

32nd

ANNUAL REPORT

2015-2016

BHAIRAV ENTERPRISES LIMITED

BHAIRAV ENTERPRISES LIMITED

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.

CIN No. L51909MH1984PLC217692

TEL: (91) 22 2302 7900 FAX : (91) 22 2307 7231

Website: www.bhairaventerprises.com

Email: cosec@bhairaventerprises.com

Director	:	Mr. Sunil Y. Surve
	:	Mr. Suresh Upadhyay
	:	Mr. Navneet Dammani
	:	Mrs. Krishna Jain
	:	Mrs. Avni Shroff
Auditor	:	Hegde & Associates (Chartered Accountants)
Registered Office	:	Warden House, 340, J.J. road, Byculla, Mumbai- 400 008

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NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of Bhairav Enterprises Limited will be held on Friday the 30th September, 2016, at Warden House, 340, J.J. Road, Byculla, Mumbai 400 008 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, including Balance Sheet as at March 31, 2016 and statement of Profit and Loss Account along with Cash flow statement for the year ended on that date together with the Reports of Directors and Auditors.
2. To appoint a Director in place of Mr. Sunil Y. Surve (DIN 000065166), who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 139,141,142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Audits) Rules, 2014, including any statutory modification(s) or re-enactment thereof, including Rules, Circulars, Notifications made/issued thereunder and for the time being in force, the appointment of M/s Hegde & Associates, Chartered Accountants, (Firm’s Regn No. 103610W), as Auditors of the Company, which has been approved by the members at the 31st Annual General Meeting of the Company for the term of five years i.e. from the conclusion of the 31st Annual General Meeting of the Company until the conclusion of 36th Annual General Meeting, be and is hereby ratified for a period of one year i.e. 2016-17 and that the Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined in consultation with the auditors.”

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, Mrs. Avni Vishal Shroff (DIN 07310330), who was appointed as an Additional Independent Director on October 30, 2015, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from the date of 32nd Annual General Meeting, not liable to retire by rotation.”

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

"RESOLVED THAT pursuant to Section 186(3) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give Loan and invest in other Body Corporate and mutual funds from time to time on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all such Loans and investments made, shall not exceed RS. 6 Crores (Rupees Six Crore only) outstanding anyone time, notwithstanding that it may exceed 60% of its paid up capital, & free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than ten members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business of the notice is annexed hereto.
3. The annual report will also be available on the website of the Company at www.bhairaventerprises.com in the Investors Relations Section.
4. The register of members and share transfer book of the Company will remain closed from Saturday, 24th September 2016 to Friday, 30th September 2016 (both days inclusive), for the purpose of annual general meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. All the Members are requested to
 - i. Intimate immediately any change in their address to Company's Registrar and Share transfer Agent
Sharex Dynamic (India) Pvt. Ltd.,
Unit 1, Luthra Industrial Premises, Safed Pool,
Andheri Kurla Road, Andheri (East), Mumbai 400072
Tel: 022-28515606 / 44, Fax: 022-2851 2885

Email: sharexindia@vsnl.com, Website: www.sharexindia.com

- ii. Inform change in address directly to their respective depository participants in case members are holding shares in electronic form.
 - iii. Send all correspondence relating to transfer and transmission of shares to registrar and transfer agent and not to the Company.
 - iv. Quote their folio no. / client ID no. in their correspondence with the registrar and share transfer agents.
 - v. Send their queries related to accounts and operations of the Company at least 10 days in advance so that required information can be made available at the meeting.
 - vi. Intimate Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. for consolidation of folios, in case having more than one folio.
 - vii. Bring their copies of annual report and attendance slip with them at the meeting.
 - viii. Bring entrance pass duly filled for attending the meeting.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes to the Company's registrar and transfer agents, M/s. Sharex Dynamic (India) Private Limited.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for assistance in this regard.

9. **Procedure for e-voting**

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at 32nd AGM by electronic means and the business transacted through e-voting Services provided by central depository services Limited (CDSL). The instructions for shareholders voting electronically are as under:

For Members whose e-mail addresses are registered with the Company / Depositories:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department

	(applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) 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.

For Members whose e-mail addresses are not registered with the Company/ Depositories:

They have two options:

- i) To opt e-voting follow all steps from (i) to (xvii) above to cast vote; or
- ii) To opt for casting your vote in physical form, fill in the Ballot Form and drop it in the ballot box in the meeting.

Other Instructions:

- (A) The voting period begins on 27th September, 2016 at 10.00 a.m. and ends on 29th September 2016 at 5.00 p.m. (preceding the date of AGM) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (C) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September 2016.
- (D) Ms. Zankhana Bhansali, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three working days of the conclusion of the meeting, a consolidated scrutinizer report of the total Votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (F) A Member can opt for only one mode of voting i.e. either through e-voting or physical form. If Member cast his/her vote by both modes, the voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

(G) The results declared along with Scrutinizers' Report shall be placed on the Company's website www.abhinandanenterprisesltd.com as soon as the results are declared by the Chairman and communicated to Metropolitan Stock Exchange India Limited, where the shares of the Company are listed.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**


Sunil Y. Surve
Director
(DIN: 00065166)

Place: Mumbai,
Dated: 29th July, 2016

Registered Office:
Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.

Item No.2 : Re-Appointment of Mr. Sunil Y. Surve (DIN 000065166), retiring by rotation

Mr. Sunil Y. Surve is a Graduate and is a Senior Executive with reputed Company. He has been associated with the Company as Director since long time.

Mr. Sunil Y. Surve, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 4 Appointment of Mrs. Avni Vishal Shroff as Independent Director of the Company

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Avni Vishal Shroff, as an Additional Director (Independent) of the Company with effect from October 30, 2015.

Mrs. Avni Vishal Shroff is a Company Secretary by profession. Mrs. Avni Vishal Shroff has an extensive background and expertise in mutual funds, portfolio management services, alternative investment funds and expertise in drafting legal documentations.

In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Mrs. Avni Vishal Shroff would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Avni Vishal Shroff for the office of Director of the Company.

