' Report are self explanatory and do not call for any further comments.

**SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed MZ & Associates, Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "**Annexure - B**" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

**INTERNAL AUDITOR**

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 the Company has in place proper internal auditor.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT – 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 are set out herewith as "**Annexure – C**" to this Report.

**RELATED PARTY TRANSACTIONS**

The details of the related party transactions as required under Accounting Standard – 18 are set out in Note 24 to the standalone financial statements forming part of this Annual Report. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

**LOANS, GUARANTEES AND INVESTMENTS**

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Details of loan and advances, guarantee and investments has been given in the balance sheet note to accounts.

**VIGIL MECHANISM**

The Board of Directors of the Company have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015. The Company, through this policy envisages to encourage the Directors and Employees of the Company to report to the appropriate authorities any unethical behaviour, improper, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company's Code of Conduct for Directors and Senior Management Personnel. The Policy on Vigil Mechanism / Whistle blower policy may be accessed on the Company's website.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as under:

Part A and Part B relating to conservation of energy and technology absorption are not applicable to the Company as your Company is not a manufacturing company.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Total foreign exchange earnings and outgo	2017-18 (in Rs.)	2016-17 (in Rs.)
FOB Value of Exports	Nil	Nil
CIF Value of Imports	Nil	Nil
Expenditure in foreign currency	Nil	Nil

**SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS**

There are no significant/material orders passed by any of the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**GENERAL**

- Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company does not have any ESOP scheme for its employees/directors.

**DEMATERIALIZATION OF SHARES**

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31<sup>st</sup> March, 2018, 100% of the Company's Share Capital is in dematerialized form. The Company's shares are regularly traded on BSE (SME) Limited.

**CORPORATE GOVERNANCE**

Pursuant to Regulation 27 of the LODR, the Corporate Governance report together with a certificate issued from MZ & Associate, Company Secretaries on its compliance is made part of the Annual Report.

**CAUTIONARY STATEMENT**

Statement in the management's discussions and analysis describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

**ACKNOWLEDGEMENT**

The Directors of the Company are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance.

**Registered Office:**

P-27, Malviya Nagar, Main Market,  
New Delhi-110017, India  
Date: - 05<sup>th</sup> September, 2018  
Place: - New Delhi

By order of the Board  
For **BLUEBLOOD VENTURES LIMITED**

**Manjeet Pugalia**  
Director  
DIN: 07131803

**Babita Bohra**  
Director  
DIN: 01149417





### Annexure (A) to Director's Report:

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ratio of Remuneration of each Director to the median remuneration of all the employees of Your Company for the Financial Year 2017-2018:

Name of the Director	Total Remuneration	Ratio of Remuneration of Director to the Median Employee
Mr. Suresh Bohra	6,00,000	Nil

#### Notes:

- Median remuneration of the Company for all its employees is **NIL** for the financial year 2017-18.

#### Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2017-2018:

Name	Remuneration		Increase %
	2017-18	2016-17	
Mr. Suresh Bohra	6,00,000	9,45,000	
Mrs. Babita Bohra	Nil	Nil	Nil
Mr. Pushpendra Surana	Nil	Nil	Nil
Mr. Syed Liaqat Ali (Resigned w.e.f 28.05.2018)	Nil	Nil	Nil
Mr. Manjeet Pugalia	Nil	Nil	Nil
Mrs. Gurpreet Kaur (Resigned w.e.f 09.04.2018)	2,50,000	2,44,000	
Mrs. Neha Bansal	3,03,273	2,67,549	
Mr. Nirbhaya Kishore Mishra	Nil	Nil	Nil

#### Notes

During the year, your Company continue to pay the sitting fees of Rs. 5000/- each for attending the board and committee meeting. Therefore there is no such increase in remuneration for the non-executive independent director. The remuneration to Directors is within the overall limits approved by the shareholders.

#### Percentage increase in the median remuneration of all employees in the financial year 2017-2018:

Financial Year	2017-18	2016-2017	Increase %
Median remuneration of all the employees per annum	Nil	Nil	Nil

#### Number of permanent employees on the rolls of the Company as on March 31<sup>st</sup>, 2018

Executive/Manager	Nil
Other employees	6

#### A. Explanation on the relationship between average increase in remuneration and Company performance:

There was no increase in average remuneration of all employees in the financial year 2017-18 as compared to the financial year 2016-17.

#### B. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

There is no increase in the salary of the KMP during the Financial Year 2017-18.

#### C. Details of share price and market capitalization etc: Not Applicable.



**D. Comparison of average percentage increase in salary of employee other than the key managerial personnel and the percentage increase in the key managerial remuneration:**

	2017-18	2016-2017	Increase (%)
Average salary of all employees (other than key managerial personnel)	1,87,870	157,500	
Salary of Managing Director	6,00,000	9,45,000	
Salary of Company Secretary	3,03,273	2,67,549	

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

- Key parameters for the variable component of remuneration No variable compensation is paid by the Company to its Directors.
- The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable
- Affirmation: It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration Policy of the Company.

**Annexure (B) to Director's Report**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED March 31<sup>st</sup>, 2018**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Blueblood Ventures Limited  
P-27, Malviya Nagar, Main Market,  
New Delhi-110017, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Blueblood Ventures Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed here under 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 March 31, 2018 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made there under;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-



- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (vi) The Employees State Insurance Act, 1948
- (vii) Employees Provident Fund and Miscellaneous Provisions Act, 1952

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

- i. The Listing Agreement as required under Listing Obligation and Disclosure requirements (LODR) Regulations 2015, entered into by the Company with the BSE Limited under SME Segment.

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-**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 member's views, if any, are captured and recorded as part of the minutes.

**We further report that** during the audit period there were no instance having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards, etc. referred to above.

**For MZ & Associates**  
**Company Secretaries**

Sd/-  
CS Mohd Zafar  
Partner  
FCS: 9184  
CP No.: 13875

Place: New Delhi  
Date: 05<sup>th</sup> September, 2018



### Annexure (C) to Director's Report

<b>FORM NO. MGT 9</b>						
<b>EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2018</b>						
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.</b>						
<b>I</b>	<b>REGISTRATION &amp; OTHER DETAILS:</b>					
i	CIN	L70102DL2007PLC159680				
ii	Registration Date	23 <sup>rd</sup> February, 2007				
iii	Name of the Company	Blueblood Ventures Limited				
iv	Category/Sub-category of the Company	Listed and Company having Share Capital				
v	Address of the Registered office & contact details	P-27, Malviya Nagar, Main Market, New Delhi-110017, India. 011-26671594, <a href="mailto:info@bluebloodventure.com">info@bluebloodventure.com</a>				
vi	Whether listed company	Yes				
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi, 110020 Fax Number:-022 2851 2885, Email: <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a>				
<b>II</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>					
All the business activities contributing 10% or more of the total turnover of the company shall be stated						
<b>S. No.</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the Company</b>			
1.	Security and commodity contracts brokerage	66120	63.22			
2.	Management consultancy activities	70200	42.65			
<b>III</b>	<b>PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES</b>					
<b>S. No</b>	<b>Name of the Company</b>	<b>Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/Subsidiary/ Associate</b>	<b>% of shares</b>	<b>Applicable Section</b>
1.						
<b>IV</b>	<b>SHAREHOLDING PATTERN(EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>					
a)	Category-wise Shareholding					As per Annexure A
b)	Shareholding of Promoters					As per Annexure B
c)	Change in Promoters' Shareholding					As per Annexure C
d)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)					As per Annexure D
e)	Shareholding of Directors & KMP					As per Annexure E
<b>V</b>	<b>INDEBTNESS</b>					
	Indebtness of the Company including interest outstanding/accrued but not due for payment					As per Annexure F
<b>VI</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>					
a)	Remuneration to Managing Director, Whole time director and/or Manager:					As per Annexure G
b)	Remuneration to other directors:					As per Annexure H



c)	Remuneration To Key Managerial Personnel Other Than MD/Manager/WTM	As per Annexure I
VII	Penalties/Punishment/Compounding Of Offences	As per Annexure J

Annexure A										
IV	SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)									
(a)	Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				change in shareholding during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Number	in & w.r.t to total equity share capital
<b>A. Promoters and Promoter Group</b>										
(1) Indian										
a) Individual/HUF	1014210	0	1014210	33.79	1014210		1014210	33.79	0	0.00
b) Central Govt. or State Govt.	0	0	0	0.000	0		0	0.000	0	0.00
c) Bodies Corporates	428970	0	428970	14.29	579870		579870	19.32	0	0
d) Bank/FI		0		0.000			0	0.000	0	0.00
e) Any other		0		0.000			0	0.000	0	0.00
<b>SUB TOTAL:(A) (1)</b>	1443180	0	1443180	48.10	1594080		1594080	53.12	0	0.00
<b>(2) Foreign</b>										
a) NRI- Individuals	0	0	0	0.000	0		0	0.000	0	0.00
b) Other Individuals	0	0	0	0.000	0		0	0.000	0	0.00
c) Bodies Corp.	0	0	0	0.000	0		0	0.000	0	0.00
d) Banks/FI	0		0	0.000	0		0	0.000	0	0.00
e) Any other...	0		0	0.000	0		0	0.000	0	0.00
<b>SUB TOTAL (A) (2)</b>	0		0	0.000	0		0	0.000	0	0.00
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	1443180	0	1443180	48.10	1594080		1594080	53.12		
<b>B. PUBLIC SHAREHOLDING</b>										
<b>(1) Institutions</b>										
a) Mutual Funds	0	0	0	0.000	0	0	0	0.000	0	0.00
b) Banks/FI	0	0	0	0.000	0	0	0	0.000	0	0.00
c) Central Govt.	0	0	0	0.000	0	0	0	0.000	0	0.00
d) State Govt.	0	0	0	0.000	0	0	0	0.000	0	0.00
e) Venture Capital Fund	0	0	0	0.000	0		0	0.000	0	0.00
f) Insurance Companies	0	0	0	0.000	0	0	0	0.000	0	0.00
g) FIIS	0	0	0	0.000	0	0	0	0.000	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0	0.00
i) Others (specify)	0	0	0	0.000	0	0	0	0.000	0	0.00
<b>SUB TOTAL (B)(1):</b>	0	0	0	0.000	0	0	0	0.000	0	0.00
<b>(2) Non</b>										



