

35TH ANNUAL REPORT 2016-2017



BLUE CIRCLE SERVICES LIMITED

BLUE CIRCLE SERVICES LIMITED

BOARD OF DIRECTORS

Anil Kumar Purohit	Chairman & Managing Director
Vikash Kumar Singh	Executive Director
Rajeev Chaudhury	Independent Director
Priya Ghosh	Independent Director
Dipankar Roy	Independent Director

COMPLIANCE OFFICER

Mr. Prateek Kaushik

AUDITORS

M/s. Pradeep Gupta
Chartered Accountants, Mumbai

BANKERS

Axis Bank Ltd.
Kotak Mahindra Bank Ltd.

REGISTERED OFFICE

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
No. 9, Shiv Shakti Ind. Estate
Gr. Floor, J. R. Boricha Marg
Lower Parel, Mumbai-400 011

ANNUAL GENERAL MEETING

Date : 15th September, 2017
Time : 11.00 A.M.
Venue : Unit No. 323 & 324, 3rd Floor,
Building No. 9, Laxmi Plaza,
New Link Road, Andheri (West), Mumbai-400 053

Corporate Identification No.
L74140MH1983PLC029378

35TH
ANNUAL REPORT
2016 - 2017

C O N T E N T S

- ☞ Notice
- ☞ Directors' Report
- ☞ Management Discussion & Analysis
- ☞ Secretarial Audit Report (MR-3)
- ☞ Extract of Annual Return (MGT-9)
- ☞ Report on Corporate Governance
- ☞ Auditors' Certificate on Corporate Governance
- ☞ Auditors' Report
- ☞ Balance Sheet
- ☞ Statement of Profit & Loss
- ☞ Statement of Cash Flow
- ☞ Notes on Financial Statements
- ☞ Proxy / Ballot Form (MGT-11)

Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of **BLUE CIRCLE SERVICES LIMITED** will be held on Friday, 15th September, 2017 at 11.00 A.M. at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 to transact following business as:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2017.
2. To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of existing Auditors M/s. Pradeep Gupta, Chartered Accountants, Mumbai, M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 35th Annual General Meeting up to the conclusion of the 40th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS :

3. To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Mr. Rajeev Chaudhury (DIN : 07821505), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 15th May 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 15th May 2017 and is not liable to retire by rotation.”

4. To consider and, if thought fit, to assent / dissent the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Ms. Priya Ghosh (DIN : 07066596), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 29th May 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 29th May 2017 and is not liable to retire by rotation.”

5. To consider and, if thought fit, to assent / dissent the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Mr. Dipankar Roy (DIN : 07208678), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 29th June 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 29th June 2017 and is not liable to retire by rotation.”

6. To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 2 (54), 196, 197, 203 read with Schedule V to the Act, and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) the Company hereby approves appointment of Mr. Vikash Kumar Singh (DIN : 07821516) as Executive Director of the Company, for a period of 5 years commencing from May 15, 2017 up to March 31, 2022 upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Vikash Kumar Singh.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company’s Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the 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 those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. The Register of Member and the Share Transfer Books of the Company will remain closed from 9th September 2017 to 15th September 2017 (both days inclusive).
5. 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 Annual General Meeting.

6. Detail of Director seeking appointment / re-appointment in this Annual General Meeting is attached separately to the notice.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's Registered Office on all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this Annual General Meeting.
8. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id blue_circle@gmail.com for quick and prompt redressal of their grievances.
9. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
10. The identity/signature of members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such members are advised to bring the relevant identity card issued by appropriate authorities to the Annual General Meeting.
11. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
12. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.
13. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
14. The Securities and Exchange Board of India (SEBI) vide Circular ref. no. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.
SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
 - a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
16. Shareholders who have not en-cashed their dividend warrants for the dividends declared for the financial years 2009-10, 2010-11 and 2011-12 are requested to send a letter along with unclaimed dividend warrant, if any or letter of undertaking for issue of duplicate dividend warrant/demand draft. Pursuant to the provisions of

Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 23, 2016 (date of last Annual General Meeting) on the website of the Company viz. www.bluecircleservices.com, as also on the website of the Ministry of Corporate Affairs.

17. In terms of Section 124 and 125 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the “Investor Education & Protection Fund” (IEPF). Members are requested to en-cash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.
18. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
19. Copies of Annual Report 2017 will be sent by electronic mode only to the members whose email address are registered with the Company’s Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The members who have not registered their email address, physical copies of Annual Report 2017 are being sent by the permitted mode.
20. The Notice for the 35th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all those members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
21. Members may also note that the Notice of the 35th AGM and the Annual Report for 2016-2017 will also be available on the Company’s website www.bluecircleservices.com for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company’s email id : blue.circl@gmail.com
22. A route map showing directions to reach the venue of the 35th Annual General Meeting is given at the end of the Report.
23. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
24. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 8, 2017.
25. In order to enable its members who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Gayatri Phatak, Scrutinizer,

C/o Purva Sharegistry (India) Private Limited, Unit: Blue Circle Services Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400 011, Tel. No: +91 22-2301 8261, Fax No : +91 22- 2301 2517, E-mail : purvashr@mtnl.net.in so as to reach him on or before September 13, 2017 by 5.00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received.

26. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of “remote e-voting” (e-voting from place other than venue of the AGM) to exercise their votes at the 35th AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
27. The facility of voting through ballot/polling paper shall also be made available at the venue of the 35th AGM. The members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
28. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bluecircleservices.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
29. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
30. The details for voting electronically are as under -
 - a) Date and time of commencement of voting through electronic means: **Tuesday, September 12, 2017 at 9.00 a. m.**
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed : **Thursday, September 14, 2017 at 5.00 p. m.**
 - c) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 8, 2017**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
 - d) Details of Website: www.evotingindia.com
 - e) Details of Scrutinizer: Gayatri Phatak, Practicing Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatribhideandco@gmail.com.
 - f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.
31. **The instructions for members for e-voting are as under:**

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

 - i The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - ii Click on “Shareholders” tab
 - iii Now, select the BLUE CIRCLE SERVICES LIMITED from the drop down menu and click on “SUBMIT”

- iv Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v Next enter the Image Verification as displayed and Click on Login.
- vi If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the instructions (iv).

- viii After entering these details appropriately, click on "SUBMIT" tab.
- ix Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for BLUE CIRCLE SERVICES LIMITED on which you choose to vote.
- xii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiii Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi You can also take out the print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix Note for Institutional Shareholders and Custodians

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Mumbai, June 29, 2017

By order of the Board
For BLUE CIRCLE SERVICES LIMITED

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

Explanatory Statement pursuant to Section 102 of the Companies Act 2013**ITEM NO. 3**

The Board at its meeting held on 15th May 2017, appointed Mr. Rajeev Chaudhury as Additional Director of the Company with effect from 15th May 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Rajeev Chaudhury will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the member along with a necessary deposit proposing the candidature of Mr. Rajeev Chaudhury for the office of the Director.

The Company has received from Mr. Rajeev Chaudhury –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.
- A declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013

Further, the Board at its meeting held on 15th May 2017, also appointed (subject to approval of members in AGM), Mr. Rajeev Chaudhury as Non-Executive, Independent Director of the Company for a period of 5 Years commencing from 15th May 2017 on following terms & conditions –

1. Remuneration – Company will make payment of Sitting Fees and such amount will be decided mutually, within prescribed limits, subject to maximum of ₹ 1000/- per meeting, apart from expenses to be incurred for attending meetings.
2. Period of Appointment – 5 Years commencing from 15th May 2017.
3. The Appointment may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The resolution seeks the approval of members for the appointment of Mr. Rajeev Chaudhury as Independent Director of the Company for a period of 5 years commencing from 15th May 2017 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Mr. Rajeev Chaudhury will not be liable to retire by rotation.

In the opinion of the Board Mr. Rajeev Chaudhury fulfills the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations, 2015 and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Rajeev Chaudhury is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Mr. Rajeev Chaudhury is interested in the resolutions set out respectively at Item No. 3 of the Notice with regard to his respective appointment.

The relatives of Mr. Rajeev Chaudhury may be deemed to be interested in the resolutions set out respectively at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Resolution set out forth in Item No. 3 for the approval of members.

ITEM NO. 4

The Board at its meeting held on 29th May 2017, appointed Ms. Priya Ghosh as Additional Director of the Company with effect from 29th May 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Ms. Priya Ghosh will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the member along with a necessary deposit proposing the candidature of Ms. Priya Ghosh for the office of the Director.

The Company has received from Ms. Priya Ghosh –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.
- A declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013

Further, the Board at its meeting held on 29th May 2017, also appointed (subject to approval of members in AGM), Ms. Priya Ghosh as Non-Executive, Independent Director of the Company for a period of 5 Years commencing from 29th May 2017 on following terms & conditions –

1. Remuneration – Company will make payment of Sitting Fees and such amount will be decided mutually, within prescribed limits, subject to maximum of ₹ 1000/- per meeting, apart from expenses to be incurred for attending meetings.
2. Period of Appointment – 5 Years commencing from 29th May 2017.
3. The Appointment may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The resolution seeks the approval of members for the appointment of Ms. Priya Ghosh as Independent Director of the Company for a period of 5 years commencing from 29th May 2017 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Ms. Priya Ghosh will not be liable to retire by rotation.