Mrs. Avni Vishal Shroff is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Avni Vishal Shroff that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and relevant Listing Regulation. Mrs. Avni Vishal Shroff possesses appropriate skills, experience and knowledge.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Avni Vishal Shroff as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Avni Vishal Shroff as an Independent Director for a term of five years, for the approval by the shareholders of the Company.

Mrs. Avni Vishal Shroff herself and her immediate relatives do not hold any equity shares in the Company. She is not related to any of the Directors on the Board of the Company.

Except Mrs. Avni Vishal Shroff, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5: Investments and Loan Under Section 186(3):

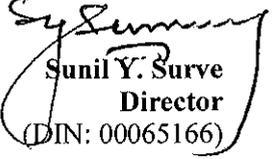
In the prevailing environment, the Company foresees plenty of opportunities for earnings out of surplus funds available with the Company by investing in the stock Market, units of mutual funds and the equity capital of several companies or give loan to other Companies. As a result investment or loan may exceed the prescribed limit U/s 186(3) of the Companies Act, 2013. Therefore, a general power is required for the Board of Directors, authorizing them to invest in Equity Markets, Mutual funds and Equity Capital of several Companies, exceeding the limits specified under above section.

Accordingly, item No. 5 is recommended for approval by the shareholders.

None of the Directors or Key Managerial personnel or their relatives are concerned or interested, weather financially or otherwise in above resolution.

By Order of the Board of Directors

For Bhairav Enterprises Limited


Sunil Y. Surve
Director
(DIN: 00065166)

**Place: Mumbai,
Dated: 29th July, 2016**

**Registered Office:
Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008**

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DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirty Second Annual Report and the Company's Audited Accounts for the financial year ended March 31, 2016.

1. Financial Results

Particulars	2015-2016	2014-2015
Sales & other Income	9,06,506	9,34,378
Expenditure	2,77,579	11,47,931
Profit/(Loss) before tax	6,28,927	(2,13,553)
Tax		
For Current Year	1,23,853	(204)
For Deferred Tax	-	-
Profit/(Loss) after tax	5,05,074	(2,13,349)

2. Dividend

To strengthen the financial position of the Company, your Directors have not recommended any dividend on equity shares for the year under review.

3. Transfer to Reserve

The Company has not transferred any amount to the Reserves during the year.

4. Management Discussion & Analysis Reports

The Management Discussion and Analysis Report has been separately furnished as an annexure to this Report as "Annexure A."

5. Deposits

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. Particulars of Loans, Guarantees or Investments

The particulars of loans, guarantees and investments have been disclosed in the financial statement. The details of the investments made by Company are given in the notes to the financial statements.

7. Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the suggestions of internal audit function, Management undertakes corrective action in their respective areas and thereby strengthens the controls.

8. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Since your Company does not own manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated as per Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings / outgo during the year.

9. Industrial Relations

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

10. Directors and Key Managerial Personnel

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Sunil Y. Surve (DIN 000065166), retires by rotation at the ensuing Annual General Meeting and offers himself for reappointment.

Pursuant to provision of Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provision of the Companies Act, Mrs. Avni Vishal Shroff was appointed as Additional Independent Director on 30th October 2015. The Board now recommends the appointment of Mrs. Avni Vishal Shroff as an Independent Director under Section 149 of the Companies Act, 2013 and uniform listing agreement in the ensuing Annual General Meeting to hold office for a term of 5 (five) consecutive years with effect from the date of 32nd Annual General Meeting, not liable to retire by rotation.

11. Declaration by an Independent Director(s)

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

12. Board Evaluation

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013, the Board has carried out an evaluation of its own performance as well as performance of Independent Directors and Board as a whole.

13. Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is in place and is posted on the website of the Company, under Investors' Relation Section.

14. Meetings of the Board

Six (6) meetings of the Board of Directors were held during the year on 12.05.2015, 26.05.2015, 31.07.2015, 21.08.2015, 30.10.2015 and 29.01.2016. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

A separate meeting of Independent Directors, pursuant to Section 149 (7) read with Schedule VI of the Companies Act, 2013 has been held on 29.01.2016, as per the requirements of the Companies Act, 2013.

15. Directors' Responsibility Statement As Required Under Section 134(3)(C) of the Companies Act, 2013

The Directors state that: -

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b. The selected accounting policies were applied consistently and the judgments and estimates made by them are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March 2016 and of the profit for the year ended on that date;
- c. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

17. Subsidiary Companies

The Company does not have any subsidiary Company.

18. Code of Conduct

The Code has been prepared and is posted on the website of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

19. Vigil Mechanism / Whistle Blower Policy (WBP)

The WBP is in place and is posted on the website of the Company and deal with instance of fraud and mismanagement, if any. The weblink for the same is http://bhairaventerprises.com/download.php?report_category_name=POLICIES.

20. Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading 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 Compliance Officer is responsible for implementation of the Code.

The code of prevention of Insider Trading and fair disclosures is there on the website of the Company.

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

21. Auditors and Auditors Report

a) Statutory Auditor

Pursuant to Section 139(1) M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), were appointed as statutory auditor of the Company in 31st Annual General Meeting (AGM) for five consecutive AGM of the Company and they hold office until the conclusion of 36th Annual General Meeting of the Company. Necessary resolution for ratification of their appointment has been included in the Notice convening the ensuing Annual General Meeting.

The Notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

b) Secretarial Audit and Secretarial Audit Report

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 M/s. ND & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as “Annexure D” to this Report.

The Qualification made by the Auditors in their Report dated 27th May, 2016, in the “Qualified opinion” is explained as under:

1. Presently the Company’s Directors are looking after the affairs of the Company. Since, the Company does not have enough activities there no need to appoint any Key Managerial Personnel.

c) Cost Auditor and Cost Audit Report

Cost Audit is not applicable to your Company.

22. Statement Pursuant to Listing Agreement

The Company’s Equity shares are listed at Metropolitan Stock Exchange of India Limited. The Annual listing fee for the year 2016-17 has been paid.