<b>Institutions</b>										
a) Bodies corporate	1194900	0	1194900	39.8	1050000	0	1050000	34.79		%
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	165000	0	165000	5.50	138000	0	138000	4.6		%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	198000	0	198000	6.66	219000	0	219000	7.3	0	0
c) Others (Trusts, Overseas Corporate Bodies, Clearing Members, NRI )	0	0	0	0.000	0	0	0	0.000	0	0.00
<b>SUB TOTAL (B)(2):</b>	1557900	0	1557900	51.90	1407000	0	1407000	46.88		
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	1557900	0	1557900	51.90	1407000	0	1407000	46.88		
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.000	0	0	0	0.000	0	0.00
<b>Grand Total (A+B+C)</b>	3001080	0	3001080	100.00 0	3001080	0	3001080	100.000		

**Annexure B**

IV	SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)							
(b)	SHARE HOLDING OF PROMOTERS AND PROMOTER GROUP							
S.NO	Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 31.03.2018)			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Suresh Bohra	6,07,770	20.25	6,07,770	6,07,770	20.25	0.00	Nil
2	Babita Bohra	1,03,980	3.46	1,03,980	1,03,980	3.46	0.00	Nil
3	Rohit Bohra	1,07,460	3.58	1,07,460	1,07,460	3.58	0.00	Nil
Promoter Group								
4	Babsons (HUF)	1,95,000	6.50	0.00	1,95,000	6.50	0.00	Nil
5	SJM INVESTMENTS (DELHI) PVT LTD	3,09,000	10.30	0.00	3,09,000	10.30	0.00	Nil



6	BOHRA INDUSTRIAL RESOURCES PVT LTD	1,19,970	04.00	0.00	1,19,970	04.00	0.00	Nil
7	DANDY DEVELOPERS PRIVATE LIMITED	150900	5.03	0.00	150900	5.03	0.00	Nil
	<b>Total</b>	<b>15,94,080</b>	<b>53.12</b>	<b>0.00</b>	<b>15,94,080</b>	<b>53.12</b>	<b>0.00</b>	<b>Nil</b>

IV	SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)					ANNEXURE C
(iii)	CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)					
S. No.		Shareholding at the beginning of the Year (As on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)		
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company	
	At the beginning of the year	14,43,180	48.09	15,94,080	53.12	
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Nil				
	At the end of the year	14,43,180	48.09	15,94,080	53.12	

# The Increase or decrease in the Promoter Changes has been shown separately below:

S. No.	Shareholder's Name	Shareholding at the beginning of year 01/04/2017			Shareholding at the end of the year 31/03/2018				
		No. of Shares at the beginning (01-04-2017) / end of the year (31-03-2018)	% of total Shares of the company	Date	Increasing /Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the Company	
1	Suresh Bohra	6,07,770	20.25		-	-	-	-	
	-Closing Balance						6,07,770	20.25	
2	Babita Bohra	1,03,980	3.46		-				
	-Closing Balance	1,03,980					1,03,980	3.46	
3	Rohit Bohra	1,07,460	3.58		-				
	-Closing Balance						1,07,460	3.58	



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

S.No	Shareholder Name	Shareholding at the beginning of the year (as on 01.04.2017)		No of shares before change	Change in holding(+)(-)	Shareholding at the end of the year (as on 31.03.2018)		Annexure D Reason
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company	
1	Arch Finance Limited	123,000	4.10%	123,000	-	1,23,000	5.03%	NA
2	Dandy Developers Pvt Ltd	1,50,900	5.03%	1,50,900	-	1,50,900	5.03%	NA
3	Nishu Finlease Pvt Ltd	1,20,000	4.00%	1,20,000	-	1,20,000	4.00%	NA
4	Telelink Commerce Pvt Ltd	147000	4.90%	147000	-	147000	4.90%	NA
5	Pushpendra Surana	87000	2.90%	87,000	-	87000	2.90%	NA
6	Annies Apparel Pvt Ltd	1,08,000	3.60%	1,08,000	-	1,08,000	3.60%	NA
7	Amar Packagings Pvt Ltd	81000	2.70%	81,000	-	81000	2.70%	NA
8	Religare Finvest Ltd	2,28,000	7.60%	2,28,000	-	2,28,000	7.60%	NA
9	NDB Securities Pvt Ltd	48000	1.60%	48,000	-	48,000	1.60%	NA
10	Kalyan Vyapar Pvt Ltd	1,14,000	3.80%	1,14,000	-	1,14,000	3.80%	NA





IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)								Annexure E
Shareholding of Directors and Key Managerial Personnel(s)								
S. N O.	Name	Shareholding at the beginning of the year (as on 01.04.2017)		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year(01.04.2017 to 31.03.2018)	
		No. Of Shares at the beginning(01.04.2017) / at the End of the year 31.03.2018	% of the total shares of the Company				No. Of Shares	% of total shares of the Company
<b>A</b>	<b>DIRECTORS</b>							
1	Mr. Suresh Bohra Managing Director	6,07,770	20.25		-		-	-
	-Closing Balance			31-Mar-18			6,07,770	20.25
2	Mrs. Babita Bohra Non-Executive Director	103980	3.46					
	Closing balance			31-Mar-18			103980	3.46
3	Mr. Pushpendra Surana Non-Executive Director	87000	2.90	01-Apr-17				
	Closing balance	87000	2.90	31-Mar-18			87000	2.90
4	Mr. Manjeet Pugalia Independent Director	0	0	01-Apr-17	0	Nil movement during the year		
	Closing balance	0	0	31-Mar-18			0	0
5	Syed Liaqat Ali Independent Director	0	0	01-Apr-17	0	Nil movement during the year		
	Closing balance	0	0	31-Mar-18			0	0
<b>B</b>	<b>KEY MANAGERIAL PERSONNEL(KMP's)</b>							
1	Mrs. Neha Bansal	0	0	01-Apr-17	0	Nil movement during the year		
	Company Secretary							
	Closing balance	0	0	31-Mar-18			0	0
2	Mrs. Gurpreet Kaur	0	0	01-Apr-17	0	Nil movement during the year		
	Chief Financial Officer(CFO)							
	Closing balance	0	0	31-Mar-18			0	0



V INDEBTEDNESS						Annexure F
Indebtedness of the Company including interest outstanding/accrued but not due for payment						(in Rs.)
			Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year(As at 01.04.2017)						
Principal Amount			51,09,383	1,14,22,80,966		1,14,73,90,349
ii) Interest due but not paid						
iii) Interest accrued but not due						
Total (i+ii+iii)						
Change in Indebtedness during the financial year						
Additions					-	
Reduction				-	-	
Net Change			-	-	-	
Indebtedness at the end of the financial year(As at 31.03.2018)						
i) Principal Amount			37,27,797	37,54,77,806		1,31,92,05,603
ii) Interest due but not paid			-	-	-	-
iii) Interest accrued but not due			-	-	-	-
Total (i+ii+iii)						

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				Annexure G
A	Remuneration to Managing Director, Whole time director and/or Manager:			In Rs.
S. No	Particulars of Remuneration	Mr. Suresh Bohra (Managing Director)	Total Amount	
1	Gross salary	6,00,000	6,00,000	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	-	-	
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	
2	Stock option	-	-	
3	Sweat Equity	-	-	
4	Commission	-	-	
	as % of profit	-	-	
	others (specify)	-	-	



5	Others, please specify	-	-
	<b>Total (A)</b>	<b>6,00,000</b>	<b>6,00,000</b>
	<b>Ceiling as per Act</b>		Remuneration is under the limit as prescribed under the schedule V

B.	Remuneration to other Directors			Annexure H
Sl. No	Particulars of Remuneration			
1	<b>Independent Directors</b>	Mr. Manjeet Pugalia	Mr. Syed Liaqat Ali	<b>Total Amount</b>
	(a) Fee for attending board/committee meetings	Nil	67,500	<b>67,500</b>
	(b) Commission	0	0	0
	(c ) Others, please specify	0	0	0
	Total	0	0	0
	<b>Total Managerial Remuneration</b>	<b>0</b>	<b>0</b>	
	<b>Overall Ceiling Act</b>	Remuneration is as per the limit		

Sitting fees of Rs. 5000/ each being paid for attending the Board and Committee Meeting

C.	ANNEXURE I		
Sl. No.	Particulars of Remuneration of KMP other than Directors		
1	<b>Gross Salary</b>	Mrs. Neha Bansal, Company Secretary	Mrs. Gurpreet Kaur, CFO (Resigned w.e.f. 09.04.2018)
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3,03,273	2,50,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	as % of profit	0	0
	others, specify	0	0
5	Others, please specify	0	0
	<b>Total</b>	<b>3,03,273</b>	<b>2,50,000</b>



VII

PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Attachment J

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



## **REPORT ON CORPORATE GOVERNANCE**

### **1. Corporate Governance from Blueblood Ventures Limited (BVL)**

Corporate Governance is about commitment to values and ethical business conduct and improves public understanding of the structure, activities and policies of the organization.