In the opinion of the Board Ms. Priya Ghosh fulfills the conditions for her appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations, 2015 and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Ms. Priya Ghosh is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Ms. Priya Ghosh is interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to her respective appointment.

The relatives of Ms. Priya Ghosh may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Resolution set out forth in Item No. 4 for the approval of members.

ITEM NO. 5

The Board at its meeting held on 29th June 2017, appointed Mr. Dipankar Roy as Additional Director of the Company with effect from 29th June 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Dipankar Roy will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the member along with a necessary deposit proposing the candidature of Mr. Dipankar Roy for the office of the Director.

The Company has received from Mr. Dipankar Roy –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.
- A declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013

Further, the Board at its meeting held on 29th June 2017, also appointed (subject to approval of members in AGM), Mr. Dipankar Roy as Non-Executive, Independent Director of the Company for a period of 5 Years commencing from 29th June 2017 on following terms & conditions –

1. Remuneration – Company will make payment of Sitting Fees and such amount will be decided mutually, within prescribed limits, subject to maximum of ₹ 1000/- per meeting, apart from expenses to be incurred for attending meetings.
2. Period of Appointment – 5 Years commencing from 29th June 2017.
3. The Appointment may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The resolution seeks the approval of members for the appointment of Mr. Dipankar Roy as Independent Director of the Company for a period of 5 years commencing from 29th June 2017 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Mr. Dipankar Roy will not be liable to retire by rotation.

In the opinion of the Board Mr. Dipankar Roy fulfills the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations, 2015 and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Dipankar Roy is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Mr. Dipankar Roy is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to his respective appointment.

The relatives of Mr. Dipankar Roy may be deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Resolution set out forth in Item No. 5 for the approval of members.

ITEM NO. 6**Appointment of Vikash Kumar Singh (DIN : 07821516) as Executive Director**

The Board at its meeting held on 15th May, 2017, appointed Mr. Vikash Kumar Singh as Executive Director of the Company for the period of 5 years effective from 15th May 2017.

Mr. Vikash Kumar Singh is Graduate in Commerce. He is contributing to the success of the Company by his rich experience in Finance & Stock market as well as expertise in Accounting & Taxation matters.

In regard to remuneration and perquisites, to be determined and paid, will be decided by the Nomination & Remuneration Committee and will be within the limits prescribed in the Act.

Mr. Vikash Kumar Singh is interested in the resolutions set out respectively at Item No. 6 of the Notice with regard to his respective appointment.

The relatives of Mr. Vikash Kumar Singh may deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item No. 6 of the Notice for approval of the members.

Details of Directors seeking appointment in the 35th Annual General Meeting on 15th September 2017 (in term of Regulation 27 of SEBI (Listing Obligations and Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”))

Name of Director	Mr. Rajeev Chaudhury	Mr. Vikash Kr. Singh
Directors' Identification No. (DIN)	07821505	07821516
Date of Birth	17 th July 1984	25 th December 1982
Date of Appointment on Board	15 th May 2017	15 th May 2017
Qualification	B. Com	B. Com
Experience	Having 5 years' experience of Stock Market	Having 5 years' experience of Stock Market
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 15 th May 2017	5 Years commencing from 15 th May 2017
Remuneration details	₹ 1000/- per meeting	To be decided by N&R Committee based on performance, within prescribed limit.
Shareholding in Company	Nil	Nil
Relationship with the Company & Other Directors	Not Any	Not Any
No. of Board Meeting attended during the year	Nil	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Not Any	Not Any
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Not Any	Not Any

Name of Director	Ms. Priya Ghosh	Mr. Dipankar Roy
Directors' Identification No. (DIN)	07066596	07208678
Date of Birth	19 th February 1993	18 th July 1988
Date of Appointment on Board	29 th May 2017	29 th June 2017
Qualification	S.S.C.	B. Com
Experience	Having 3 years' experience of Stock Market as Equity Analyst	Having 5 years' experience of Stock Market
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 29 th May 2017	5 Years commencing from 29 th June 2017
Remuneration details	₹ 1000/- per meeting	₹ 1000/- per meeting
Shareholding in Company	Nil	Nil
Relationship with the Company & Other Directors	Not Any	Not Any
No. of Board Meeting attended during the year	Not Applicable	Not Applicable
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Aryasthan Corporation Ltd	Aryasthan Corporation Ltd
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Not Any	Audit Committee

Mumbai, June 29, 2017

By order of the Board
For BLUE CIRCLE SERVICES LIMITED

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the 35th Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2017.

(₹ in Lakh)

Financial Results	Year Ended 31.03.2017	Year Ended 31.03.2016
Income	806.21	82.52
Profit/(Loss) before Tax & Extra-Ordinary Items	(16.24)	(32.64)
Less : Provision for Taxation including Deferred Tax	(3.56)	7.46
Profit/(Loss) after Tax	(12.68)	(40.10)
Less : Prior Period Adjustments	-	0.22
Net Profit/(Loss) after Extra-Ordinary Items	(12.68)	(40.32)
Add : Profit/(Loss) brought forward from previous year	(1440.64)	(1400.33)
Balance of Profit/(Loss) carried forward to next year	(1453.32)	(1440.64)

OVERVIEW OF ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

PERFORMANCE HIGHLIGHTS & OUTLOOK

The Company was into the business of purchase and sale of Shares & Securities during the year under review.

Gross revenue from operations stood at ₹ 806.21 lakh in comparison to last years' revenue of ₹ 82.52 lakh. In term of Net Profit/ (Loss), the Company has incurred a loss of ₹ 12.68 lakh in comparison to last years' net loss of ₹ 40.32 lakh (after tax including deferred tax).

The outlook for the current year remains extremely challenging due to lack of working Capital. Your Company is trying hard to come out of difficult situation and is hopeful of improvement in scenario, both in term of financing as well as business activities.

DIVIDEND AND RESERVES

Due to losses incurred during the year and for the reason of carried forward losses, your Directors do not recommend any Dividend for the year under review.

During the year under review, Nil amount has been transferred to General Reserves.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was ₹ 20.3470 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March

31, 2017, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2017.

Further, Indian Accounting Standards (IAS) is not applicable to the Company during the year under review.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

SUBSIDIARY COMPANY

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of Listing Regulations; during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted and thus disclosure in term of Section 134(3)(h) r/w Rule 8(2) of the Companies (Accounts) Rules, 2014 and under Regulation 34(3) & 53(f), Para A of Schedule V of SEBI(LODR) Regulations, 2015 is attached as Annexure I. Further, there are no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website viz. www.blurcircleservices.com

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

CHANGE IN NATURE OF BUSINESS, IF ANY.

There are no changes in the nature of business in the financial year 2016-17.

BOARD EVALUATION

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of

the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2016-17 are given in the separate section of Corporate Governance Report.

BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

During the year, Ms. Amita John Cannel has been appointed as Additional Director (Independent) of the Company w.e.f. 28th October 2016 in place of Mrs. Vandana N. Sahu who has resigned from the Board w.e.f. 28th October 2016. Apart from above changes, there is no change in the Board. However, Ms. Amita John Cannel has resigned from the Board w.e.f. 29th May 2017.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of the Listing Regulations.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the Independent Directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Regulation 25 of Listing Regulations (applicable from December 1, 2015), a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Ms. Amita John Cannel	Independent Director	28 th Oct 2016	-
2.	Mrs. Vandana N. Sahu	Independent Director	-	28 th Oct 2016
3.	Mr. Amirul Hasan Kaji	Chief Financial Officer	-	27 th June 2016

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

An order was passed by SEBI vides Order No. WTM/RKA/ ISD/162/2014 dated 19th December 2014 and re-confirmation Order No. WTM/RKA/ISD/31/2015 dated 20th April 2015 in the matter of dealing in the Shares of First Financial Services Limited; where in the Company has been debarred from accessing Capital Market for the time being (tenure of suspension has not defined in said order).

Apart from above, there are no other significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 the Board of Directors confirms that:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
3. that 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;
4. the annual accounts have been prepared on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BUSINESS RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

However, provision of Regulation 21 of Listing Regulations for constitution of Risk Management Committee is not applicable to the Company.

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Your Company has an Internal Control System, which is commensurate with the size, scale, scope and complexity of its operations. To maintain its objectivity and independence, an independent firm of Chartered accountants has been appointed as the Internal Auditors, who report to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies of your Company. Based on the report of the

Internal Auditors placed before the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The internal controls have been reported by the Auditors to be adequate and effective during the year.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. www.bluecircleservices.com

INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

Statutory Auditors

Existing Auditors M/s Pradeep Gupta, Chartered Accountants, Mumbai who are retiring in ensuring Annual General Meeting have expressed their un-willingness to re-appoint themselves as Auditors of the Company.