23. Corporate Governance

The Company does not fall under purview of Regulations of Corporate Governance pursuant to the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. However, the same is applicable as per the Companies Act, 2013 and the Company is fully compliant with the applicable provision and the Company is committed to ensure compliance with all modification within prescribed norms under Companies Act, 2013. Company is committed to maintain the highest standards of corporate practices as set out by SEBI as good Corporate Governance, which forms part of the Directors Report as an “Annexure B”.

24. Particulars of Employees

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company are not applicable as no employee was in receipt of remuneration exceeding the limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, whether employed for the full year or part of the year.

25. Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure C”.

26. Cash flow statement

The Cash flow statement for the year 2015-16 is part of Balance sheet.

27. Policy on Prevention of Sexual Harassment at Workplace

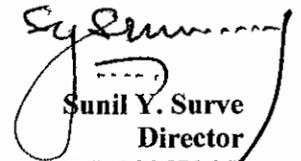
The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2015-2016, no complaints were received by the Company related to sexual harassment.

28. Acknowledgements

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, auditors, shareholders of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the Local Authorities, Stock Exchange and all other statutory and/or regulatory bodies.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**


Sunil Y. Surve
Director
(DIN: 00065166)

**Place: Mumbai,
Dated: 27th May, 2016**

MANAGEMENT ANALYSIS AND DISCUSSION REPORT

Business Overview

During the year under review, the Company has earned profit of Rs. 5,05,074/- as compared to the loss of earlier year of Rs. 2,13,349/- which is added to the credit balance brought forwarded from earlier years resulting into a credit balance of Rs. 49,54,587/- as compared to credit balance of previous year of Rs. 44,49,513 which your Directors propose to carry over to next year.

Industry Structure and Development

The Company is presently dealing in commodity trading and commission income. The Directors of the Company are exploring opportunities in trading of commodities in the changing economic environment.

Our Strength

- (i) Significant experience
- (ii) Good Reputation and Brand Image
- (iii) Experienced execution team & associates
- (iv) Local marketing support & experience

Significant factors affecting our results of operations

Our business is subjected to various risks and uncertainties. Our results of operations and financial conditions are affected by numerous factors including the following:

- Government Policies
- Changing technology
- Tax policies
- Cost of Various factors
- Competition to trading sector

Competition

Our Company faces competition from various domestic traders. We believe that our capability, experience and reputation for providing safe and timely quality services allow us to compete effectively.

Discussion on financial performance with respect to operational performance

The Company has incurred losses during the year under review. The Directors of the Company are exploring all possibilities of turning around the Company.

Corporate Governance

Though Corporate Governance, pursuant to Listing Agreement is not applicable to Company, your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of clause 49 of the listing agreement (MCX), as a good Corporate Governance Practice.

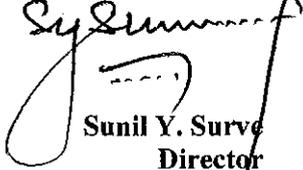
Industrial Relations

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the organization.

Forward looking and cautionary statements

Statements in the Management Discussion and Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws and regulations. These statements being based on certain assumptions and expectation of future events, actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**


**Sunil Y. Surve
Director
(DIN: 00065166)**

**Place: Mumbai,
Dated: 27th May 2016**

REPORT ON CORPORATE GOVERNANCE

1. Board of Directors

The Board of Directors comprised of six (6) Directors as on 31st March, 2016 including 3 Independent Directors out of which two are women Directors, which is in compliance with Companies Act, 2013.

The day to day management is conducted by the Mr. Sunil Y. Surve, Director of the Company subject to superintendence, control and direction of the Board of Directors.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies.

The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	DIN	Category	No. of other Directorships*	No. of Shares held
Suresh P Upadhyay	01146958	Director	6	50
Sunil Yashawant Surve	00065166	Director	6	50
Sushil Lunia	00074912	Director	6	50
Krishna Jaisingh Jain	06956461	Director	7	Nil
Navneet Dammani	05269979	Director	7	Nil
Avni Shroff	07310330	Additional Director	7	Nil

* Excludes Directorship in Foreign Companies and Government Bodies.

2. Committees of the Board

The Board has constituted two Committees of Directors as to effectively focus in activities falling within their terms of reference. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/ noting. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

A. Audit Committee

I. Composition

Pursuant to Section 177 of the Companies Act, 2013, the Audit Committee comprising of three (3) Directors, before reconstitution, who have considerable expertise in accounting and financial management. The Compliance Officer acts as Secretary to the Committee.

During the year the Committee met four times on 26.05.2015, 31.07.2015, 30.10.2015 and 29.01.2016. Pursuant to requirements of The SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Committee reconstituted on 29.01.2016 comprising of four (4) Directors who have considerable expertise in accounting and financial management. The necessary quorum was present for all the meetings.

The attendance of each member of the Committee before reconstitution is given below:

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Mrs. KrishnaJain	Chairperson	Non-Executive Independent Director	4
Mr. Navneet Dammani	Member	Non-Executive Independent Director	4
Mr. Sunil Y. Surve	Member	Director	4

The reconstituted Committee Members are as follows:

Name of the Member	Designation	Nature of Directorship
Mrs. Krishna Jain	Chairperson	Independent Director
Mr. Navneet Dammani	Member	Independent Director
Mr. Sunil Y. Surve	Member	Director
Mr. Avni V. Shroff	Member	Additional Independent Director

Brief Description of term of reference:

The terms of reference of Audit Committee are broadly as under:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Review and monitor the auditors independent and performance, and effectiveness of audit process;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to, but not restricted to:
 - Matters required to be included in the 'Director's Responsibility Statement' under sub Section 5 of Section 134, which is further required to be included in our Board's report in terms of clause (c) of sub Section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report.
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of our Company, wherever it is necessary;
- Reviewing with the management the half yearly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department , staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit; discussion with internal auditors of any significant findings and follow-up thereon;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the 'vigil' mechanism, in case the same is existing;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background of the candidate, etc.;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
- Mandatorily review the following information:
 - Management discussion and analysis of financial information and results of operations;

- Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

II. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function) and representatives of the statutory auditors. The internal auditor reports directly to the Audit Committee.