Your Company believes that the implementation of good corporate practices bring positive strength among all the stakeholders of the Company, which is key to success for any corporate.

### **2. Board of Directors**

#### **2.1 Board Diversity and Structure**

The Board composition is in compliance with the Regulation 17 of the Listing Regulations 2015 as well as the Companies Act, 2013. As on 31st March, 2018, the Company had five Directors on the Board. Presently more than fifty percent of the Board comprises of Non-Executive Directors. Out of the 5 (five) Directors, 2 (two) are Non-Executive Directors, 2 (two) are Non-Executive -Independent Director and 1 (one) Managing Director.

The members on the Board possesses adequate experience, expertise and skills necessary for managing the affairs of the Company in the most effective and efficient manner.

#### **2.2 Independent Directors**

Mr. Nirbhaya Kishore Mishra and Mr. Manjeet Pugalia are the Independent Directors of the Company. The Independent Directors have submitted the declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchanges. None of the Independent Directors is holding directorship in more than 7 listed Companies. The Company has also issued the formal letter of appointments to all the Independent Directors in the manner provided under the Companies Act, 2013 and under the LODR Regulations.

#### **2.3 Familiarisation Programme**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges, mandates the Company to familiarize the Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Through various programmes.

The Company conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The details of such Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations, 2015 are posted on the website of the Company and can be accessed through the following link:-  
<http://www.bluebloodventure.com/Policies.aspx>

#### **2.4 Board Meetings**

During the financial year ended 31<sup>st</sup> March, 2018, the Board met 5 (Five) times i.e. on 29.05.2017, 26.08.2017, 14.11.2017, 20.01.2018, 24.03.2018. The last Annual General Meeting was held on 27<sup>th</sup> September, 2017. The EGM of the Company held on 26.02.2018.

The attendance of Directors at the Board Meetings held during the financial year ended 31<sup>st</sup> March, 2018 under review as well as in the last Annual General Meeting and the number of the other Directorships/Committee positions presently held by them are as under:-



Name of Directors	Date of Appointment	Category	No of Board Meetings	No. Of Board meeting attended	Attendance at the last AGM	No of Directorship in other Public Companies	Shareholding in the Company
Mr. Suresh Bohra	19.12.2013	MD	5	4	Present	3	20.25%
Mrs. Babita Bohra	31.08.2015	NENID	5	4	Present	1	3.46%
Mr. Pushpendra Surana	18.09.2014	NENID	5	5	Present	NIL	2.9%
Mr. Syed Liaqat Ali	31.08.2015	NEID	5		Present	NIL	NIL
Mr. Manjeet Pugalia	31.08.2015	NEID	5	5	Present	1	NIL
Mr. Nirbhaya Kishore Mishra	26.08.2017	NEID	5	3	Not attended	4	Nil

\* NEID- Non Executive Independent Director, NENID- Non Executive Non Independent Director MD- Managing Director

**Present Directorships in other Companies/Committee Positions (including Blueblood Ventures Limited)**

S.No.	Name of Director	Directorships (Name of Companies)*	Committee(s) Position		
			Name of the Company	Committee	Position
1.	Mr. Suresh Bohra	1. Microwave Communications Limited 2. Blueblood Ventures Limited 3. Blackfox Advisors Private Limited 4. Bohra Industrial Resource Private Limited 5. Crest Comtrade Private Limited 6. Playnlive Sports Welfare Association 7. Black Fox Financial Private limited 8. Digivive Services Private Limited 9. Media Matrix Worldwide Limited 10. Blackfox Financial IFSC Private Limited 11. Devoted Construction Limited	Media Matrix Worldwide Limited	Audit	Member
			Media Matrix Worldwide Limited	Stakeholders Relationship	Chairman
			Media Matrix Worldwide Limited	Nomination & Remuneration	Member
			Blueblood Ventures Limited	Audit	Member
			Blueblood Ventures Limited	Stakeholders Relationship	Member
			Microwave Communications Limited	Audit	Member
			Microwave Communications Limited	Nomination & Remuneration	Member
			DigiVive Services Private Limited	Audit	Member
			DigiVive Services Private Limited	Nomination & Remuneration	Member
2.	Mrs. Babita Bohra	1. Black Fox Financial Private Limited 2. SJM Investments (Delhi) Private Limited 3. Blueblood Ventures Limited 4. Crest Comtrade Private Limited 5. Devoted Construction Limited	Blueblood Ventures Limited	Stakeholders Relationship	Member



			Blueblood Ventures Limited	Nomination & Remuneration	Member
3.	Mr. Pushpendra Surana	1. BlueBlood Ventures Limited 2. Blackfox Advisors Private Limited 3. Devoted Construction Limited 4. Blackfox Financial IFSC Pvt Ltd	Blueblood Ventures Limited	Nomination & Remuneration	Member
4.	Mr. Manjeet Pugalia	1. Blueblood Ventures Limited 2. Playnlive Sports Welfare Association 3. Devoted Construction Limited.	Blueblood Ventures Limited	Nomination & Remuneration	Chairman
			Blueblood Ventures Limited	Audit	Chairman
			Blueblood Ventures Limited	Stakeholder Relationship	Chairman
5.	Mr. Nirbhaya Kishore Mishra	1. Blueblood Ventures Limited 2. Ashoka GVR Mudhol Nipani Roads Limited 3. Ashoka Highways (Bhandara) Limited 4. Jaora – Nayagaon Toll Road Company Private Limited 5. Auxesia Advisors Private Limited 6. Ashoka Highways (Durg) Limited 7. Playnlive Sports Welfare Association	Blueblood Ventures Limited	Nomination & Remuneration	Member
			Blueblood Ventures Limited	Audit Committee	Member

\* The directorship held by directors as mentioned above does not include directorship of foreign companies, Section 8 Companies, if any.

None of the Directors on the Board hold directorships in more than ten public companies and memberships in more than ten Committees and they do not act as Chairman of more than five Committees across all companies in which they are directors.

## 2.5 Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or representatives of management. All the Independent Directors strive to be present at such meetings. During the Financial Year ended 31<sup>st</sup> March, 2018, one meeting was held on 29<sup>th</sup> May, 2017.

## 2.6 Evaluation of Board/Independent Directors Effectiveness

In terms of provision of Companies Act, 2013 read with Rules issued there under and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors, on recommendation of Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly performance evaluation of the Board, each Director and Committees was carried out for the financial year ended 31<sup>st</sup> March, 2018. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meeting, understanding their roles and responsibilities, business of the Company and also effectiveness of their contribution.



## 2.7 Information Placed before the Board -

In addition to the matters which statutorily require Board's approval, the following matters as required under code on Corporate Governance are also regularly placed before the Board :-

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

## 3. Committees of the Board

In terms of the SEBI code on the Corporate Governance, the Board of the Company has constituted the following Committees: -

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

### 3.1 Audit Committee

The Composition of the Audit Committee is in line with the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have requisite experience in accounting and financial management.

The Company Secretary acts as Secretary to the Committee. Statutory Auditors is the permanent Invitee.

The followings are the members and their attendance at the Committee Meetings during the financial year ended 31<sup>st</sup> March, 2018:-

Name of Directors	Designation	No. Of Meetings	
		Held	Attended
Mr. Manjeet Pugalia	Chairman	4	4
Mr. Suresh Bohra	Member	4	4
Mr. Syed Liaqat Ali	Member	4	4





The terms of reference of the Audit Committee are as follows:

- 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 the appointment / re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of statutory audit fees, internal audit fees and tax audit fees and also approval for payment of any other services.
- Review with management, the annual financial statements before submission to the Board.
- Review half yearly un-audited/audited financial results/ review reports.
- Review the financial statements in particular of the investments made by the unlisted subsidiary companies.
- Review with management, performance of external and internal auditors, and adequacy of internal control system.
- 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;
- Discussions with statutory auditors before the audit commence about nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- Approve the appointment of Chief Financial Officer.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any.
- Review of the use/application of money raised through Public/Rights/Preferential Issue, if any.
- Approval or any subsequent modification(s) of transactions of the Company with related parties, if any.
- Review and monitor auditors independence and performance and effectiveness of audit process.
- Scrutiny of inter corporate loans and investments.
- Review the Company's financial and Risk Management Policy
- Discussions with internal auditors of any significant findings and follow up thereon.
- 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.
- Valuation of Undertakings or assets of the Company where it is necessary.
- To review the functioning of the Whistle Blower / Vigil mechanism.
- Evaluation of Internal Financial control and risk management system.

The Audit Committee during the year has approved the overall framework for RPTs, the Policy on dealing with the RPTs, the policy on materiality of RPTs and the criteria for granting ominous approval in line with the policy of dealing with RPTs in accordance with provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 .

### 3.2 Nomination & Remuneration Committee

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee which is responsible for determining the Company's policy on specific remuneration package for Executive Directors including any compensation payment.

The present composition of Nomination and Remuneration Committee is as under:

Name of Member	Designation
Mr. Manjeet Pugalia	Chairman
Mr. Syed Liaqat Ali	Member
Mr. Pushpendra Surana	Member

The terms of reference of Nomination and Remuneration Committee are given below:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.



- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on 05<sup>th</sup> March, 2016 formulated the Nomination and Remuneration Policy and the policy on Board Diversity of the Company on the recommendation of Nomination & Remuneration Committee.