In place of existing Auditors, the Audit Committee recommended M/s Deepak Acharya & Associates (FRN 329654E), Chartered Accountants, Kolkata for appointment to audit the accounts of the Company from the conclusion of the 35th Annual General Meeting up to the conclusion of the 40th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 from M/s. Deepak Acharya & Associates; that they are eligible for appointment as auditors, and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949, or the rules and regulations made there-under.

The proposed appointment is as per the term and within the limits laid down by or under the authority of the Companies Act, 2013 and that there are no proceedings pending against them or any of their partners with respect to professional conduct.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Sinu Surolia, Company Secretaries in Practice (C. P. No. 17293) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed in this Annual Report as Annexure II.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the same is not applicable to the Company as none of

employee is drawing remuneration in excess of the limits set out in the said rules and thus no disclosure has been provided in this Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 (“Amended Managerial Remuneration Rules, 2016”), the report is not applicable to the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

PARTICULARS UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Since the Company is into the business of trading / investment activities in shares and securities; the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3) (m) of the Companies Act, 2013 read with Rule, 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used any foreign exchange during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company’s Auditors confirming compliance forms an integral part of this Report.

CAUTIONARY STATEMENT

Statements in this Directors’ Report and Management Discussion and Analysis describing the Company’s objectives, 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.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company’s valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Mumbai, May 29, 2017

By order of the Board
For BLUE CIRCLE SERVICES LIMITED

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

MACRO ECONOMIC ENVIRONMENT

The long-term growth prospective of the Indian economy is positive due to its young population, corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. The Indian economy has the potential to become the world's 3rd-largest economy by the next decade, and one of the two largest economies by mid-century. The outlook for short-term growth is also good as according to the IMF, the Indian economy is the "bright spot" in the global landscape. India topped the World Bank's growth outlook for the first time in fiscal year 2015–16, during which the economy grew 7.6%. Growth is expected to have declined slightly to 7.1% for the 2016–17 fiscal year. According to the International Monetary Fund (IMF), India's growth is expected to rebound to 7.2% in the 2017–18 fiscal and 7.7% in 2018–19.

India's two largest stock exchanges, Bombay Stock Exchange and National Stock Exchange of India, had a market capitalisation of US\$1.71 trillion and US\$1.68 trillion respectively as of February 2015, which rank 11th and 12th largest in the world according to the World Federation of Exchanges. India is also home to world's third-largest billionaires pool with 111 billionaires in 2016 and the fourth-largest number of ultra-high-net-worth households that have more than US\$100 million.

REVIEW OF OPERATIONS

Gross revenue from operations stood at ₹ 806.21 lakh in comparison to last years' revenue of ₹ 82.52 lakh. In term of Net Profit/ (Loss), the Company has incurred a loss of ₹ 12.68 lakh in comparison to last years' net loss of ₹ 40.32 lakh (after tax including deferred tax).

BUSINESS SEGMENT

The Company is into the sole business of Finance and Investments. The Company is carrying trading / investments activities in shares and securities in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

OPPORTUNITIES

Major themes to impact Indian markets in 2017 include resurrection in consumption demand, growth led by policy reforms, move towards digitization, monetary stance of global central banks and economic policy decisions.

The impact of demonetization may weigh on consumption demand and on the growth of various industries in the near term, dragging down the GDP growth for FY17 by 50 bps. The approval of promulgation of the Special Bank Notes (SBNs) (Cessation of liabilities) ordinance by the President of India could likely bring about a gain to the government on account of allowance given to the RBI to extinguish its liability towards unreturned SBNs. We expect the impact of this currency replacement program to be short lived as new notes come into circulation (45% back in circulation as on December 17th). Additionally, this move should help to increase the share of formal economy and digital economy. Improvement in consumption demand is expected to be a major theme for 2017 supported by a gradually rising rural wage level, implementation of the 7th pay commission, lowering of interest rates in the Indian economy and continued government spending.

Fiscal deficit dropped by 52.3% YoY in Nov on pick-up in tax receipts (direct and indirect) even as non-tax revenue was down. However the achievement of fiscal deficit target for FY17 would warrant a trade-off between government spending to counter the slowdown from demonetization and expectation of a fall in tax revenue in H2FY17.

THREATS & CONCERNS

Bulls argue the election outcome has changed the game for the better. Deregulation, cutting taxes, and an infrastructure investment program all herald a pro-growth scenario. Forward-looking measures of economic growth are trending upward after a couple years of so-so readings.

Yet caution is warranted because markets are betting big on the best possible developments in fundamentals. First, it's unclear what form the new president's policies will take and how much his policies will be accepted by Congress. Trump's program is slim on details and potentially worrisome.

Furthermore, there is an argument that the long-run potential of the U.S. and other major economies is structurally and historically low, capping any upside to growth from policy. It's not positive for risky assets to have an economy generating rising inflation while also being constrained by low to mediocre growth.

The Fed would face a difficult choice between keeping monetary policy loose to support demand and tightening to quell inflationary pressure; it may become the object of political pressure in either scenario. Reckoning with these risks will act as a break on any market upside.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2016-2017, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the performance management system, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provision of the Section 135 and Schedule VII of the Companies Act, 2013 as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 effective from April 1, 2014 relating to CSR Initiatives are not applicable to the Company.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Mumbai, May 29, 2017

By order of the Board
For **BLUE CIRCLE SERVICES LIMITED**

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

Annexure – I

DETAILS OF RELATED PARTY TRANSACTIONS

- A. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 1.22 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans/advances/Investments outstanding during the year.	
1.	Holding Company	<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to subsidiaries by name and amount ○ Loans and advances in the nature of loans to associates by name and amount ○ Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount 	Not Applicable
2.	Subsidiary	<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to subsidiaries by name and amount ○ Loans and advances in the nature of loans to associates by name and amount ○ Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount 	
3.	Holding Company	<ul style="list-style-type: none"> ○ Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan. 	

By order of the Board
For BLUE CIRCLE SERVICES LIMITED

Place : Mumbai
Date : May 29, 2017

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2017

[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]

The Members,
Blue Circle Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Blue Circle Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of 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 March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment; External Commercial Borrowings.
5. 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, 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during audit period)
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g) 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;

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during audit period)
- 6. Other laws applicable specifically to the company namely:
 - a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - b) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - c) Reserve Bank of India Act, 1934 and the rules made there under to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder;
 - d) Provident Fund Act 1952;
 - e) Maharashtra Shop and Establishment Act 1948.

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

We would like to draw attention of the Members of the Company on followings –

- *An order was passed by SEBI vides Order No.WTM/RKA/ ISD/162/2014 dated 19th December 2014 and re-confirmation Order No.WTM/RKA/ISD/31/2015 dated 20th April 2015 in the matter of dealing in the Shares of First Financial Services Limited; where in the Company has been debarred from accessing Capital Market till further notice (tenure of suspension has not been clearly mentioned in said Orders). However we are unable to comment on impact of said order on the business of the Company.*
- *The Company is yet to appoint Chief Financial Officer (CFO) in place of Mr. Amirul Hasan Kaji who has resigned from the employment w.e.f. 27th June 2016*

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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Merger / amalgamation / reconstruction etc.
- d) Foreign technical collaborations.

Place : Kolkata
Date : May 29, 2017

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT

The Members,
Blue Circle Services Limited
Mumbai

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : May 29, 2017

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

Annexure - III

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2017
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details	
CIN	L74140MH1983PLC029378
Registration Date	22/02/1983
Name of the Company	Blue Circle Services Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	Unit No. 324, 3rd Floor, Bldg. No. 9 Laxmi Plaza, New Link Road Andheri (W), Mumbai – 400 053 Tel : +91 22 69969555
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : +91 22 2301 8261 / 0771

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
Trading / Investments in Shares & Securities	66110	100.00%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-

d) Bodies Corporate	6856007	-	6856007	3.37%	6856007	-	6856007	3.37%	0.00
e) Banks / Fls	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	6856007	-	6856007	3.37%	6856007	-	6856007	3.37%	0.00
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / Fls	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	6856007	-	6856007	3.37%	6856007	-	6856007	3.37%	0.00
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	149623417	-	149623417	73.53%	150547636	-	150547636	73.99%	0.46%
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to ₹ 2 lakh	1608868	61000	1669868	0.82%	1255103	61000	1316103	0.65%	0.17%
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	38495892	2000000	40495892	19.90%	42541297	2000000	44541297	21.89%	1.99%
c) Others (Specify)									
i. HUF	37726	-	37726	0.02%	37726	-	37726	0.02%	-
ii. Clearing Members	4787019	-	4787019	2.36%	171160	-	171160	0.08%	2.28%
iii. NRI	71	-	71	0.00%	71	-	71	0.00%	-
Sub Total B(2)	194552993	2061000	196613993	96.63%	194552993	2061000	196613993	96.63%	-
Total Public Shareholding B = B(1) + B(2)	194552993	2061000	196613993	96.63%	194552993	2061000	196613993	96.63%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	201409000	2061000	203470000	100.00	201409000	2061000	203470000	100.00	0.00%

ii) Shareholding of Promoters							
Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Prime Capital Market Limited	6,150,000	3.02%	Nil	6,150,000	3.02%	Nil	-
Unisys Softwares & Holding Ind. Ltd.	706,007	0.35%	Nil	706,007	0.35%	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)						
Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	6856007	3.37%	6856007	3.37%	Not Applicable	
At the end of the Year	6856007	3.37%	6856007	3.37%		

Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment / transfer / bonus / sweat equity etc):

Name of Promoter / Promoter Group	Opening Bal	Shares Increase	Shares Decrease	Date of Increase / Decrease	Reason for Changes
N.A.	-	-	-	-	-

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase/ decrease in Shareholding	Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
Divya Drishti Merchants Pvt. Ltd.	88,47,649	4.35%	Not Any	88,47,649	4.35%
Divya Drishti Traders Pvt. Ltd.	88,15,377	4.33%	Not Any	88,15,377	4.33%
Decent Vincom Pvt. Ltd.	71,85,373	3.53%	Not Any	71,85,373	3.53%
Helot Properties Pvt. Ltd.	56,67,681	2.79%	Not Any	56,67,681	2.79%
Rangan Vincom Private Limited	54,05,480	2.66%	Not Any	54,05,480	2.66%
DKS Enterprises Private Limited	51,80,078	2.55%	Not Any	51,80,078	2.55%
Flame Dealers Private Limited	47,66,738	2.34%	Not Any	47,66,738	2.34%
Dreamvalley Trading Pvt. Limited	47,12,293	2.32%	Not Any	47,12,293	2.32%
Gateway Financial Services Limited	46,83,000	2.30%	Not Any	46,83,000	2.30%
Mayurpankh Vincom Pvt. Limited	44,40,696	2.18%	Not Any	44,40,696	2.18%

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during the year and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year / at the end of the year	Nil	-	Nil	-
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable (As none of Director and Key Managerial Person was holding Shares in their names either at the beginning or at the end of year)			

V. INDEBTEDNESS

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

	Secured Loans Excluding deposits ₹ in Lac	Unsecured Loans ₹ in Lac	Deposits ₹ in Lac	Total Indebtedness ₹ in Lac
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
• Addition				
• Reduction				
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Particulars of Remuneration	Anil Kr. Purohit (MD) (in ₹)	Vandana N Sahu (Director) (in ₹)	Prateek Kaushik (Co. Secretary) (in ₹)	Amirul Hasan Kaji (CFO) (in ₹)
1.	Gross Salary	Nil	15,000/-	84,000/-	30,000/-
2.	Value of Perquisites	Nil	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty			No Instance		
Punishment					
Compounding					
B. Directors					
Penalty			No Instance		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			No Instance		
Punishment					
Compounding					

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") along with other requirements as specified in Schedule V of these regulations, Compliance with the requirements of Corporate Governance is set out below.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter–Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Blue Circle Services Ltd. (BCSL) is as under :-

1. **Board of Directors :** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

BOARD OF DIRECTORS

Size & Composition of Directors

The Board has four members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, taxation and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

The composition and category of the Board of Directors as at March 31, 2017, the number of other Directorships/ Committee memberships held by them and their other details are as under:

Name	Designation	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairman-ship in other Listed Cos.	No. of Directorship in other Listed Cos.
Anil Kumar Purohit*	Managing Director	00082942	2 nd March 2010	Nil	Nil	Nil
Kashi Prasad Bajaj	Independent Director	00559830	9 th Oct 2013	2	1	1
Gwal Das Vyas	Independent Director	01319377	20 th May 2016	2	1	1
Vandana N Sahu§	Independent Director	07145984	29 th March 2015	Nil	Nil	1
Amita John Cannel	Independent Director	07600577	28 th October 2016	Nil	Nil	Nil

*Chairman of the Board; §Resigned w.e.f. 28th October 2016

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than M/s. Blue Circle Services Limited.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. No Directors are related with each other.
5. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as pre requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The draft format of the letter of appointment is available on Company website viz. www.bluecircleservices.com .

Details of Board Meetings

The Board of Directors met 7 times on 15th April, 20th May, 28th May, 11th August, 28th October and 10th November in year 2016 and on 13th February in the year 2017 during the financial year 2016-2017.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting:

Name	Designation	Attendance at the AGM	Meetings Attended
Anil Kumar Purohit*	Chairman & Managing Director	Yes	7
Kashi Prasad Bajaj	Independent Director	Yes	7
Gwal Das Vyas\$	Independent Director	Yes	6
Vandana N Sahu@	Independent Director	Yes	4
Amita John Cannel@	Independent Director	N.A.	3

*Chairman of the Board; \$Appointed w.e.f 20th May, 2016; @Resigned/Appointed w.e.f. 28th October 2016

AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 read with rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, taxation, economics, risk and International finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

The Audit Committee was re-constituted w.e.f. 20th May 2016 wherein Mr. Gwal Das Vyas has been appointed as member of Committee in place of Mr. Chandresh N. Shah.

TERMS OF REFERENCE

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of

Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2017.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site of the Company viz. www.bluecircleservices.com and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

MEETINGS OF AUDIT COMMITTEE

The members of Audit Committee met four times on 28th May, 11th August and 10th November in year 2016 and on 13th February in year 2017 during the financial year ended on 31st March 2017.

Name	Number of Meetings Held	Meetings Attended
Mr. Anil Kumar Purohit	4	4
Mr. Kashi Prasad Bajaj*	4	4
Mr. Gwal Das Vyas	4	4

*Chairman of Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-executives, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

The Nomination & Remuneration Committee was re-constituted w.e.f. 20th May 2016 wherein Mr. Gwal Das Vyas has been appointed as Chairman of Committee in place of Mr. Chandresh N. Shah.

Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/ Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any member of the Committee or the Compliance Officer.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
 - a) Qualification, expertise and experience of the Directors in their respective fields;
 - b) Personal, Professional or business standing;
 - c) Diversity of the Board.

- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

Meetings of Nomination & Remuneration Committee

The members of Nomination & Remuneration Committee met two times on 20th May and 28th October in year 2016 during the financial year ended on 31st March 2017.

Name	Number of Meetings Held	Meetings Attended
Mr. Anil Kumar Purohit	2	2
Mr. Kashi Prasad Bajaj	2	2
Mr. Chandresh N Shah\$	1	Nil
Mr. Gwal Das Vyas\$*	1	1

*Chairman of Committee; \$Resigned & Appointed w.e.f. 20th May 2016

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The Share Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders' Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Mr. Prateek Kaushik, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

Composition of Committee and Meetings attended

The Stakeholders' Relationship Committee was re-constituted w.e.f. 20th May 2016 wherein Mr. Gwal Das Vyas has been appointed as Member of Committee in place of Mr. Chandresh N. Shah.

During the year, one meeting of the Stakeholders' Relationship Committee were held on 10th November in year 2016 during the financial year ended on 31st March 2017.

Brief Details of Names, Position, Category and meeting attended by members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Kashi Prasad Bajaj	Chairman	Independent, Non-Executive	1
Mr. Gwal Das Vyas	Member	Independent, Non-Executive	1
Mr. Anil Kumar Purohit	Member	Chairman & Managing Director	1

Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any compliant from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(9) of Listing Regulations, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email id blue.circl@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 22, 2017, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
34 th Annual General Meeting	23 rd September 2016, 11.00 AM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053
33 rd Annual General Meeting	24 th September 2015, 11.30 AM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053
32 nd Annual General Meeting	22 nd September 2014, 3.00 PM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053

Extra-Ordinary General Meeting

No Extra-Ordinary General Meeting was held during the financial year ended on 31st March 2017.

POSTAL BALLOT

No Resolution has been passed during last three financial years through Postal Ballot Rules 2011.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETINGS:

A Special Resolution was passed in the 33rd Annual General Meeting held on 24th September 2015 for adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

No Special Resolution has been proposed or passed during remaining two out of last three Annual General Meetings.

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of Listing Regulations, 2015.

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations (effective from 1st December 2015). Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations); with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

DISCLOSURES

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) **Reconciliation of Share Capital** : As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics (“the Code”) which is applicable to the Board of Directors and Senior Management team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company viz. www.bluecircleservices.com

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly / yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company’s financial results and official press releases are displayed on the Company’s Website- www.bluecircleservices.com.
- Any presentation made to the institutional investors or/and analysts are also posted on the Company’s website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE’s BSE Listing Centre.
- A separate dedicated section under ‘Investor Relation’ on the Company’s website gives information on unclaimed dividends (if any), notice of Board Meetings, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section “Shareholders Information” which forms part of this Annual Report.