B. Nomination and Remuneration Committee

I. Composition

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Committee comprises of Three (3) members before reconstitution as mentioned herein below. The Compliance Officer acts as Secretary to the Committee. During the year the Committee met twice on 30.10.2015 and 29.01.2016. Pursuant to requirements of The SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Committee reconstituted on 29.01.2016 comprising of four (4) members.

The attendance of each member of the Committee before reconstitution is given below:

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Mr. KrishnaJain	Chairperson	Non-Executive Independent Director	4
Mr. Navneet Dammani	Member	Non-Executive Independent Director	4
Mr. Sunil Y. Surve	Member	Director	4

The reconstituted Committee Members are as follows:

Name of the Member	Designation	Nature of Directorship
Mrs. Krishna Jain	Chairperson	Independent Director
Mr. Navneet Dammani	Member	Independent Director
Mr. Sunil Y. Surve	Member	Director
Mrs. Avni V. Shroff	Member	Additional Independent Director

II. Brief Description of term of reference:

The following is the terms of reference of Nomination and Remuneration Committee,

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

III. Nomination and Remuneration Policy:

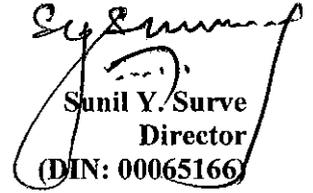
The Nomination and Remuneration Policy is in place and uploaded on the website of the Company, which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- (i) Qualification, expertise and experience of the Directors in their respective fields;
- (ii) Personal, Professional or business standing;
- (iii) 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.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**


Sunil Y. Surve
Director
(DIN: 00065166)

**Place: Mumbai,
Dated: 27th May, 2016**

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L51909MH1984PLC217692
ii.	Registration Date	21/08/1984
iii.	Name of the Company	Bhairav Enterprises Ltd.
iv.	Category / Sub-Category of the Company	Company having Share Capital / Indian Non- Government Company
v.	Address of the Registered office and contact details	Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008. Tel: (91) 22 2302 7900, Fax: (91) 22 2307 7231, Website: www.bhairaventerprises.com, Email ID: cosec@bhairaventerprises.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamics (India) Private Limited Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai-400 072. Tel: 022 28515606 / 28515644 Fax: +91 22 28512885 Email: sharexindia@vsnl.com Website: www.sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SN	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Trading business	--	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. of Shares held at the end of the year 31/03/2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	0	250	250	0.025	0	250	250	0.025	0
(b). Central Govt.									
(c). State Govt(s).	0	0	0		0	0	0		0
(d). Bodies Corpp.	395650	0	395650	39.565	395650	0	395650	39.565	0
(e). FIINS / BANKS.	0	0	0		0	0	0		0
(f). Any Other		0				0			0
Sub-total (A) (1):-	395650	250	395900	39.59	395650	250	395900	39.59	0

(2). FOREIGN

(a). Individual NRI / For Ind									
(b). Other Individual	0	0	0		0	0	0		0
(c). Bodies Corporates									
(d). Banks / FII	0	0	0		0	0	0		0
(e). Qualified Foreign Investor	0	0	0		0	0	0		0
(f). Any Other Specify	0	0	0		0	0	0		0
	0	0	0		0	0	0		0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	395650	250	395900	39.590	395900	250	395900	39.590	0

(B) (1). PUBLIC SHAREHOLDING

(a). Mutual Funds	0	0	0		0	0	0		0
(b). Banks / FI	0	0	0		0	0	0		0
(c). Central Govt.									
(d). State Govt.	0	0	0		0	0	0		0
(e). Venture Capital Funds	0	0	0		0	0	0		0
(f). Insurance Companies	0	0	0		0	0	0		0
(g). FIIs	0	0	0		0	0	0		0
(h). Foreign Venture Capital Funds	0	0	0		0	0	0		0
(i). Others (specify)	0	0	0		0	0	0		0
Sub-total (B)(1):-	0								

2. Non-Institutions**(a). BODIES CORP.**

(i). Indian	572000	25950	597950	59.795	572000	25950	597950	59.795	0
(ii). Overseas									

(b). Individuals

(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	2150	4000	6150	0.615	2150	4000	6150	0.615	0
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	0	0		0	0	0		0
(c). Other (specify)									
Non Resident Indians	0	0	0		0	0	0		0
Overseas Corporate Bodies	0	0	0		0	0	0		0
Foreign Nationals		0				0			0
Clearing Members	0	0	0		0	0	0		0
Trusts		0				0			0
Foreign Boodies - D R		0				0			0
Sub-total (B)(2):-	574150	29950	604100	60.41	574150	29950	604100	60.41	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	574150	29950	604100	60.410	574150	29950	604100	60.410	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0
Grand Total (A+B+C)	969800	30200	1000000	100.00	969800	30200	1000000	100.00	0

ii) Shareholding of Promoters

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	MRUGESH TRADING LIMITED	104500	10.45	0	104500	10.45	0	0
2	VISHVPRABHA TRADING LTD.	104500	10.45	0	104500	10.45	0	0
3	MAHESH P UPADHYAY	50	0.005	0	50	0.005	0	0
4	SUSHIL LUNIA	50	0.005	0	50	0.005	0	0
5	RISHABH ENTERPRISES LTD.	82150	8.215	0	82150	8.215	0	0
6	SHRI GURUDEV EN TRADE LTD.	104500	10.45	0	104500	10.45	0	0
7	SURESH P UPADHYAY	50	0.005	0	50	0.005	0	0
8	SARITA LUNIA	50	0.005	0	50	0.005	0	0
9	SUNIL Y SURVE	50	0.005	0	50	0.005	0	0