#### **Nomination & Remuneration Policy of the Company**

The Nomination & Remuneration Policy of Blueblood Ventures Limited (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration

The details of remuneration and perquisites paid to Executive and Non- Executive Directors during the Financial year 2016-2017 are given below:-

Name of Director	Salary	Allowances	Perquisites	Contribution to PF	Sitting Fee	Total
	(in Rs.)					
	Category A – Executive Directors					
Mr. Suresh Bohra	6,00,000	-	-	-	-	6,00,000
Category B – Non-Executive Independent Directors/ Non Executive Directors						
Mr. Pushpendra Surana	Nil	-	-	-		Nil
Mrs. Babita Bohra	Nil	-	-	-		Nil
Mr. Syed Liaqat Ali	-	-	-		67,500	
Mr. Manjeet Pugalía	-	-	-	-	Nil	-

The Company makes the payment of sitting fees of Rs. 5000/- each excluding service tax as sitting fees to Non Executive Directors for every Board/Committee Meeting attended by them.

The remuneration paid to Mr. Suresh Bohra as shown under item no 3.2 of Report on Corporate Governance is as per the Section 197 and Schedule V of the Companies Act, 2013 and no approval of Central Government is required.

#### **3.3 Stakeholders Relationship Committee**

Pursuant to provisions of Section 178(5) of the Companies Act, 2013, "Stakeholders Relationship Committee" was formed by the Board at their meeting held on 03<sup>rd</sup> February, 2016. The scope of the Stakeholders Relationship Committee shall be to consider and resolve the grievances of security holders of company. This Committee looks into transfer and transmission of shares/debentures/bonds etc., issue of duplicate share certificates, issue of shares on rematerialisation, consolidation and sub-division of shares and investors' grievances. This Committee particularly looks into the investors grievances and oversees the performance of the Share Department /Share Transfer Agent and to ensure prompt and efficient investors' services.



The present composition of Stakeholders Relationship Committee is as under:

Sr. No.	Name	Designation	Nature of Directorship
1.	Mr. Manjeet Pugalia	Chairman	Non Executive Independent Director
2.	Mr. Suresh Bohra	Member	Managing Director
3.	Mrs. Babita Bohra	Member	Non Executive and Non Independent Director

The terms of reference of Share Transfer & Investors Grievance Committee are given below:

- Efficient transfer/transmission of shares including review of cases for refusal of transfer /transmission of shares and debentures.
- Overseeing the performance of Share Transfer Agent.
- Recommend methods to upgrade the standard of Services to the investors
- Redressal of investors' complaints.
- Issue of duplicate / split / consolidated share certificates.
- Dematerialise or Rematerialise the Share Certificates

More details on share transfers, investors' complaints, etc. are given in the shareholder information section of this report.

Company Secretary & Compliance Officer, acts as the Secretary of the aforesaid Committee

### 3.4 Details of pecuniary relationship/transactions of the Non – Whole Time Directors/their Firms & Companies vis-a-vis the Company during the financial year 2017-2018

Nil

### 4. General Body Meetings

Location and time where General Meetings held in the last 3 years is given below:

Year	AGM	Location	Date	Time
2017-18	AGM	Delhi	27.09.2017	10:30 A.M.
2017-18	EGM	Delhi	26.02.2018	10:30 A.M.
2016-17	AGM	Delhi	19.09.2016	09:30 A.M.
2015-16	AGM	Delhi	31.08.2015	09:30 A.M.

The following resolutions were passed as Special Resolutions in previous three years AGMs/ EGMs:

Year	AGM/EGM	Subject Matter of Special Resolution	Date	Time
2015-16	AGM	1. Issue of Bonus Shares	31.08.2015	09:30 A.M.
2016-17	AGM	1. Approval under section 180 (1) (c) 2. Approval under section 180 (1) (a) 3. Approval under section 186 for loan and investment 4. Appointment of Mr. Syed Liaqat Ali as an independent director of the Company	19.09.2016	09:30 A.M.
2017-18	AGM	1. Appointment of Mr. Nirbhaya Mishra as an Independent Director of the Company	27.09.2017	10:30 A.M.
2017-18	EGM	1. Conversion of Loan into Debentures 2. Issue Of Debentures On Private Placement Basis 3. Authority To Borrow Funds	26.02.2018	10:30 A.M.

No Special resolution was put through postal ballot during the financial year 2017-18. None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing a Special Resolution through postal ballot.

- Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**  
None of the materially significant transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with related parties set out in note no. 24 of the Standalone Financial Statements forming part of the Annual Report.
- Details of non-compliance by the Company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**



During the year 2017-18, there were no penalties imposed upon the company by Stock exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

**3. Vigil Mechanism and Whistle Blower Policy of the Company**

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through this policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds and things which the management or any superior may indulge in. This Policy has been circulated to employees of the Company and is also available on Company's Website. No employee of the Company is denied access to the Audit Committee.

**4. Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause**

Company has complied with mandatory requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**5. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed there under, M/S MZ & Associates, Practicing Company Secretaries has been appointed as the Secretarial Auditor of the Company to carry out the secretarial audit for the year ending 31st March, 2018.

**6. Secretarial Certificates**

A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as ANNEXURE – B. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

**7. Reconciliation And Share Capital Audit**

(i) Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and [(regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996]. with the Stock Exchanges, certificates, on half- yearly basis, have been issued by a Company Secretary in-Practice for due compliance of share transfer formalities by the Company.

(ii) A Company Secretary in-Practice carried out a reconciliation of Share Capital Audit to reconcile the total admitted share capital with National Securities Depository Limited and Central Depository Service (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialised form (held with Depositories).

**8. CEO & CFO certification**

The Director (Finance) and Chief Financial Officer (CFO) of the Company gives annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**9. Means of Communications**

The Company's website [www.bluebloodventure.com](http://www.bluebloodventure.com) contains Annual Reports, Financial Results, Shareholding Pattern, etc. Management Discussions and Analysis forms part of the Directors' Report, which is posted to the shareholders of the Company.

**10. Code of conduct for Board Members and Senior Management Personnel**

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company's website. The Directors and the Senior Management Personnel affirm the Compliance of the Code annually. A certificate to this effect is attached to this Report duly signed by the as Director (Finance).

**11. Shares/Convertible Instruments held by Non-Executive Directors: NIL**

**GENERAL SHAREHOLDER'S INFORMATION**

1. **AGM date , time and venue** : 29<sup>th</sup> September, 2018, 11:30 A.M.  
601, 6<sup>th</sup> Floor, 58 Sahyog Building, Nehru Place, New Delhi-110019
2. **Financial Year** : 01<sup>st</sup> April 2017 to 31<sup>st</sup> March, 2018
3. **Date of Book Closing** : 24<sup>TH</sup> September, 2018 to 28th September, 2018(both days inclusive)  
(Both days inclusive)
4. **Dividend Payment Date** : NA
5. **Listing on Stock Exchanges** : BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400001
6. **Status of Listing Fees** : Paid for FY 2017-2018
7. **Registered Office** : P-27, Malviya Nagar Main Market Delhi-110017
8. **Corporate Office** : Room No 601, 58 Sahyog Building, 6<sup>th</sup> Floor, Nehru Place, New Delhi-110019
9. **CIN** : L70102DL2007PLC159680
10. **Website/Email** : [www.bluebloodventure.com](http://www.bluebloodventure.com)
11. **Depositories** : **National Securities Depository Ltd.(NSDL)**  
4th Floor, 'A' Wing, Trade World  
Kamla Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai - 400 013  
Tel: +91-22-24994200, Fax: +91-22-24972993  
  
**Central Depository Services (India) Ltd.(CDSL)**  
Phiroze Jeejeebhoy Towers  
28th Floor, Dalal Street  
Mumbai - 400 023  
Tel: +91-22-22723333, Fax: +91-22-22723199
12. **ISIN** : INE562S01013
13. **Registrar and Transfer Agents** : Skyline Financial Services Private Limited
14. Members are requested to correspond with the Company's Registrar & Transfer Agents- Skyline Financial Services Private Limited quoting their folio no./DP ID/Client ID No at the following address:  
**Skyline Financial Services Private Limited:**  
D-153A, First Floor, Okhla Industrial Area,  
Phase-1, New Delhi-110020  
Telephone Number:-011-26812683  
Fax Number: -011-26812682, Email:info@skylinerta.com


**15. Share Transfer System**

Share Transfer in physical form can be lodged with Skyline Financial Services Private Limited at the above mentioned address. Such Transfer are normally completed within 15 days from the date of receipt. The Company Secretary is duly empowered to approve transfer of shares.

**The Total Number of shares transferred in physical form during the financial year 2017-2018**

Number of Transfer Deeds	Nil
Number of Shares	Nil

**16. Investor's complaints received during the financial year 2017-2018:**

There were no investor grievances remaining unattended/pending as at 31<sup>st</sup> March, 2018.