SHAREHOLDERS’ INFORMATION

a. Next Annual General Meeting

The information regarding 35th Annual General Meeting for the financial year ended on 31st March 2017 is as follows :-

Day & Date	:	Friday, 15 th September 2017
Time	:	11.00 A.M.
Venue	:	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza New Link Road, Andheri (West), Mumbai-400 053

b. **Financial Year** : 1st April to 31st March.

c. **Future Calendar for the next financial year :**

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2017	Mid of August, 2017
Financial Reporting of 2 nd Quarter ended on 30 th September 2017	Mid of November, 2017
Financial Reporting of 3 rd Quarter ended on 31 st December 2017	Mid of February 2018
Financial Reporting of 4 th Quarter ended on 31 st March 2018	During May 2018
Date of Annual General Meeting	During September 2018

d. **Date of Book Closure** : September 9 to September 15, 2017. (Both days inclusive)

e. **Dividend Payment Date** : No Dividend has been recommended for the year under review.

f. **Dividend History for Last 10 Years:**

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Amount Declared per Share	Face Value of Shares
1.	2009-2010	May 31, 2010	₹ 0.50	₹ 10.00
2.	2010-2011	June 30, 2011	₹ 0.40	₹ 10.00
3.	2011-2012	June 30, 2012	₹ 0.05	₹ 1.00

g. **Unclaimed Dividend / Share Certificates**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are available on the website of the Company viz. www.bluecircleservices.com

Section 124(6) of the Companies Act, 2013 mandates transfer of all those shares, in respect of which Unpaid or Unclaimed dividend has been transferred by the Company to the IEPF.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2017:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	2009-2010	May 31, 2010	Nil	29 th August 2017
2.	2010-2011	June 30, 2011	Nil	20 th October 2018
3.	2011-2012	June 30, 2012	29,548/-	24 th October 2019

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

h. **Listing of Shares** : BSE Limited (BSE)

i. **Listing Fees** : Company has paid Annual listing Fees for FY 2016-17 to BSE

j. **Stock Code & ISIN** : Scrip Code 508939 on BSE.
ISIN INE526K01023 on both NSDL & CDSL

k. **Market Price Data** (Face Value of ₹ 1/- per Equity Share) :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2016	-	-	-	26,100.54	24,523.20
May 2016	3.63	3.54	52,120	26,837.20	25,057.93
June 2016	3.63	3.63	10	27,105.41	25,911.33

July 2016	3.70	3.63	50	28,240.20	27,034.14
August 2016	3.84	3.77	130	28,532.25	27,627.97
September 2016	4.02	3.91	9,288	29,077.28	27,716.78
October 2016	4.02	4.02	1,053	28,477.65	27,488.30
November 2016	-	-	-	28,029.80	25,717.93
December 2016	4.01	4.00	2,100	26,803.76	25,753.74
January 2017	4.02	3.93	41,800	27,980.39	26,447.06
February 2017	4.02	4.02	300	29,065.31	27,590.10
March 2017	4.00	3.92	2,52,846	29,824.62	28,716.21

l. Registrar & Share Transfer Agent.

M/s. Purva Sharegistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of physical. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011

Tel : 022-2301 6761 / 2301 8261, Fax : 022-2301 2517, Email : purvashr@mtnl.net.in

Website : www.purvashare.com

m. Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

n. Distribution of Shareholding as on 31st March 2017

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-5000	377	58.18	251079	0.12
5001-10000	25	3.86	202542	0.10
10001-20000	27	4.17	420597	0.21
20001-30000	15	2.31	401106	0.20
30001-40000	13	2.01	465945	0.23
40001-50000	10	1.54	459101	0.23
50001-100000	36	5.56	2795913	1.37
100001 and Above	145	22.38	198473717	97.54
Total....	648	100.00	203470000	100.00

o. Shareholding Pattern as on 31st March 2017

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & PAC	6856007	3.37
Indian Bank	0	0.00
Foreign Financial Institutions	0	0.00
Others (NRI)	71	0.00
Hindu Undivided Family (HUF)	37726	0.02
Corporate Bodies	150547636	73.99
Indian Public	45857400	22.54
Clearing Members	171160	0.08
Total	203470000	100.00

p. Top 10 Shareholders as on March 31, 2017 other than Promoter/ Promoter Group

Sl. No.	Name of Shareholder	No. of Shares held	% of total shares
1.	Divya Drishti Merchants Pvt. Ltd.	88,47,649	4.35%
2.	Divya Drishti Traders Pvt. Ltd.	88,15,377	4.33%
3.	Decent Vincom Pvt. Ltd.	71,85,373	3.53%
4.	Helot Properties Pvt. Ltd.	56,67,681	2.79%
5.	Rangan Vincom Private Limited	54,05,480	2.66%
6.	DKS Enterprises Private Limited	51,80,078	2.55%
7.	Flame Dealers Private Limited	47,66,738	2.34%
8.	Dreamvalley Trading Pvt. Limited	47,12,293	2.32%
9.	Gateway Financial Services Limited	46,83,000	2.30%
10.	Mayurpankh Vincom Pvt. Limited	44,40,696	2.18%

q. Dematerialization of Equity Shares & Liquidity

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialise their shares with either of the Depositories.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

As on 31st March 2017, 98.99% Equity Shares of the Company are in dematerialized form.

r. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

s. Requirement of PAN Card in case of Transfer of Shares in Physical Form

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

t. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

u. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

v. Service of Documents through Electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. to their dedicated e-mail id i.e., "purvashr@mtnl.net.in"

w. Details on use of Public Funds Obtained in the last three years :

No Fund has been raised by the Company by way of Public Issue or Right Issue or Preferential Issue during last three years.

x. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :

Not Any.

y. Investors' Correspondence

Compliance Officer	RTA	Correspondence Office
Mr. Prateek Kaushik Company Secretary & Compliance Officer Tel : +91 33-2242 7270 Email : blue.circl@gmail.com	Purva Sharegistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : +91 22 2301 8261 / 0771	Unit No. 324, 3rd Floor, Bldg. No. 9 Laxmi Plaza, New Link Road Andheri (W), Mumbai – 400 053 Tel : +91 22 69969555 Email : blue.circl@gmail.com Website : www.bluecircleservices.com

z. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

aa. Registered Office location

BLUE CIRCLE SERVICES LIMITED

Unit No. 324, 3rd Floor, Bldg. No. 9

Laxmi Plaza, New Link Road

Andheri (W), Mumbai – 400 053

Tel : +91 22 69969555; Email : blue.circl@gmail.com, URL : www.bluecircleservices.com

CEO / CFO CERTIFICATION

I the undersigned, in my respective capacities as Managing Director of M/s. Blue Circle Services Limited (“the Company”) to the best of our knowledge and belief certify that:

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

For **Blue Circle Services Limited**

S/d-

Anil Kumar Purohit

(DIN : 00082942)

Chairman & Managing Director

Mumbai, May 29, 2017

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Blue Circle Services Limited, Code of Business Conduct and Ethics for the year ended March 31, 2017.

For **Blue Circle Services Limited**

Anil Kumar Purohit

(DIN : 00082942)

Managing Director

Mumbai, May 29, 2017

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **BLUE CIRCLE SERVICES LIMITED**

We have examined the compliance of conditions of Corporate Governance by M/s. Blue Circle Services Ltd. (The Company), for the year ended March 31, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

Pradeep Gupta
Chartered Accountants

Place : Mumbai
Date : May 29, 2017

Proprietor
Membership No. 048979

INDEPENDENT AUDITORS' REPORT

To the Members of BLUE CIRCLE SERVICES LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of M/s. Blue Circle Services Limited, which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. 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 auditors' 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017 and its Losses and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) Note 2 ii) to the financial statements which, describes the uncertainty related to the outcome of the SEBI Order No. WTM/RKA/ ISD/ 162 /2014 dated December 19, 2014 and another conformity Order No. WTM/RKA/ISD/31/2015 dated 20th April 2015 against the Company.
- b) Note 2 iii) in the financial statement which indicates that the Company has accumulated losses and its Net worth has been substantially eroded, the Company has incurred net losses/net cash losses during the current year. The condition, along with other matters set forth in Note 2 ii), indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note. Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

9. 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 (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
10. 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 appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- g) 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;
- h) 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 knowledge and belief and according to the information and explanations given to us, we report that :

- i The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements; however there isn't any litigations pending against the name of the company so far, as appeared from the records and has been told to us by the management.
- 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; however, no such losses are been foreseeable in near future by the company's management.
- iii There has been no requirement in transferring amounts, to the Investor Education and Protection Fund by the Company.
- iv The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 2.20 to the standalone Ind AS financial statements.