iii) Change in Promoters' Shareholding : NA

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

sr.no	Name	No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the Company
1	GULSHAN INVESTMENTS CO LTD	24500	2.45	01-04-2015				
	-Closing Balance			31-03-2016			24500	2.45
2	A-ONE COMMERCE PRIVATE LTD.	12000	1.2	01-04-2015				
	-Closing Balance			31-03-2016			12000	1.2
3	BAJRANG FINANCE LTD	160000	16	01-04-2015				
	-Closing Balance			31-03-2016			160000	16
4	CANDOUR SYNPLAST PVT LTD	12050	1.205	01-04-2015				
	-Closing Balance			31-03-2016			12050	1.205
5	LYNX MACHINERY & COMMERCIALS LTD	244500	24.45	01-04-2015				
	-Closing Balance			31-03-2016			244500	24.45
6	RAJAN ENTERPRISES PRIVATE LIMITED	12000	1.2	01-04-2015				
	-Closing Balance			31-03-2016			12000	1.2
7	ASSAM COMPANY INDIA LIMITED	65000	6.5	01-04-2015				
	-Closing Balance			31-03-2016			65000	6.5
8	WARDEN PACKAGING & CONTAINERS PVT L	12200	1.22	01-04-2015				
	-Closing Balance			31-03-2016			12200	1.22
9	WARDEN PROPERTIES PVT LTD	9950	0.995	01-04-2015				
	-Closing Balance			31-03-2016			9950	0.995
10	WARDEN INTERNATIONAL (AGENCIES) PVT	23000	2.3	01-04-2015				
	-Closing Balance			31-03-2016			23000	2.3

v) Shareholding of Directors and Key Managerial Personnel

A. Directors

Sr.no.1	Shri. Sunil Y. Surve	Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the year 31/03/2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	50	0.01	N.A.	N.A.
	At the End of the year	50	0.01	N.A.	N.A.

Sr.no.2	Shri. Suresh P. Upadhyay	Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the year 31/03/2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	50	0.01	N.A.	N.A.
	At the End of the year	50	0.01	N.A.	N.A.

Sr.no.3	Shri. Sushil K. Lunia	Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the year 31/03/2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	50	0.01	N.A.	N.A.
	At the End of the year	50	0.01	N.A.	N.A.

B. Key Managerial Personnel : Nil

V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment:
Nil.**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

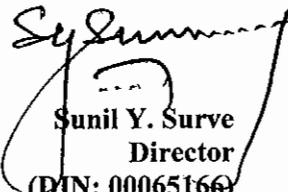
A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil

B. Remuneration to other Directors: Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD : Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil

**By Order of the Board of Directors
For Bhairav Enterprises Limited**


**Sunil Y. Surve
Director
(DIN: 00065166)**

**Place: Mumbai,
Dated: 27th May 2016**

ND & ASSOCIATES

Practising Company Secretaries

PS Neeta H. Desai
BA, LLB, LLM, FCS
Tel.: 24095104
Mobile:9821498216
Mobile:9892288254



279/18, Shantikunj, Road No. 31,
Sion (East), Mumbai - 400 022.
E-mail: ndassociates@rediffmail.com
E-mail: ndassociates2128@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

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

To,

The Members,

Bhairav Enterprises Limited

Warden House, 340 J.J. Road,

Byculla, Mumbai 400 008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Bhairav Enterprises Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s. Bhairav Enterprises Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

Page 1 of 5



- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (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; (Not applicable to the Company during the Audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period)
- (vi) Other laws as per the representation made by the Company are as follows:
- Factories Act, 1948
 - Industrial Disputes Act, 1947
 - Payment of Wages Act, 1936
 - Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - Employees State Insurance Act, 1948
 - Environment Protection Act, 1986
 - Indian Contracts Act, 1872
 - Income Tax Act, 1961 and Indirect Tax Laws
 - Pollution Control Laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings are generally complied.
- (ii) The Listing Agreements entered into by the Company with MCX Stock Exchange. The Company has received Closure Notice from Ahmadabad Stock Exchange and hence is no longer listed with them.

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

The Company has not appointed Key Managerial Person in the form of Managing Director or Chief Executive Officer or Manager or whole time director, Company Secretary and Chief Financial Officer as required under Section 203 of the Companies Act, 2013.



We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and regulations to the Company.

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 instance of :

- (i) Public/Right/Preference issue of shares / debentures / sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.



Further, our report of even dated to be read along with the following clarifications:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on my audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide as 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. Wherever required, we have obtained the Management representation about the compliance of laws and regulations and happening
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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place : Mumbai
Date : 27.05.2016

Signature :



ND & Associates
FCS No. 3262
C P No.: 4741



BHAIRAV ENTERPRISES LIMITED

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.

CIN No. L51909MH1984PLC217692

TEL: (91) 22 2302 7900 FAX : (91) 22 2307 7231

Website: www.bhairaventerprises.com

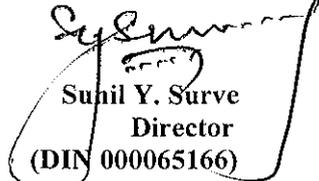
Email: cosec@bhairaventerprises.com

DECLARATION REGRADING AFFIRMATION OF CODE OF CONDUCT

In terms of Regulation 26(3) read with Schedule V D of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015, all the Board members and Senior Management Personnel of the Company have as on 31st March, 2016 affirmed their compliance of Code of conduct of the Company.