**17. Distribution of Shareholding as on 31<sup>st</sup> March, 2018:**

No. of ordinary Shares	No. of Shareholders	Percentage of total Shareholders	Shares Amount (Rs)	Percentage of total Shareholdings
Up To 5,000	0	0	0	0
5001 To 10,000	0	0	0	0
10001 To 20,000	0	0	0	0
20001 To 30,000	41	61.19	1230000	4.1
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	3	4.48	180000	1.6
1,00,000 and Above	23	34.33	28600800	95.3
<b>Total</b>	<b>67</b>	<b>100</b>	<b>30010800</b>	<b>100</b>

**18. Categories of Shareholdings as on 31<sup>st</sup> March, 2018:**

S. No.	Category	Shares	%
<b>A</b>	<b>Promoters Holding</b>		
1	Indian Promoters	1594080	53.12
2	Foreign Promoters	-	-
<b>Sub Total (A)</b>		<b>1594080</b>	<b>53.12</b>
<b>B</b>	<b>Public Shareholding</b>		
1	<b>Institutional Investors</b>	-	-
a)	Mutual Funds & UTI	-	-
b)	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non-Government Institutions)	-	-
c)	Foreign Institutional Investors	-	-
<b>Sub Total (B1)</b>		<b>0.00</b>	<b>0.00</b>
2	<b>Non Institutional Investors</b>		
a)	Private Corporate Bodies	1407000	46.88
b)	Indian Public		
c)	NRIs		
d)	Any other		
i)	Foreign Banks	-	-
ii)	Trusts	-	-
iii)	OCBs		
<b>Sub Total (B2)</b>		<b>1407000</b>	<b>46.88</b>



	<b>Total public Shareholding (B=B1+B2)</b>	1407000	46.88
<b>C</b>	<b>Shares held by Custodian and against which depository receipts have been issued</b>	-	-
<b>GRAND TOTAL (A+B+C)</b>		<b>3001080</b>	<b>100</b>

### 19. Dematerialization of Shares

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29<sup>th</sup>, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31<sup>st</sup> March, 2018, the 100 % of the Company Share's Capital is in dematerialized form.

### 20. Market Price Information:

Month	BSE Limited	
	Highest (in Rs)	Lowest (in Rs)
Apr-2017	45.50	45.50
May-2017	43.00	43.00
Jun-2017	-	-
July-2017	44.00	42.50
Aug-2017	-	-
Sep-2017	43.25	43.25
Oct-2017	-	-
Nov-2017	43.00	43.00
Dec-2017	75.20	41.00
Jan-2018	70.00	58.50
Feb-2018	32.50	29.20
Mar-2018	30.55	30.50

### 21. Stock Codes: BSE: 539637

#### DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

I, Babita Bohra, Director of Blueblood Ventures Limited, hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct as on 31<sup>st</sup> March, 2018.

Place: New Delhi

Date: 05th September, 2018

SD/-  
Babita Bohra  
Director



## **Independent Auditor's Report**

To

The Members of

### **Blueblood Ventures Limited**

Regd. Off.: P-27, Main Market, Malviya Nagar,  
New Delhi- 110017

### **Report on the Standalone Financial Statements ;**

We have audited the accompanying standalone financial statements of Blueblood Ventures Limited ("the Company"), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements;**

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

### **Auditor's Responsibility;**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.





An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion;**

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 31 March 2018 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements:**

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

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

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

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

(e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has no pending litigations on its financial position in its financial statements;

ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Prakash Mishra & Co**

Chartered Accountants

Firm registration number: 025280N

**Prakash Mishra**

Prop.

Membership number: 526249

Place: New Delhi

Date:

**"Annexure A" to the Independent Auditors' Report**

Referred to in paragraph 1 under the heading "Report on Other Legal & Regulatory Requirement of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed. No fixed assets have been revalued during the year.  
(c) The company does not have any immovable property in its name.
- 2) (a) The company is into the business of sale and purchase of securities and commodities and real estate business. Securities were kept in demat form and we have verified the same. In real estate business company has SFI rights and recorded as inventory. No physical verification of SFI is possible hence we cannot comment the same.  
  
b) No discrepancies noticed on physical verification of the inventory ,as stated above , as compared to books records.
- 3) The Company has granted unsecured loan amounted to Rs. 47,96,501.00 to company covered in the Register maintained under section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.



b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Prakash Mishra & Co**

Chartered Accountants

Firm registration number: 025280N

**Prakash Mishra**

Prop.

Membership number: 526249

Place: New Delhi

Date: 28.05.2018

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

We have audited the internal financial controls over financial reporting of Blueblood Ventures Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and



expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion:**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Prakash Mishra & Co**

Chartered Accountants

Firm registration number: 025280N

**Prakash Mishra**

Prop.

Membership number: 526249

Place: New Delhi

Date: 28.05.2018


**Blueblood Ventures Limited**
**Balance Sheet as on 31st March, 2018**

Particulars	Note No.	As at 31 March, 2018	As at 31 March, 2017
<b><u>EQUITY AND LIABILITIES</u></b>			
Shareholders' funds			
(a) Share capital	2	30,010,800	30,010,800
(b) Reserves and surplus	3	125,618,420	122,600,430
<b>Non Current Liabilities</b>			
(a) Long-term borrowings	4	1,319,205,706	1,147,390,349
<b>Current liabilities</b>			
(a) Short-term borrowings	5	53,868,210	271,054,328
(b) Trade payables	6	3,992,855	723,000
(c) Other current liabilities	7	13,809,642	8,569,535
(d) Short-term provisions	8	1,040,591	1,482,007
		<b>1,547,377,223</b>	<b>1,581,830,448</b>
<b><u>ASSETS</u></b>			
Non Current Assets			
(a) Fixed assets			
(i) Tangible assets	9	517,330	656,772
(b) Non-current investments	10	58,285,190	57,885,190
(c) Deferred tax assets (net)	11	153,341	135,894
(d) Long term loans and advances	12	1,325,430,367	-
(e) Other non-current assets	13	109,250,747	-
<b>Current Assets</b>			
(a) Inventories	14	5,654,035	1,459,120,821
(b) Trade receivables	15	-	-
(c) Cash and cash equivalents	16	20,181	406,624
(d) Short-term loans and advances	17	48,066,032	63,625,147
(e) Other Current Asset		-	-
		<b>1,547,377,223</b>	<b>1,581,830,448</b>
Significant Accounting Policies	1		

See accompanying notes to the financial statements

As per our report of even date attached  
For Prakash Mishra & Co

Chartered Accountants  
Firm Regn. No. 025280N

Prakash Mishra  
Prop.  
M.No. 526249

Date : 28.05.2018

Place : New Delhi

**For on behalf of the Board of Directors**  
**Blueblood Ventures Limited**

Sd/-  
Manjeet Pugalia  
Director  
DIN.- 07131803

Sd/-  
Babita Bohra  
Director  
DIN.- 01149417

Sd/-  
Neha Bansal  
Company Secretary


**Blueblood Ventures Limited**
**Statement of Profit and loss for the year ended 31st March, 2018**

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
<b>Income</b>			
Revenue from operations	18	596,770,959	25,739,098
Other income	19	1,394,521	1,520,580
<b>Total revenue</b>		<b>598,165,480</b>	<b>27,259,678</b>
<b>Expenses</b>			
Purchases of stock-in-trade	20	543,983,881	106,854,967
Changes in inventories	21	(1,622,102)	(133,021,213)
Employee benefits expense	22	4,138,404	3,253,338
Finance costs	23	33,044,911	41,054,869
Depreciation and amortisation expense	24	320,171	297,731
Other expenses	25	14,259,082	5,918,166
<b>Total expenses</b>		<b>594,124,347</b>	<b>24,357,858</b>
<b>Profit / (Loss) before tax</b>		<b>4,041,133</b>	<b>2,901,820</b>
<b>Tax expense:</b>			
(a) Current tax expense for current year		1,040,591	886,237
(b) Deferred tax		(17,447)	(33,923)
(c) Taxes for Earlier Years		-	-
		1,023,144	852,314
<b>Profit / (Loss) for the year</b>		<b>3,017,990</b>	<b>2,049,506</b>
<b>Earnings per share (of Rs. 10/- each):</b>			
Basic & Diluted EPS	26	1.01	0.68
<b>Significant Accounting Policies</b>	1		
See accompanying notes to the financial statements			
As per our report of even date attached		For on behalf of the Board of Directors	
<b>For Prakash Mishra &amp; Co</b>		<b>Blueblood Ventures Limited</b>	
Chartered Accountants			
Firm Regn. No. 025280N			
<b>Prakash Mishra</b>		<b>Sd/-</b>	<b>Sd/-</b>
Prop.		<b>Manjeet Pugalía</b>	<b>Babita Bohra</b>
M.No. 526249		Director	Director
		DIN.- 07131803	DIN.- 01149417
		<b>Sd/-</b>	
		<b>Neha Bansal</b>	
		<b>Company Secretary</b>	
Date :28.05.2018			
Place : New Delhi			



Particulars	For the Year ended 31 March, 2018	For the Year ended 31 March, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
I. Net Profit from P & L A/c	4,041,133	2,901,820
Adjustment for:		
a) Depreciation / Amortisation of fixed assets	8,123,796	297,731
b) Finance cost	33,044,911	41,054,869
c) Provision for Income Tax demand	-	-
d) Interest received	(1,392,461)	(1,500,000)
e) Dividend received	(2,060)	(20,580)
<b>Operating Profit before working capital changes</b>	<b>43,815,320</b>	<b>42,733,840</b>
II. <b>Increase / Decrease in Working Capital</b>		
a) Decrease / (Increase) in current assets and Loans and advances	1,469,025,901	(148,491,657)
b) (Decrease) / Increase in Liabilities	(209,117,572)	57,693,931
<b>Cash Generated from operations</b>	<b>1,303,723,648</b>	<b>(48,063,886)</b>
Income tax paid	(1,040,591)	(1,900,000)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>1,302,683,057</b>	<b>(49,963,886)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
a) Purchase of fixed assets	(180,729)	(156,000)
b) Sale of Investments	-	-
c) Interest received	1,392,461	1,500,000
d) Dividend received	2,060	20,580
e) Purchase of Investment	(400,000)	(56,621,240)
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>813,792</b>	<b>(55,256,660)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
a) Proceeds from long term borrowings	171,646,357	145,878,448
b) Discount on issue of debentures	(117,054,372)	-
c) Finance cost	(33,044,911)	(41,054,869)
d) Share issue expenses	-	(415,111)
e) Long term loan and advances	(1,325,430,367)	-
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(1,303,883,293)</b>	<b>104,408,468</b>
<b>Total (A+B+C)</b>	<b>(386,443)</b>	<b>(812,077)</b>
a) Cash and Cash Equivalents at the beginning of the year	406,624	1,218,701
b) Cash and Cash Equivalents at the end of the year	20,181	406,624
<b>Net increase / (decrease) in cash and cash equivalents (b-a)</b>	<b>(386,443)</b>	<b>(812,077)</b>
<b>Cash and cash equivalents consists of:</b>		
Cash on hand	7,718	356,718
Balances with Scheduled banks	12,463	49,906
<b>Total</b>	<b>20,181</b>	<b>406,624</b>

As per our report of even date attached

**For Prakash Mishra & Co**

Chartered Accountants

Firm Regn. No. 025280N

**Prakash Mishra**

Prop.