Pradeep Gupta
Chartered Accountants

Place : Mumbai
Date : May 29, 2017

Proprietor
Membership Number 048979

ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 9 of the Independent Auditors’ Report of even date to the members of M/s. Blue Circle Services Limited on the standalone financial statements for the year ended March 31, 2017 –

- 1)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;
- 2)
 - a) The management has conducted physical verification of inventory at reasonable intervals during the year.
 - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- 3) The Company has not granted any loan to any, body corporate covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’). Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act 2013, does not apply to the company, as the company is primarily engaged in the acquisition of securities and engaged in the business of financing of companies.
- 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7)
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
 - b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, the dues outstanding of income tax, sales-tax, service tax, duty of customs, duty of excise or value added tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Disputed Amount	Financial Year for which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	14,27,63,400	2011-12	Income Tax Appellate CIT

Income Tax Act, 1961	Income Tax	35,57,240	2013-14	Income Tax Appellate C IT
Income Tax Act, 1961	Income Tax	2,19,97,591	2014-15	Income Tax Appellate C.I.T
Income Tax Act, 1961	Income Tax	3,04,50,363	2015-16	Income Tax Appellate CIT

- d) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- 8) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for any managerial remuneration during the year.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, there is been no transactions with the related parties during the said period. Therefore, this paragraph is not applicable in case of the company.
- 14) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) According to the information and explanations given to us, we report that the Company is not required to be registered itself under section 45-IA of the Reserve Bank of India Act, 1934.

Pradeep Gupta
Chartered Accountants

Place : Mumbai
Date : May 29, 2017

Proprietor
Membership Number 048979

ANNEXURE “B” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 10(g) of the Independent Auditors’ Report of even date to the members of M/s. Blue Circle Services Limited on the standalone financial statements for the year ended March 31, 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of M/s. Blue Circle Services Limited (“the Company”) as of March 31, 2017 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

2. 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 Act.

Auditors’ Responsibility

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.
4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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

6. 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 –

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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
- c) provides 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

7. 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

8. 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 March 31, 2017, 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.

Pradeep Gupta
Chartered Accountants

Place : Mumbai
Date : May 29, 2017

Proprietor
Membership Number 048979

Balance Sheet as at March 31st 2017

PARTICULARS	Note No.	As At 31.03.2017 ₹	As At 31.03.2016 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	2034,70,000	2034,70,000
Reserves and Surplus	2.2	(848,31,824)	(835,63,925)
		1186,38,176	1199,06,075
CURRENT LIABILITIES			
Trade Payables	2.3	829,50,655	1494,20,655
Other Current Liabilities	2.4	23,69,303	17,71,908
Deferred tax	2.5	3,90,019	7,46,424
		857,09,977	1519,38,986
TOTAL		2043,48,152	2718,45,061
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	2.6	34,33,797	51,05,356
Other Non-Current Assets	2.7	8,07,463	9,42,040
		42,41,260	60,47,396
CURRENT ASSETS			
Inventories	2.8	1481,62,115	1626,35,566
Trade Receivables	2.9	32,89,462	32,94,462
Cash and Bank Balances	2.10	1,56,540	16,74,409
Short-term Loans and Advances	2.11	454,21,714	951,16,166
Other Current assets	2.12	30,77,061	30,77,061
		2001,06,892	2657,97,665
TOTAL		2043,48,152	2718,45,061

Significant Accounting Policies and Notes to Accounts

1

As per our Report of even date**For Pradeep Gupta**

Chartered Accountants

Proprietor

M. No : 048979

Place : Mumbai

Date : 29th May 2017

For & on behalf of Board of Directors**Anil Kr. Purohit**

(DIN : 00082942)

Director

Kashi Prasad Bajaj

(DIN : 00559830)

Director

Prateek Kaushik

Company Secretary

Statement of Profit & Loss for the Year Ended 31st March, 2017

PARTICULARS	Note No.	2016-17 ₹	2015-16 ₹
INCOME			
Revenue from Operations	2.13	805,00,170	61,20,000
Other Revenue from Operations	2.14	1,20,686	21,32,039
TOTAL INCOME		806,20,856	82,52,039
EXPENSES			
Change In Inventories	2.15	144,73,451	-
Purchases	2.16	639,70,000	61,20,000
Employee Cost	2.17	7,32,344	5,81,100
Depreciation & Amortization Expenses	2.6	16,71,559	24,15,611
Other Expenses	2.18	13,97,806	23,99,270
TOTAL EXPENSES		822,45,160	115,15,981
PROFIT BEFORE TAXATION		(16,24,304)	(32,63,942)
Tax Expenses :	2.19		
Deferred Tx		(3,56,405)	7,46,424
Earlier Year Income Tax		-	21,195
NET PROFIT FOR THE YEAR		(12,67,899)	(40,31,561)
Earnings per Equity Share:			
Basic and Diluted (Face Value of ₹ 1/- each, Previous Year ₹ 1/- each)		(0.01)	(0.02)

Accompanying Notes forming part of Financial Statements

1

As per our Report of even date

For Pradeep Gupta

Chartered Accountants

Proprietor

M. No : 048979

Place : Mumbai

Date : 29th May 2017

For & on behalf of Board of Directors

Anil Kr. Purohit

(DIN : 00082942)

Director

Kashi Prasad Bajaj

(DIN : 00559830)

Director

Prateek Kaushik

Company Secretary

Statement of Cash Flow as at 31st March, 2017

PARTICULARS	2016-17 ₹	2015-16 ₹
A. Cash Flow from Operating Activities		
<i>Net Profit before tax and Extr-aordinary Items</i>	(16,24,304)	(32,63,942)
<i>Adjustments for</i>		
Interest Received	-	19,45,609
Dividend Received	1,20,686	1,86,430
Depreciation & Amortization Expenses	16,71,559	24,15,611
<i>Operating profit before working capital changes</i>	1,67,941	12,83,708
<i>Adjustments for Capital Changes</i>		
Decrease (Increase) in Inventories	144,73,451	-
Decrease (Increase) in Trade and other Receivables	5,000	12,70,001
Decrease (Increase) Loan & Advances	496,94,452	279,44,711
<i>Decrease (Increase) in Trade Payable and Provisions</i>	(662,29,010)	(279,43,238)
<i>Cash Generated from operations</i>	(20,56,107)	12,71,474
Income Tax Liability for the year	3,56,405	(7,46,424)
Extraordinary Items	-	(21,195)
	3,56,405	(7,67,619)
<i>Net Cash From Operating Activities</i>	(15,31,761)	17,87,563
B. Cash Flow From Investing Activities		
Decrease / (Increase) in Fixed Assets	16,71,559	24,15,611
Decrease / (Increase) in Investments	-	-
Deferred Revenue Expenditure	1,34,577	1,34,577
Adjustments for Depreciation	(16,71,559)	(24,15,611)
<i>Net Cash from Investing Activities</i>	1,34,577	1,34,577
C. Cash Flow From Financing Activities		
Interest Received	-	(19,45,609)
Dividend Received	(1,20,686)	(1,86,430)
Extraordinary Items	-	-
	(1,20,686)	(21,32,039)
<i>Net Cash used in Financing Activities</i>	(15,17,870)	(2,09,901)
<i>Net Decrease in Cash & Cash Equivalents</i>	15,17,870	2,09,901
<i>Opening Balance of Cash & Cash Equivalents</i>	16,74,409	18,84,310
<i>Closing Balance of Cash & Cash Equivalents</i>	1,56,540	16,74,409

For and on behalf of the Board

Anil Kr. Purohit

Chairman & Managing Director

Mumbai, May 29, 2017

We have verified the attached Cash Flow Statement of M/s. Blue Circle Services Limited, derived from Audited Financial Statements and the Books and Records maintained by the Company for the year ended on 31st March 2017 and found the same in agreement therewith.

For Pradeep Gupta
Chartered Accountants

Mumbai, May 29, 2017

Proprietor
Membership No. 048979

NOTES AND ACCOUNTING POLICIES FORMING PART OF FINANCIAL STATEMENTS**Company Information**

Blue Circle Services Limited (referred to as “Company”) has been incorporated on February 22, 1983 vide CIN L74140MH1983PLC029378 having registered office at Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053.

The Company is in the business of Investments Activities in Shares & Securities and engaged in treasury operations by way of providing funding solutions to clients i.e. Loans to its Clients.

1. Significant Accounting Policies General**1.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI) to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

1.2 General

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

1.3 Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles require judgment estimates and assumptions to be made that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liability on the date of the financial statements and results of operations during the reporting year end. Differences between the actual result and estimates are recognized in the period in which the results are known/materialize. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

1.4 Cash Flow :

As required by Accounting Standard-3 “Cash Flow Statement” issued by “The Institute of Chartered Accountants of India” the Cash Flow for the period is reported using indirect method. The Cash and Cash Equivalent of the Company comprises of Cash in hand and Current account with Scheduled Banks.

1.5 Fixed Assets :

All assets held with the intention of being used for the purpose of providing services and not for sale in the normal course of business are recognized as Fixed Assets and are stated at cost less accumulated depreciation after considering lease adjustment account. All costs including finance cost attributable to fixed assets till assets are ready for intended use are capitalized.

1.6 Depreciation and Amortisation of Tangible Assets :

Depreciation on tangible assets is calculated on a pro-rata basis on the Written Down Value Method at the rates prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:- assets costing ₹ 5,000/- or less are fully depreciated in the year of purchase.