For Bhairav Enterprises Limited

Place: Mumbai
Date: 27th May, 2016


Sunil Y. Surve
Director
(DIN 000065166)



HEGDE & ASSOCIATES
CHARTERED ACCOUNTANTS

B/10, 1st Floor, New Putlibai Kapor Niwas CHS Ltd,
S.V. Road, Vile Parle (West) Mumbai - 400 056
Tel.: 022-26708221 - 26701362

E-mail: HEGDES61@gmail.com • kpajmera@hotmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of
BHAIRAV ENTERPRISES LIMITED

We have audited the accompanying financial statements of **BHAIRAV ENTERPRISES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

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

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

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

(e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

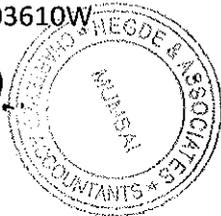
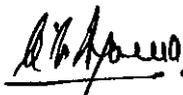
(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- I. The Company does not have any pending litigation which would impact its financial position as of 31st March 2016.;
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For **HEGDE & ASSOCIATES**

Chartered Accountants

Firm Reg. No 103610W



K.P. Ajmera

(Partner)

M.No 036319

Date :27th May 2016

Place: Mumbai

BHAIRAV ENTERPRISES LIMITED

Statement on matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order 2016 ("the order"), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act 2013, for the year ended 31st March 2016

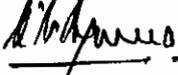
- (i) The Company does not own any fixed assets. Therefore clause i(a), i(b) and i(c) of para 3 of the order is not applicable.
- (ii) The Company does not have any inventories as defined in AS-2 Valuation of inventories and hence in our opinion, provision of Clause (ii) of para 3 of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore clause (iii) of para 3 of the order is not applicable.
- (iv) The Company has not made any investments or provided any loan during the year. Hence provision of sections 185 and 186 of the Companies Act 2013 are not applicable to the Company. Therefore the provision of clause (iv) of para 3 of the order are not applicable.
- (v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable. No order in this regard, in respect of the company, has been passed by the Company Law Board or Reserve Bank of India or National Company Law Tribunal or any other court or any other tribunal.
- (vi) As explained to us the Central Government has not prescribed maintenance of cost records for the Company under subsection (1) of section 148 of the Companies Act 2013.
- (vii) (a) The Company is regular in depositing of all undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise, Value added tax, cess and any other statutory dues, so far as applicable to the Company, with the appropriate authorities and the company has no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
(b) The Company does not have any dues of Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise or value added tax or cess that have not been deposited on account of any dispute.

- (viii) In accordance with the information and explanations given to us the company has not borrowed from any financial institution or banks, governments nor has issue any debentures as on 31st March 2016. Hence reporting under clause (viii) of para 3 of the order is not applicable.
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans, during the year. Therefore clause (ix) of para 3 of the order is not applicable.
- (x) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company by its officers or its employees has been noticed or reported during the year nor have we been informed of any such case by the management.
- (xi) The Company has not paid or provided any managerial remuneration during the year. Therefore clause (xi) of para 3 of the order is not applicable.
- (xii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act 2013. Therefore clause (xii) of para 3 of the order is not applicable.
- (xiii) The Company has not undertaken any transaction with related parties and hence reporting under clause (xiii) of para 3 of the order is not applicable.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore clause (xiv) of para 3 of the order is not applicable.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.
- (xvi) The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The company has not obtained the registration.

For HEGDE & ASSOCIATES

Chartered Accountants

Firm Reg. No 103610W



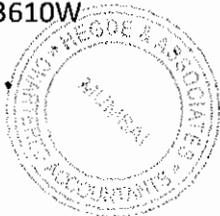
K.P. Ajmera

(Partner)

M.No 036319

Date : 27th May 2016

Place : Mumbai



BHAIRAV ENTERPRISES LIMITED

**Report on the Internal Financial Controls under Clause (i) of
Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")
for the year ended 31st March 2016**

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

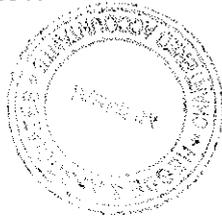
Opinion

In our opinion, the 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, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **HEGDE & ASSOCIATES**
Chartered Accountants
Firm Reg. No 103610W



K.P. Ajmera
(Partner)
M.No 036319



Date : 27th May 2016
Place : Mumbai

BHAIRAV ENTERPRISES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2016

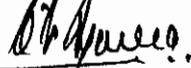
PARTICULARS	NOTE NO.	AS AT 31/03/2016 ₹	AS AT 31/03/2015 ₹
A. EQUITY AND LIABILITIES			
1. Shareholders' Fund			
Share Capital	4	1,00,00,000	1,00,00,000
Reserves and Surplus	5	49,54,587	44,49,513
		1,49,54,587	1,44,49,513
2. Current Liabilities			
Trade Payables	6	33,192	32,438
		33,192	32,438
TOTAL		1,49,87,779	1,44,81,951
B. ASSETS			
1. Non-current Assets			
Non Current Investment	7	31,84,476	31,84,476
Long Term Loans and Advances	8	5,469	5,41,838
		31,89,945	37,26,314
2. Current Assets			
Current Investments	9	-	98,01,154
Inventories	10	4,19,260	4,16,260
Cash and Bank Balances	11	39,356	5,17,586
Short Term Loans and Advances	12	1,13,39,218	20,637
		1,17,97,834	1,07,55,637
TOTAL		1,49,87,779	1,44,81,951
Significant Accounting Policies	3		
See accompanying notes forming part of the Financial Statements			

As per our Report of even date

For Hegde & Associates

Chartered Accountants

(Firm Registration No.103610W)



K.P. Ajmera

Partner

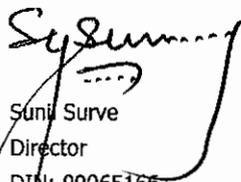
(Membership No. 036319)

Place : Mumbai

Date : 27th May 2016



For and on behalf of the Board of Directors



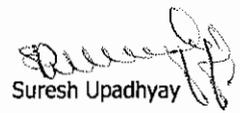
Sunil Surve

Director

DIN: 00065166

Place : Mumbai

Date : 27th May 2016



Suresh Upadhyay

Director

DIN: 01146958

BHAIRAV ENTERPRISES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED	
		31/03/2016 ₹	31/03/2015 ₹
1 INCOME			
(a) Revenue from Operations	13	-	6,49,909
(b) Other Income	14	9,06,506	2,84,469
2 TOTAL REVENUE		9,06,506	9,34,378
3 EXPENSES			
Purchase - Shares	-	3,000	-
Changes in Inventories of Shares	15	(3,000)	-
Finance Cost	16	299	13,093
Other Expenses	17	2,77,280	11,34,838
4 TOTAL EXPENSES		2,77,579	11,47,931
5 Profit Before Tax (2 - 4)		6,28,927	(2,13,553)
6 Tax Expenses			
(a) Current Tax		1,20,000	-
(b) Current Tax Expense relating to prior years		3,853	(204)
(c) Deferred Tax		-	-
7 Profit/(Loss) for the Year (5-6)		5,05,074	(2,13,349)
8 Earning per share (of ₹ 10 each)			
(a) Basic	18	0.51	(0.44)
(b) Diluted		0.51	(0.44)
Significant Accounting Policies	3		
See accompanying notes forming part of the Financial Statements			