M.No. 526249

Date :28.05.2018

For on behalf of the Board of Directors

**Blueblood Ventures Limited**

Sd/-

**Manjeet Pugalía**

Director

DIN.- 07131803

Sd/-

**Neha Bansal**

Sd/-

**Babita Bohra**

Director

DIN.- 01149417



**Notes on Financial Statement for the year ended 31st March, 2018****Note No. 1 Significant Accounting Policies****1.1 Basis of Preparation of Financial Statements**

The Financial Statement of the Blueblood Ventures Limited ("the Company") have been prepared to comply in all material aspects with the accounting standards notified by the companies (Accounting Standard) Rules, read with rule 7 to the companies (Accounts) Rules, 2014 in respect of section 133 to the Companies Act, 2013. The Financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The accounting policies applied are consistent with those used in previous year.

**1.2. Accounting Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles, requires the management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the result of operation during the reported period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

**1.3 Fixed Assets****Tangible Fixed Asset**

Fixed asset are stated at cost of acquisition including attributable interest and finance cost till date of acquisition/installation of the asset and improvement thereon less accumulated depreciation and impairment loss thereon.

**1.4 Depreciation**

Depreciation on fixed asset is provided to the extent of depreciable amount on Written Down Value (WDV) Method.

**1.5 Impairment**

The carrying amount of assets are reviewed at each balancesheet date if there is any indication of impairment based on internal or external factors. An Impairment loss is recognised in the statement of profit and loss whenever the carrying amount of an asset or cash generating unit exceed its recoverable value. The Recoverable amount of the asset (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its Net selling price and its value in use. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**1.6 Share Issue Expense**

Share issue expenses are charged off against available balance in the securities premium account.

**1.7 Investment**

Current investment are carried at lower of cost and quoted /fairvalue. Non Current Investment are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

**1.8 Inventories****A) Shares or Securities**

- a. Inventories of shares are valued at market value and of commodities are valued at lower of cost or market value.
- b. Closing stock of share includes stock kept as margin/securities with Stock broker.

**B) Real Estate Project**

Inventories of real estate are valued at Cost which includes land (including development rights and land under agreements to purchase) acquisition cost, borrowing cost, estimated internal development costs and external development charges.

**1.9 Borrowing costs**

Borrowing costs that are attributable to the acquisition and/or construction of qualifying assets are capitalised as part of the cost of such assets, in accordance with noticed Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

**1.10 Taxation**

Tax expense for the year comprises current income tax and deferred tax. Current income tax is determined in respect of taxable income with deferred tax being determined as the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s). Such deferred tax is quantified using rates and laws enacted or substantively enacted as at the end of the financial year.

**1.11 Revenue Recognition**

- a. Revenue on account of trading in securities is recognised on the basis of each trade executed at the stock exchange during the financial year.
- b. In respect of non delivery based transaction such as derivative, the profit or loss is accounted for or on marked to market basis on the closure of each trading day on daily basis.
- c. Dividend from investment is accounted for as income when the right to receive dividend is established.

**1.12 Provision, Contingent Liabilities and Contingent Assets**

- a. Provision involving substantial degree of estimation in measurement are recognised when there is present obligation as result of past event and it is probable that there will be an outflow of resources.
- b. Contingent liabilities are not recognised but are disclosed in the notes to financial statements and notes thereto. Contingent assets are neither recognised nor disclosed in the financial statement.

**1.13 Earning Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity share that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**1.14 Employee benefits***Short-term employee benefits*

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.



### Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation annually or on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit.

### Retirement Benefits:

No provision has been made for gratuity/leave encashment benefits on retirements in respect of the employees of the Company.

The Previous year figures have been regrouped/ reclassified wherever necessary to confirm to the current year presentation

2	SHARE CAPITAL	Amount in Rs.
	Particulars	As at 31st March, 2018
		As at 31st March, 2017
	<b>(a) Authorised Share Capital</b>	
	<b>31,00,000 Equity shares of Rs.10/- each</b>	
	( Previous Year 31,00,000 Equity shares)	
		31,000,000.00
		31,000,000.00
	<b>(b) Issued, Subscribed &amp; Paid up Share Capital</b>	
	<b>30,01,080 Equity shares of Rs.10/- each</b>	
	( Previous Year 30,01,080 Equity shares)	
		30,010,800.00
	<b>Total</b>	<b>30,010,800.00</b>

### 2.1 The Reconciliation of number of share outstanding is set out below

Particulars	Opening Balance	Fresh issue	Bonus Issue	Closing Balance
Year ended 31st March, 2018				
- Number of shares	3,001,080	-	-	3,001,080
- Amount (Rs.)	30,010,800	-	-	30,010,800
Year ended 31 March, 2017				
- Number of shares	3,001,080	-	-	3,001,080
- Amount (Rs.)	30,010,800.00	-	-	30,010,800

### 2.2 Terms/rights attached to Equity Shares Capital

The company has only one class of equity shares having par value of `10 per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Class of shares / Name of shareholder	As at 31 March, 2018	As at 31 March, 2017
	Number of shares held	% holding in that class of shares
	Number of shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>		
Suresh Bohra	607,770	20.25%

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Rohit Bohra	-	-	-	-
Dandy Developers Pvt. Ltd.	150,900	5.03%	150,900	5.03%
Bohra Industrial Resources Private Limited	-	-	-	-
Babson's HUF	195,000	6.50%	195,000	6.50%
SJM Investments (Delhi) Pvt. Ltd.	309,000	10.30%	309,000	10.30%
Babita Bohra	-	-	-	-
Suresh Bohra ( Beta Stock Broker)	-	-	-	-
<b>TOTAL</b>	<b>3,001,080</b>	<b>42%</b>	<b>3,001,080</b>	<b>42%</b>

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>3</b>	<b>RESERVE &amp; SURPLUS</b>		
3.1	Securities Premium Account		
	As per Last Balance Sheet	117,538,614	117,953,725
	Add : On issue of shares	-	-
		117,538,614	117,953,725
	Less : Utilised towards issue of bonus Shares	-	-
	Less : Utilised amortisation of share issue expenses	-	385,111
	Less : Demerger	-	30,000
		117,538,614	117,538,614
3.2	Surplus		
	As per Last Balance Sheet	5,061,816	3,012,309
	Add: Net Profit / (loss) for the current year	3,017,990	2,049,507
		8,079,806	5,061,816
	<b>Total</b>	<b>125,618,420</b>	<b>122,600,430</b>
<b>4</b>	<b>LONG TERM BORROWINGS</b>		
i	Term Loan		
	From Bank		
	Secured*	-	168,898
	Unsecured, but considered good	3,558,900.00	4,940,485
ii	Other Loans & Advances		
	Unsecured	375,477,806	1,142,280,966
iii	Debentures		
	0% redeemable optionally convertible debentures	940,000,000.00	-
	<b>Total</b>	<b>1,319,036,706</b>	<b>1,147,390,349</b>



*	<b>Term Loan from Banks</b>		
	A) Hdfc Auto car loan 1 of Rs.6,00,000/- is secured against Car - Skoda and repayable in 60 EMI of Rs.12864 commencing from June, 2013.		
*	B) Hdfc Auto car loan 2 of Rs.5,00,000/- is secured against Car - Amaze and repayable in 48 EMI of Rs.12742 commencing from May, 2015.		
	During the year the Company has issued 0% redeemable optionally convertible debentures by converting the existing loan at a par of Rs. 11, 70,54,372.00. The 0% redeemable optionally convertible debentures are issued for 15 years at the option of issuer which may be converted into Equity Shares after 10 years.		
<b>5</b>	<b>SHORT TERM BORROWINGS</b>		
i)	Book overdraft	780,709.53	6,687,730
	- Unsecured, considered good		
ii)	Loan and advances from others		
	Unsecured, but considered good	530,875,000.00	264,366,598
	<b>Total</b>	<b>531,655,710</b>	<b>271,054,328</b>
<b>6</b>	<b>TRADE PAYABLE</b>		
	MSME	-	-
	Other Than MSME	3,992,855	723,000
	<b>Total</b>	<b>3,992,855</b>	<b>723,000</b>
<b>7</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Current Maturities of Long Term Debt	-	274,009.00
	Advance received for booking of SFI's	-	-
	Other payable		
	- Taxes Payable	9,655,988	5,745,526
	- Director Remuneration Payable	743,007	-
	- Audit Fee Payable	45,000	42,000
	- Other Liabilities	3,196,750	2,508,000
	<b>Total</b>	<b>13,640,745</b>	<b>8,569,535</b>
<b>8</b>	<b>SHORT TERM PROVISION</b>		
	Others		
	- Provision for Tax	1,040,591	1,482,007
	<b>Total</b>	<b>1,040,591</b>	<b>1,482,007</b>
<b>10</b>	<b>NON CURRENT INVESTMENT</b>		
	Investment in unquoted Shares	58,285,190	57,885,190
	<b>TOTAL</b>	<b>58,285,190</b>	<b>57,885,190</b>
<b>11</b>	<b>DEFERRED TAX ASSET</b>		
	Opening Balance of DTA/(DTL)	-	135,894