1.7 Revenue Recognition :

Revenue is recognized and expenditure is accounted for on their accrual.

1.8 Other Income Recognition

Interest on investments and Loans and Advances is booked on a time proportion basis taking into account the amounts invested or loan given and the rate of interest.

Dividend income is recognized when the right to receive payment is established.

1.9 Foreign Currency Transactions:

Foreign currency transactions are recorded in the books at exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the period are recognized as income or expense in the statement of profit and loss of the same period.

Foreign currency assets and liabilities are translated at the period end rates and the resultant exchange differences, are recognized in the statement of profit and loss.

1.10 Borrowing Cost :

Borrowing Costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as the cost of the respective assets until the time all subs activities necessary to prepare the qualifying assets intended use are complete. Other Borrowing Costs are charged to the Profit and Loss Account in the period in which they are incurred.

1.11 Retirement and other Employees benefits :

All employee benefit obligations payable wholly within twelve months of the rendering the services are classified as Short Term Employee Benefits. Such Benefits are estimated and provided for in the period in which the employee renders the related service.

Post Employment Benefits

1. P.F. and E.S.I.C Scheme is not applicable to the company.
2. Gratuity is accounted when an employee works for more the 6 months.

1.12 Inventories

Inventories are measured at lower of the cost and net realizable value. Cost of inventories comprises all costs of purchase (net of input credit) and other costs incurred in bringing the inventories to their present location and condition. Costs of consumable and trading products are determined by using the First-In First-Out Method (FIFO).

1.13 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

Long-term Investments are carried individually at cost less provision for diminution, other than temporary, in the value of such Investments.

Current investments are carried individually at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

1.14 Accounting for taxes on Income :

- a) Income tax comprises the current tax and net change in deferred tax assets, which are made in accordance with the provisions as per the Income Tax Act, 1961.

- b) Deferred Tax resulting from timing differences between accounting income and taxable income for the period is accounted for using the tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

1.15 Provisions

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

1.16 Contingent Liabilities :

A contingent liability is disclosed there is a possible obligation that arises from past events whose existences will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

1.17 Impairment of Assets :

The Company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the assets belongs is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss and is recognized in the profit and loss account. If at the balance date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at the recoverable amount.

1.18 Cash and cash Equivalents :

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

1.19 Segment Information :

- a) The Company's business segments are identified around products in which company deals.
- b) The accounting policies used in the preparation of the financial statements of the Company are also applied for segment reporting.
- c) Segment revenues, expenses, assets and liabilities are those, which are directly attributable to the segment or are allocated on an appropriate basis. Corporate and other revenues, expenses, assets and liabilities to the extent not allocable to segments are disclosed in the reconciliation of reportable segments with the financial statements.
- d) Figures in brackets are in respect of the previous year.
- e) Segment Revenues, Results and Other Information: The Company is operating in single segment vide finance and investments, thus segment reporting is not applicable to the Company for the year under review.

1.20 Segment Reporting:

The Company is doing the business of trading/investments in shares and securities and is carrying financing activities which is only identifiable reporting segment under AS-17 Segment Reporting issued by the Institute of Chartered Accountants of India.

1.21 Earnings per Share:

Earnings per share is calculated by dividing the profit/(loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The number used in calculating the basic and diluted earnings per share are stated below:

Particulars	31.03.2017	31.03.2016
Net profit/(loss) for the year as per Statement of Profit and Loss (₹)	(16,24,304)	(3,263,942)
Weighted Average number of equity shares for calculating Basic EPS	203,470,000	203,470,000
Weighted Average number of equity shares for calculating Diluted EPS	203,470,000	203,470,000
Face value per Share (₹)	1.00	1.00
Basic & Diluted EPS on Face Value of ₹ 1/-	(0.01)	(0.02)

1.22 Related Party Disclosures**a. Particulars of Related Parties****i. Subsidiary Companies – None****ii. Enterprises / individuals having direct or indirect control over the Company**

- Prime Capital Market Ltd.
- Unisys Softwares & Holding Industries Ltd.
- Warner Multimedia Ltd.
- JMD Ventures Ltd.
- Scan Infrastructures Limited
- JMD Sounds Limited

iii. Key Managerial Personnel & their relatives (as on 31st March 2017)

1. Mr. Anil Kumar Purohit Managing Director
2. Mr. Amirul Hasan Kaji Chief Financial Officer (up to 27th June 2016)
3. Mr. Prateek Kaushik Company Secretary & Compliance Officer

b. Details of transactions entered into with related parties : Not Any**c. Details of transactions with Directors and KMP**

Sl. No.	Name	Remuneration Paid (in ₹)
1.	Mr. Anil Kumar Purohit	Nil
2.	Mr. Amirul Hasan Kaji	30,000
3.	Mr. Prateek Kaushik	84,000
4.	Mrs. Vandana N Shah	15,000

1.23 Contingent Liabilities not acknowledged for

There is significant erosion in value of Inventories held by the Company. The market value of inventories was stood at Rs. 5.54 Crore at the close of financial year as against purchase cost of Rs. 14.72 Crore. The Company has not provided for difference in cost of inventories and its market value.

1.24 Details of Loans given, Investments made, guarantees given covered under Section 186(4) of The Companies Act, 2013

Sr. No	Name of Party	Rate of Interest	Tenure	Purpose	Amount (₹)	Amount of Repayment
1	Not Any	-	-	-	-	-

1.25 Remuneration to Auditors

Particulars	31.03.2017	31.03.2016
Remuneration to Auditors for Audit purpose ₹	25,000	25,000

1.26 There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2017. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

2. Other Notes and Additional Information forming part of Financial Statements

- i) In the opinion of the management, current assets, loans and advances and other receivables are approximately of the value stated, if realized in the ordinary course of business. The provisions of all known liability are ascertained.
- ii) SEBI vide its Order No.WTM/RKA/ ISD/ 162 /2014 dated December 19, 2014 and another conformity Order No. WTM/RKA/ISD/31/2015 dated 20th April 2015, has restrained Company from accessing Capital Market till further notice. Since Company is into investment activities in Capital Market, in our opinion, it may affect the business and profitability of the Company but the quantum of effects cannot be commented.
- iii) Financial statement of the Company indicates that the Company has accumulated losses and its Net worth has been substantially eroded, the Company has incurred net losses/net cash losses during the current year. The condition, along with other matters set forth in Note C ii), indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note. Our opinion is not modified in respect of these matters.
- iv) Previous year figures have been restated to confirm to the classification of the current year.
- v) Balances of Sundry Debtors, Unsecured Loans, and Sundry Creditors are Loans & Advances are subject to reconciliation, since conformations have not been received from them. Necessary entries will be passed on receipt of the same if required.
- vi) The company has not provided for Gratuity and Leave Encashment to Employees on accrual basis, which is not in conformity with AS-15 issued by ICAI. However, in the opinion of management the amount involved is negligible and has no impact on Statement of Profit & Loss.

For Pradeep Gupta
Chartered Accountants

**For and on behalf of Board of Directors of
Blue Circle Services Limited**

Proprietor
M. No. 048979

Anil Kumar Purohit
(DIN : 00082942)
Managing Director

Kashi Prasad Bajaj
(DIN : 00559830)
Director

Place: Mumbai
Date: May 29, 2017

Prateek Kaushik
Company Secretary

Notes to the Financial Statements as at & for the year ended March 31, 2017

Note 2.1 SHARE CAPITAL

Particulars	As At 31.03.2017		As At 31.03.2016	
	Number	₹	Number	₹
Authorised				
Equity Shares of ₹ 1/- each (Previous Year ₹ 1/-)	2500,00,000	2500,00,000	2500,00,000	2500,00,000
Issued, Subscribed & Paid Up:				
Equity Shares of ₹ 1/- each (Previous Year ₹ 1/-)	2034,70,000	2034,70,000	2034,70,000	2034,70,000
Total	2034,70,000	2034,70,000	2034,70,000	2034,70,000

Reconciliation of number of Shares -

Particulars	As At 31.03.2017		As At 31.03.2016	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	2034,70,000	2034,70,000	2034,70,000	2034,70,000
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	2034,70,000	2034,70,000	2034,70,000	2034,70,000

Rights, Preference and Restrictions attached to Equity Shares

The company has one class of Equity shares having a par value of ₹ 1/- each. Each shareholder is eligible to one vote per share held.