As per our Report of even date

For and on behalf of the Board of Directors

For Hegde & Associates

Chartered Accountants

(Firm Registration No.103610W)

K.P. Ajmera

Partner

(Membership No. 036319)

Place : Mumbai

Date : 27th May 2016



Sunil Surve

Director

DIN: 00065166

Place : Mumbai

Date : 27th May 2016

Suresh Upadhyay

Director

DIN: 01146958

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2016

[1] Corporate information

Bhairav Enterprises Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its Shares are listed on Ahmedabad Stock exchange in India.

[2] Basis of Preparation of financial Statements

- a) These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable. All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities

- b) The accounting policies applied by the company are consistent with those used in the previous year

[3] SIGNIFICANT ACCOUNTING POLICIES

3.1 Use of Estimates

Estimates and assumptions used in the preparation of the financial statements are based on management's evaluation of the relevant facts and circumstances as on date of the financial statements, which may differ from the actual results at a subsequent date.

3.2 Fixed Assets

As on the date of the Balance Sheet, the company does not own any fixed assets, hence disclosure under this Clause is not required.

3.3 Inventories

The Company does not have inventories of Raw Materials, Stores & Spares. The Stock-in-Trade consists of shares, which is valued at cost.

3.4 Investments

Investment, which are readily realizable and intended to be held for not more than one year from the date in which investments are made, are classified as current investment. All other investments are classified as long term investment.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges.

Current Investment if any are carried in the financial statements at lower of cost and fair value determined on individual investment basis. Long term investments are carried at cost. Temporary diminution in the value of Investments meant to be held for long term period of time is not recognized.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of Profit and Loss.



BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31ST, 2016

3.5 Revenue Recognition

Income from Commission and Commodity Trading / Commission is recognized on the date of sales as per the bills/contract and is accounted on accrual basis.

3.6 Other Income

Interest and Other Income, if any is accounted on accrual basis. Dividend Income is accounted for when the right to receive income is established.

3.7 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

3.8 Taxes on Income

- a) The tax expense comprises of current tax and charged or credited to profit & loss account.
- b) Current Tax is calculated in accordance with the tax laws applicable to the current financial year.
- c) The Company has been advised that as there is no material tax effect of timing difference based on the estimated computation for a reasonable period and hence there is no provision for deferred tax in terms of Accounting Standard (AS-22) on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.
- d) Advance taxes and provisions for current income tax are presented in the Balance Sheet after off-setting advance taxes paid and Income Tax provision arising in the same tax jurisdiction and the Company intends to settle the assets on liabilities on a net basis.

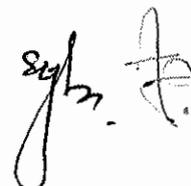
3.9 Impairment of Assets

The Company makes an assessment of any indicator that may lead to impairment of assets on an annual basis.

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value, which is higher of the net selling price and value in use. Any impairment loss is charged to profit and loss account in the year in which it is identified as impaired.

3.10 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends if any and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating dilutive earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares if any.



BHAIRAV ENTERPRISES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No. 4 : SHARE CAPITAL

PARTICULARS	AS AT	A5 AT
	31/03/2016	31/03/2015
	₹	₹
Authorised		
1000000 (P.Y.1000000) Equity Shares of ₹ 10 Each	1,00,00,000	1,00,00,000
	1,00,00,000	1,00,00,000
Issued, Subscribed and Paid-up.		
1000000 (P.Y.1000000) Equity Shares of ₹ 10 Each fully paid up.	1,00,00,000	1,00,00,000
	1,00,00,000	1,00,00,000

A) Reconciliation of Shares Outstanding at the beginning and at the end of the reporting period

PARTICULARS	As at 31/03/2016		As at 31/03/2015	
	No. of Shares	₹	No. of Shares	₹
Equity Shares				
Balance at the beginning of the year	10,00,000	1,00,00,000	2,45,000	24,50,000
Issued during the year	-	-	7,55,000	75,50,000
Balance at the end of the year	10,00,000	1,00,00,000	10,00,000	1,00,00,000

(B) Details of shareholders holding more than 5 % of the aggregate Shares in the Company

Equity Shares	As at 31/03/2016		As at 31/03/2015	
	No. of Shares	% holding	No. of Shares	% holding
Mrugesh Trading Ltd.	1,04,500	10.45	1,04,500	10.45
Vishvprabha Trading Ltd.	1,04,500	10.45	1,04,500	10.45
Shri Gurudev-En-Trade Ltd.	1,04,500	10.45	1,04,500	10.45
Rishabh Enterprises Ltd.	82,150	8.22	82,150	8.22
Bajarang Finance Ltd.	1,60,000	16.00	1,60,000	16.00
Assam Company (India) Ltd.	65,000	6.50	65,000	6.50
Lynx Machinery & Commercials Ltd.	2,44,500	24.45	2,44,500	24.45
	8,65,150	86.52	8,65,150	86.52

(C) Rights, Preference and Restriction attached to Shares

Voting right of every holder of Equity Shares shall be in proportion to his share of the paid up Equity Capital of the Company on every resolution placed before the company, and shall be entitled for Dividends as recommended by the Board of Directors in the particular year.

In the event of liquidation, Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(D) Shares held by Holding/ ultimate holding company and/ or their subsidiaries/ associates

Bhairav Enterprises Ltd has no holding company. Hence the number of shares held by Holding/ultimate company is NIL

(E) . Aggregate number of Bonus shares issued ,shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

Syhn. J.