Add: Tax effect of items constituting deferred tax assets

On difference between book balance and tax balance of fixed assets

<b>Total</b>	-	<b>135,894</b>
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## 12 LONG TERM LOAN AND ADVANCES

loan and advances

Unsecured but considered good	1,325,430,367	-
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<b>Total</b>	<b>1,325,430,367</b>	<b>-</b>
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## 13 OTHER NON-CURRENT ASSETS

Discount on issue of debentures	117,054,372	-
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Less; W/off during the year	7,803,625	-
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<b>Total</b>	<b>109,250,747</b>	<b>-</b>
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## 14 INVENTORIES

Stock In Trade

- Shares & Securities	5,654,035	-
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- Commodities	-	-
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- SFI in Projects (see Note 29)	-	1,459,120,821
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<b>Total</b>	<b>5,654,035</b>	<b>1,459,120,821</b>
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## 15 TRADE RECEIVABLES

Exceeding Six Month from the due date	-	-
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Others	-	-
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<b>Total</b>	<b>-</b>	<b>-</b>
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## 16 CASH AND CASH EQUIVALENTS

Cash on Hand	7,718	356,718
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Balances with Bank	12,463	49,906
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<b>Total</b>	<b>20,181</b>	<b>406,624</b>
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## 17 SHORT TERM LOANS AND ADVANCES

Balance with Tax Authorities	3,409,711	2,505,253
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Security Deposit	25,000	703,500
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Service Tax Recoverable	-	72,176
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Staff Advance	-	155,000
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Other Loans & Advances

- Prepaid expenses	8,250	45,730
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- Prepaid Interest	-	28,892
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- Unsecured and Considered Goods	44,623,071	60,114,596
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<b>Total</b>	<b>48,066,032</b>	<b>63,625,147</b>
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**9. Fixed Assets**

Particulars	Computers	Furniture	Office Equipment	Motor Car	Total
<b>Original cost as on 01.04.2017</b>	145,310	84,713	181,100	1,521,000	1,932,123
<b>Additions</b>	147,729	-	33,000	-	180,729
Adjustments During the Year	-	-	-	-	-
Deductions/Retirement during the year	-	-	-	-	-
<b>As at 31st March 2017</b>	<b>293,039</b>	<b>84,713</b>	<b>214,100</b>	<b>1,521,000</b>	<b>2,112,852</b>
<b>Depreciation &amp; Amortisation</b>					
As at April 1,2017	138,044	60,973	33,299	1,043,035	1,275,351
For the Period	59,562	7,420	78,843	174,346	320,171
Deductions/Adjustments during the year	-	-	-	-	-
<b>As at 31st March 2018</b>	<b>197,607</b>	<b>68,392</b>	<b>112,142</b>	<b>1,217,381</b>	<b>1,595,523</b>
<b>Net Book Value</b>					
<b>as at March 31,2018</b>	<b>95,432</b>	<b>16,321</b>	<b>101,958</b>	<b>303,619</b>	<b>517,330</b>
as at March 31,2017	7,266	23,740	147,801	477,965	656,772

Note No.	Particulars	Amount in Rs.	
		For the year Ended 31st March , 2018	For the year Ended 31st March , 2017
<b>18</b>	<b>REVENUE FROM OPERATION</b>		
18.1	Sale of Products		
	Sale of Shares, Securities & Commodities	3,457,181	8,230,514
18.2	Income From Services		
	Management Or Business Consultancy	22,847,826	17,500,000
	Sale of duty credit scrips	570,413,259	-
18.3	Other Operating Revenue		
	Gain from Future and Option Trading	52,693	8,584
	<b>Total</b>	<b>596,770,959</b>	<b>25,739,098</b>
<b>19</b>	<b>OTHER INCOME</b>		
	Dividend Received	2,060	20,580
	Interest Income	1,392,461	1,500,000
	<b>Total</b>	<b>1,394,521</b>	<b>1,520,580</b>



**20 PURCHASE OF STOCK IN TRADE**

Shares & Securities	3,984,974	9,854,967
Purchase of duty credit scripts	537,498,907	-
Purchase of licence	2,500,000	-
FSI in Projects	-	97,000,000
<b>Total</b>	<b>543,983,881</b>	<b>106,854,967</b>

**21 CHANGE IN INVENTORIES OF STOCK IN TRADE**

Inventories at the end of the year		
Stock in Trade	5,654,035	1,459,120,821
Inventories at the beginning of the year		
Stock in Trade	4,031,933	1,326,099,608
<b>TOTAL</b>	<b>(1,622,102)</b>	<b>(133,021,213)</b>

**22 EMPLOYEE COST**

Salaries and Wages	4,040,113	3,179,399
Staff Welfare	98,291	73,939
<b>Total</b>	<b>4,138,404.00</b>	<b>3,253,338</b>

**23 FINANCE COST**

Interest Expense	33,044,911	41,054,869
<b>Total</b>	<b>33,044,911</b>	<b>41,054,869</b>

**24 Depreciation and Amortisation**

Depreciation of tangible assets	320,171	297,731
Discount on issue of debentures w/off	7,803,625	-
<b>Total</b>	<b>8,123,796</b>	<b>297,731</b>

**25 OTHER EXPENSES**

Payment to Auditor	50,000	25,125
Business Promotion	531,253	148,752
Electricity Expenses	26,863	-
Insurance	63,682	21,157
Rent	432,000	-
Commission paid	1,645,000	-
Listing expense	-	140,000
Legal & Professional Charges	2,213,350	4,648,625
Market Making fees	150,000	150,000



**Director's Report****Governance****Financial Statement****Notice**

Membership and subscription	143,515	13,500
Fees & Taxes	35,733	10,784
Miscellaneous Expenses	1,164,061	760,223
<b>Total</b>	<b>6,455,457</b>	<b>5,918,167</b>

**26 Earning Per Share**

Net Profit Attributable to Equity Shareholders	3,017,990	2,049,506
Weighted average of shares	3,001,080	3,001,080
Earning per share-Basic and Diluted	1.01	0.68

**28 Related Party (as per AS-18)****a) Name Of Parties****i) Key Management Personnel****a. Directors**

Mr Suresh Bohra - Managing Director  
 Mrs. Babita Bohra- Director  
 Mr. Pushpendra Surana - Director

**Relatives**

Mr Rohit Bohra - Son of Mr. Suresh Bohra

**b. Independent Directors**

Mr. Syed Liaqat Ali  
 Mr. Manjeet  
 Pugalia

**c. Executive Officers**

Ms. Neha Gupta - CS - Compliance officer  
 Mrs. Gurpreet Kaur - CFO (resigned)

**ii) Other Enterprises over which person(S) referred to in above is able to exercise significant influence**

Babson(HUF)  
 Dandy Developers Private Limited  
 SJM Investment (Delhi) Private Limited  
 Dill Developers Private Limited  
 Beta Stock Brokers Private Limited  
 Beta Stock Brokers (Prop. Of Suresh Bohra)  
 Blackfox Financial India Private Limited  
 Crest Comtrade Private Limited


**b) Related Party Transaction**

S.No.	Particulars	Key Management Personnel	Relatives of Key Management Personnel	Enterprises over which person(S) referred to in above is able to exercise significant influence
a)	Remuneration Paid to KM's	<b>2,428,273</b> (14,56,549)	- -	- -
b)	Sales of Shares (Inclusive of Brokerage Charged)	-	-	<b>3,457,181</b> (79,94,609)
c)	Purchase of Shares and others	-	-	<b>6,388,974</b> (98,54,967)
d)	Advance received from Customer (SFI)	-	-	- (43,19,939)
e)	Receipt of Services	-	-	- (36,25,000)

\* The Figures apperaing in brackets belongs to Previous years

**c) Balance Outstanding**

Party Name	Grouped under	Balance as at 31.03.2018	Balance as at 31.03.2017
<b>a) Key Managerial Personnel</b>			
Mr Suresh Bohra - Managing Director	<b>Unsecured Loan</b>	-	-
	<b>Director Remuneration Payable</b>	443,007	-
<b>b) Enterprises with Substantial Control</b>			
b) Beta Stock Brokers (Prop. Of Suresh Bohra)	<b>Advance Against SFI</b>	2,215,000	62,640,990



c)	Beta Stock Brokers Private Limited	<b>Advance against SFI's</b>	-	36,050,108
d)	Babsons (HUF)	<b>Advance against SFI's</b>	-	-
e)	Bohra Industrial Resources Private Limited	<b>Account Payable</b>	-	2,508,000
f)	Dill Developers Private Limited	<b>Account Payable</b>	500,000	-
g)	Dandy Developers Private Limited	<b>Account Receivable</b>	375,000	875,000
h)	Devoted Construction Limited	<b>Account Receivable</b>	1,325,430,367	4,796,501
i)	SJM Investments (Delhi) Pvt Ltd	<b>Account Payable</b>	2,100,000	-

		(In Rupees)	
		<b>31 March, 2018</b>	<b>31 March 2017</b>
<b>29 Expenditure in foreign currency (accrual basis)</b>			
	Import of Material (CIF Basis)	-	-
	<b>Other Expenses</b>		
	Travelling expenses	-	-
	<b>Total Expenses in foreign expenses</b>	-	-

		(In Rupees)	
		<b>31 March 2018</b>	<b>31 March 2017</b>
<b>30 Auditor's Remuneration</b>			
	Audit Fees	50,000	25,125
		<b>50,000</b>	<b>25,125</b>

- 31 Due to Micro Enterprises and Small Enterprises:**  
As at March 31, 2017 and March 31, 2016, there are no outstanding dues to micro and small enterprises. There are no interest due or outstanding on the same.