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	As At 31.03.2017		As At 31.03.2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Not Any	-	-	-	-
Total	-	-	-	-

Note 2.2 RESERVES AND SURPLUS

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Securities Premium Reserves	605,00,000	605,00,000
	605,00,000	605,00,000
Surplus in Statement of Profit & Loss		
Opening Balance	(1440,63,925)	(1400,32,364)
Add: Net Profit for the year	(12,67,899)	(40,31,561)
Amount available for Appropriations	(1453,31,824)	(1440,63,925)
Total	(848,31,824)	(835,63,925)

Note 2.3 TRADE PAYABLES

Total outstanding dues to Creditors	829,50,655	1494,20,655
Total	829,50,655	1494,20,655

Note 2.4 OTHER CURRENT LIABILITIES

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Other Payables		
Provision for Expenses	19,69,303	17,71,908
Advance Received	4,00,000	-
Total	23,69,303	17,71,908

Note 2.5 SHORTTERM PROVISIONS

Deferred Tax	3,90,019	7,46,424
Total	3,90,019	7,46,424

Note 2.6 FIXED ASSETS

	Cost/ Book Val- ue as at 1st April 2016	Addi- tions during the year	Deduc- tions/ Adjust- ments during the year	Cost/ Book Value as at 31st March 2017	Depre- ciation on Cost / Book Val- ue as at 1st April 2016	Deduc- tions / Adjust- ments during the year	Depreci- ation for the year	Deprecia- tion on Cost /Book Value as at 31st March 2017	Balance as at 31st March 2017	Balance as at 31st March 2016
Computer Software	172,42,350	-	-	172,42,350	125,40,966	-	15,66,971	141,07,937	31,34,413	47,01,384
Motor Car	6,00,000	-	-	6,00,000	1,96,028	-	1,04,588	3,00,616	2,99,384	4,03,972
	178,42,350	-	-	178,42,350	127,36,994	-	16,71,559	144,08,553	34,33,797	51,05,356
Previous Year	172,42,350	-	-	178,42,350	101,90,627	-	24,15,611	127,36,994	51,05,356	-

Note 2.7 OTHER NON CURRENT ASSETS

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Deferred Revenue Expenditure	8,07,463	9,42,040
Total	8,07,463	9,42,040

Note 2.8 INVENTORIES

Particulars	Numbers	Face Value	As At	As At
			31.03.2017	31.03.2016
		₹	₹	₹
Stock in trade (As taken and certified by management)				
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
Global Infratech & Finance Ltd	7,82,910	1.00	577,78,758	688,48,758
RPP Infra Projects Limited	59,096	10.00	-	34,03,452
Luharuka Media Infra Limited	1,56,810	1.00	56,08,463	56,08,463
Greencrest Financial Services Ltd	4,68,822	1.00	294,10,164	294,10,164
Divine Multimedia (India) Ltd.	48,000	1.00	12,64,584	12,64,584
North Eastern Carrying Corporation Ltd.	28,001	10.00	18,99,682	18,99,682
Scan Steels Limited	13,85,770	2.00	512,38,078	512,38,078
			1471,99,729	1616,73,180

(2) IN MUTUAL FUND Quoted Axis Triple Advantage Fund	48,490	10.31	5,00,000	5,00,000
			5,00,000	5,00,000
(3) IN FULLY PAID-UP EQUITY SHARES (UN-QUOTED) The Calcutta Stock Exchange Association Ltd. Gold Eternity	250	10.00	4,00,000	4,00,000
			62,385	62,385
			4,62,385	4,62,385
Total			1481,62,115	1626,35,566
Market Price of Quoted investments at the end of financial year			554,06,109	945,65,395

Note 2.9 TRADE RECEIVABLE

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
(Unsecured, Considerd Goods)		
Outstanding For the Period of More then Six Months	32,89,462	32,94,462
Other Debts	-	-
Total	32,89,462	32,94,462

Note 2.10 CASH AND BANK BALANCES

Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	1,48,671	7,66,748
Cash in hand	7,869	9,07,661
Total	1,56,540	16,74,409

Note 2.11 SHORT-TERM LOANS & ADVANCES

(Unsecured, Considered good)		
Loan & Advances to Others	454,21,714	951,16,166
Total	454,21,714	951,16,166

Note 2.12 OTHER CURRENT ASSETS

Unsecured, Considered Good		
TDS Receivable	30,77,061	30,77,061
Total	30,77,061	30,77,061

Note 2.13 REVENUE FORM OPERATION

Sale of shares	805,00,170	61,20,000
Total	805,00,170	61,20,000

Note 2.14 OTHER OPERATING REVENUE

Interest Received	-	19,45,609
Dividend Received	1,20,686	1,86,430
Total	1,20,686	21,32,039

Note 2.15 CHANGE OF INVENTORIES

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Opening Stock of Shares	1626,35,565	1626,35,565
Less: Closing Stock of Shares	1481,62,114	1626,35,565
Total	144,73,451	-

Note 2.16 COST OF PURCHASES

Purchase of Shares	639,70,000	61,20,000
Total	639,70,000	61,20,000

Note 2.17 EMPLOYEE COST

Salaries	6,84,000	5,63,100
Staff Welfare Expenses	48,344	18,000
Total	7,32,344	5,81,100

Note 2.18 OTHER EXPENSES

Paymant to Auditors	25,000	25,000
RTA Fees	70,704	39,375
Conveyance & Travelling Expenses	51,107	28,670
Bank Charges	37,973	53,030
Telephone Expenses	23,180	18,670
Listing & Depository Fees	4,74,618	3,84,996
Postage & Courier Expenses	17,424	14,560
Professional Fees	2,21,125	1,65,000
Printing & Stationery	35,663	30,870
Miscellaneous Expenses	-	36,500
Advertisements	23,441	25,680
Rent Expenses	1,20,000	1,14,000
Books & Periodicals	9,875	8,650
Accounting Charges	35,000	35,000
ROC Filing Fees	8,200	33,000
Deferred Revenue Expenditure w/off	1,34,577	1,34,577
Certification Charges	-	32,500
Service Tax Expenses	-	1,56,045
Office Maintanance Charges	65,715	71,120
Computer Maitinance charges	6,870	-
Demat Charges	2,269	-
Board Meeting & AGM Expenses	35,065	40,000
Bad Debts Written Off	-	9,52,027
Total	13,97,806	23,99,270

Note 2.19 TAX EXPENSES

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Deferred Tax	(3,56,405)	7,46,424
Earlier Year Income Tax	-	21,195
Total	(3,56,405)	7,67,619

Note 2.20 DISCLOSURE ON SPECIFIED BANK NOTES

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 30, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification are as follows :

Particulars	SBNs *	Other Denomination Notes	₹ 1000/- and ₹ 500/-	Total
Closing cash in hand as on 08-11-2016	-	1,74,226	3,00,000	4,74,226
(+) Permitted receipts	-	-	-	-
(+) Amount Withdrawn from Bank	-	1,74,000	-	1,74,000
(-) Permitted payments	-	58,469	-	58,469
(-) Amount deposited in Banks	-	-	3,00,000	3,00,000
Closing cash in hand as on 30-12-2016	-	2,89,757	-	2,89,757

BLUE CIRCLE SERVICES LIMITED

CIN : L74140MH1983PLC029378

Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053

Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.com

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID		
	Name and Address of the Shareholder	

- I hereby record my presence at the 35th Annual General Meeting of the Company, to be held on Friday, 15th September 2017 at 11.00 A.M. at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 and at any adjournment thereof.
- Signature of the Shareholder/Proxy Present
- Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
- Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING VENUE

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
- Please read the Instructions printed under the Item No. 31 to the Notice dated 29th May 2017 of the 35th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 12.09.2017 and ends at 5.00 P.M. on 14.09.2017, the e-voting module shall be disabled by CDSL for voting thereafter.

No gift of any nature will be distributed at the Annual General Meeting

BLUE CIRCLE SERVICES LIMITED

CIN : L74140MH1983PLC029378

Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053

Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.com

Form No. MGT – 11, PROXY FORM / BALLOT FORM

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

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We being the members of _____ Shares of Blue Circle Services Ltd., hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him
2. _____ having email Id _____ Signature _____ or failing him
3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Friday, 15th September 2017 at 11.00 AM at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2017		
2.	Appointment of M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata as Auditors and to fix their remuneration.		
Special Business :			
3.	Appointment of Mr. Rajeev Chaudhury as Independent Director for a term of 5 Years.		
4.	Appointment of Ms. Priya Ghosh as Independent Director for a term of 5 Years		
5.	Appointment of Mr. Dipankar Roy as Independent Director for a term of 5 Years.		
6.	Appointment of Mr. Vikash Kumar Singh as Executive Director for a term of 5 Years		

Signed this _____ day of _____ 2017

Sign. of Shareholder _____ Sign. of Proxy _____

Affix
Revenue
Stamp
₹ 1/-

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 Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Note No. 31 of the Notice of the 35th Annual General Meeting.

Location Plan of Registered Office (Venue of AGM) of M/s. Blue Circle Services Limited



BLUE CIRCLE SERVICES LIMITED

CIN : L74140MH1983PLC029378

Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053

Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.com

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.	:		
PAN No.	:		
E-mail ID	:		
Telephone Nos. with STD Code	:		
Name and Signatures	:	1	
		2	
		3	

Thanking you,

For BLUE CIRCLE SERVICES LIMITED

S/d-

ANIL KUMAR PUROHIT

(DIN : 00082942)

Chairman & Managing Director

BOOK-POST

If undelivered, please return to:

BLUE CIRCLE SERVICES LIMITED

Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai 400053