- 32 BlueBlood Ventures Limited ("The Company") has acquired SFI (Saleable Area) Rights from G. C. Construction and Development Industries Pvt Ltd which was assigned by EkanaSportz City Pvt Ltd in their favour, which they have acquired through "**CONCESSION AGREEMENT**" dated 8/07/2014 executed with **Lucknow Development Authority** consisting of parcel of Land admeasuring a total of 137 acres owned by the LDA situated at 7, Gomti Nagar Extension Shaheed Path, Lucknow, consisting of SFI parcel "R-6" admeasuring 3,43,883.682 sqft earmarked for residential purpose and "HC" admeasuring 23,660.702 sqft earmarked for Healthcare and incidental Hospital purpose. As per the scheme of arrangement (see Note 27) this property has been transferred to resultant company.

33 **Contingent liabilities and Commitments (to the extent not provided for):**

There is no contingent liability exist as on the balance sheet date.

- 34 a) Sundry Debtors, Sundry Creditors & advances are subject to confirmation by the respective parties. Necessary Adjustments in account will be made in the year in which discrepancy, if any, may be noticed.

b) Sundry Debtors, sundry creditors, loans & advances and other assets are, in the opinion of management stated at the amount realizable in the ordinary course of business and provision for all known and determined liabilities are adequate and not in excess of the amounts reasonably required.

c) Previous year figures have been regrouped and/or rearranged wherever necessary to make them comparable with current year's figures.

As per our report of even date attached  
**For Prakash Mishra & Co**  
 Chartered Accountants  
 Firm Regn. No. 025280N

**Prakash Mishra**  
 Prop.  
 M.No. 526249

Date :28.05.2018  
 Place : New Delhi

For on behalf of the Board of Directors  
**Blueblood Ventures Limited**

Sd/-  
**Manjeet Pugalia**  
 Director  
 DIN.- 07131803

Sd/-  
**Neha Bansal**  
 Company Secretary

Sd/-  
**Babita Bohra**  
 Director  
 DIN.- 01149417



## NOTICE

Notice is hereby given that the 11<sup>th</sup> Annual General Meeting of **BLUEBLOOD VENTURES LIMITED** will be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 11:30 A.M. at 601, 6<sup>th</sup> Floor, 58 Sahyog Building, Nehru Place, New Delhi- 110019 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Pushpendra Surana (DIN:01179041), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Pushpendra Surana (DIN:01179041), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **Ratification of appointment of Statutory Auditors of the Company:**

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force the company hereby ratifies the appointment of M/s Prakash Mishra & Associates, Chartered Accountants (Firm Registration No. 025280N) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of 11<sup>th</sup> Annual General Meeting till the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company subject to ratification at every Annual General Meeting be and is hereby approved at such remuneration as shall be fixed by the Director of the Company and the Auditors."

4. **Appointment of Secretarial Auditor:**

**"RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act 2013 rule 9 of the companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provision of any of the Companies Act 2013, Consent of the Board be and is hereby given for appointment of M/s Kiran Sharma & Co Company Secretaries to be appointed as Secretarial Auditors of the Company and Directors of the Company be and are hereby authorized to fix the remuneration with the consent of Audit Committee.

**"RESOLVED FURTHER THAT** the appointment Letter has been placed before the Board and the same has been approved by the Board for the purpose of appointment of M/s Kiran Sharma & Co Company Secretaries as Secretarial Auditors of the Company ,

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Suresh Bohra, Managing Director as CFO of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of Companies Act, 2013, as amended or re-enacted from time to time, Mr. Suresh Bohra (DIN: 00093343), Whole Time Director of the Company be and hereby appointed as "Chief Financial Officer of the Company" ("CFO") on the Terms and Conditions including the terms of remuneration as recommended by the Nomination and Remuneration Committee with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mr. Suresh Bohra."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**Registered Office:**

101,P-27, MALVIYA NAGAR,  
MAIN MARKET NEW DELHI-110017

Date: -05<sup>th</sup> September, 2018

Place: - New Delhi

By order of the Board

For **Blueblood Ventures Limited**

SD/-

**Babita Bohra**

**Director**

**NOTES:**

1. A Member of the company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A blank form of the proxy is enclosed. The instrument appointing the proxy should, however, be deposited at the registered office of the company duly completed not later than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 24th day of September, 2018 to Friday ,28th September, 2018(both days inclusive).
4. Members are requested:
  - i) to kindly notify the change of address, if any, to the Company/their Depository Participant.
  - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
  - iii) to deposit the duly completed attendance slip at the Meeting.
5. Members may use the facility of Nomination. A Nomination Form will be supplied to them on request.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays during business hours up to the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The copies of the Annual Reports will not be distributed at the Annual General Meeting (AGM). Members are requested to bring their copies to the meeting.



### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

As per the provisions of the Companies Act, 2013, there shall be at least one CFO in the Company.

Mr. Bohra is the main promoter of the Blueblood Ventures Limited. Mr. Bohra has rich and extensive experience of more than 15 years. He is a Commerce graduate with a post graduation degree in management. He has been active in loan syndication, project financing, project appraisal, drafting of Prospectus and Letters of Offer, Equity placement, stress asset management services, private Equity and venture capital syndication. He has an in-depth knowledge and strong understanding of various intricacies of Securities Market and Financial Services. It is through his exceptional leadership skills and outstanding commitment towards the company that Blueblood is able to achieve the position it is holding at present. His efforts have led to the diversification of the business of the Company from trading of securities and related activities to Real Estate.

He is an Executive Director of the company and designated as Managing Director.

The Board recommends the resolutions as mentioned in Item Nos. (v) of the Notice for approval of members. None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise except the Director seeking appointment as CFO.

**Details of Directors retiring by rotation and proposed to be re-appointed (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards Issued by the Institute of Company Secretaries of India**

<b>Name of the Director</b>	Mr. Pushpendra Surana
DIN No.	01179041
Date of Birth	23.11.1970
Date of first Appointment	18.09.2014
Experience/Expertise in Specific Functional Areas	Mr. Surana is a Fellow Member of Institute of Chartered Accountants of India and a practicing Chartered Accountant having experience of more than 10 years in the area of Audit, Finance and Corporate Advisory matters. He has handled various types of Audit and Consultancy work of international and domestic clients. Public sector and private sector clients, listed and unlisted companies etc. are part of his clientele including Real Estate clients. Apart from audit he also has good experience indirect taxation work.
<i>Qualification(s)</i>	Chartered Accountant
<i>Directorship in other Companies</i>	Please refer Corporate Governance Report of 2017-18
<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	Please refer Corporate Governance Report of 2017-18





<i>Shareholding in the Company</i>	87000(2.9%)
<i>Relationship with other Directors and KMPs of the Company</i>	YES (Mrs. Babita Bohra (Sister))
<i>No. of Board Meeting held/ Attended</i>	Please refer Corporate Governance Report of 2016-17
<i>Last Remuneration drawn (per annum)</i>	Nil

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013.

**Registered Office:**

101,P-27, MALVIYA NAGAR,  
MAIN MARKET NEW DELHI-110017

Date: -05<sup>th</sup> September, 2018

Place: - New Delhi

By order of the Board  
For **Blueblood Ventures Limited**

**SD/-**  
**Babita Bohra**  
**Director**

**ATTENDANCE SLIP**

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	

Name and address of the Shareholder

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Name and address of the Proxy holder

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I/We hereby record my/our presence at the 11<sup>TH</sup> Annual General Meeting of the Company held on Saturday, the 29<sup>TH</sup> day of September, 2018 at 11:30 A. M. at the Corporate Office of the company at Room No 601, 6<sup>th</sup> Floor, 58 Sahyog Building, Nehru Place, New Delhi-110019.

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Signature of Shareholder

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Signature of Proxyholder

\*Applicable for investors holding shares in electronic form.



## PROXY FORM

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

Name of the Member's:
Registered Address:
Email-Id:
Folio No.:
DP-ID/Client-ID*:

\*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding \_\_\_\_\_ shares of Blueblood Ventures Limited, of Re. 10/- each hereby appoint

(1) Name: \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

(2) Name: \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

(3) Name: \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>TH</sup> Annual General Meeting of the Company, to be held on Saturday, the 29<sup>TH</sup> day of September, 2018 at 11:30 A. M. at Room No 601, 6<sup>th</sup> Floor, 58 Sahyog Building, Nehru Place, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

I wish my above Proxy to vote in the manner as indicated in the Box below:

S.No.	Resolutions	For	Against
1.	Consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon; and		
2.	Re-Appointment of Mr. Pushpendra Surana (DIN: 01179041), who retires by rotation.		
3.	Ratification of M/s Prakash Mishra & Associates, Chartered Accountants, Chartered Accountant (Firm Registration No 087382) as Auditor and to fix their remuneration.		
4.	Appointment of M/s Kiran Sharma & Associates, Company Secretary as Secretarial Auditor		
5.	Appointment of Mr. Suresh Bohra as CFO of the Company		

Signed this.....day of.....2018

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder

**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated



#### MAP TO REACH VENUE FOR AGM OF BLUEBLOOD VENTURES LIMITED