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

PARTICULARS	31/03/2016	31/03/2015
	Nos	Nos
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for consideration other than	Nil	Nil
Equity shares bought back by the company	Nil	Nil

Note No. 5 : RESERVES AND SURPLUS

PARTICULARS	AS AT 31/03/2016		AS AT 31/03/2015	
	₹	₹	₹	₹
(a) Profit and Loss Account				
As per last Balance Sheet	44,49,513		46,62,862	
Add/(Less): Profit/(Loss) for the year	5,05,074		(2,13,349)	
	49,54,587		44,49,513	
		49,54,587		44,49,513
		49,54,587		44,49,513

Note No. 6 : TRADE PAYABLES

PARTICULARS	31/03/2016	31/03/2015
	₹	₹
Micro and Small Medium Enterprises (Refer Foot Note 'A')		
Accrued Expenses and Others	33,192	32,438
	33,192	32,438

A. The Company does not have any Sundry Creditors as on the date of the Balance Sheet. Hence, disclosure of information as required under Micro, Small and Medium Enterprises Act 2006 is not applicable.

Sylm. A

BHAIKAV ENTERPRISES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No. 7 : NON-CURRENT INVESTMENTS

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Trade Investments (Valued at Cost unless otherwise Stated)		
(a) In Equity Shares - Quoted, fully paid up		
109500 Equity Shares (31st March 2015:109500) of Rs.10 each held in Abhinandan Enterprises Limited.	9,99,000	9,99,000
2800 Equity Shares (31st March 2015:2800) of Rs.10 each held in Lakshmi Commercial Bank Limited	42,000	42,000
24500 Equity Shares (31st March 2015:24500) of Rs.10 each held in Mrugesh Trading Limited	60,313	60,313
82000 Equity Shares (31st March 2015:82000) of Rs.10 each held in Rishabh Enterprises Limited.	7,24,000	7,24,000
10000 Equity Shares (31st March 2015:10000) of Rs.10 each held in Shri Gurudev En-Trade Limited	52,500	52,500
12550 Equity Shares (31st March 2015:12550) of Rs.10 each held in Vishvprabha Trading Limited	2,18,513	2,18,513
25000 Equity Shares (31st March 2015:25000) of Rs.10 each held in Remi Sales and Engineering Limited.	3,68,750	3,68,750
55000 Equity Shares (31st March 2015: 55000) of Rs.10 each held in Bajrang Finance Limited.	6,60,000	6,60,000
10000 Equity Shares (31st March 2015: 10000) of Rs.2 each held in Assam Company Limited.	59,400	59,400
TOTAL NON CURRENT INVESTMENTS	31,84,476	31,84,476

Aggregate Amount of Quoted Investment -At Cost	31,84,476	31,84,476
Aggregate Amount of Quoted Investment -At Market Value	Not possible to be stated	

Note No. 8 : LONG TERM LOANS AND ADVANCES

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Unsecured , Considered Good, unless otherwise stated		
(a) Advance Recoverable in Cash or Kind	-	5,00,000
(b) Advance Income Tax (Net of Provisions ₹ 120000 (P.Y. ₹ 147000))	5,469	41,838
	5,469	5,41,838

Note No.9 :CURRENT INVESTMENTS

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
In Mutual Funds Liquid/Liquid Plus		
(i)Edelweiss Arbitrage Fund (CY Bal. Units Nil - PY -644390.085)	-	66,01,154
(ii)Franklin India Ultra Short Bond fund (CY Bal. Units Nil - PY - 173111.427)	-	32,00,000
TOTAL CURRENT INVESTMENTS	-	98,01,154
Aggregate Value of Quoted Investment	-	98,01,154
Market Value of Quoted Investment	-	98,90,400

Signature

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No. 10 : INVENTORIES (At Cost)

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Stock-in Trade (Shares)	4,19,260	4,16,260
	4,19,260	4,16,260

Note No. 11 : CASH AND BANK BALANCES

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Balances with Banks In Current Accounts	39,356	5,17,586
	39,356	5,17,586

Note No. 12 : SHORT TERM LOANS AND ADVANCES

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Loans and Advances to Other than Related Parties (Refer Note No.20 for Disclosure)	1,07,50,000	-
Interest Receivable	5,89,218	20,637
	1,13,39,218	20,637

Note No.13 : REVENUE FROM OPERATIONS

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
(a) Commission Received	-	2,00,000
(b) Commodity Trading Income	-	4,49,909
	-	6,49,909

Note No. 14 : OTHER INCOME

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Dividend income from Current Investments	96,969	51,154
Profit on Sale of Investments	1,53,525	52,739
Interest Received	6,56,012	1,80,576
	9,06,506	2,84,469

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BHAIRAV ENTERPRISES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No. 15 : CHANGES IN STOCK-IN-TRADE

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Inventories (at Close)	4,19,260	4,16,260
Inventories (at Commencement)	4,16,260	4,16,260
Net (Increase)/Decrease	(3,000)	-

Note No. 16 : FINANCE COST

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Interest paid on loans	299	13,093
	299	13,093

Note No.17 : OTHER EXPENSES

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
Advertisement Expenses	56,320	88,857
Audit Fees	17,175	11,236
Demat Charges	5,895	-
Postage and Courier Charges	3,402	3,914
Filing Fees	11,400	1,38,200
General Expenses	567	9,086
Legal & Professional Charges	65,500	4,36,303
Listing Fees	25,000	36,118
Printing & Stationery	5,493	3,497
Processing Fees	-	2,40,618
Profession Tax	2,500	2,500
Rates & Taxes	1,440	-
Service Charges	39,920	49,495
Service tax	21,168	82,161
Stamp Duty	-	16,000
Subscription Fees	18,000	16,853
Web Designing and Domain Registration	3,500	-
	2,77,280	11,34,838

Signature

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note No.18 : EARNING PER SHARE (EPS)

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
(i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	5,05,074	(2,13,349)
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	10,00,000	4,84,945
(iii) Basic and Diluted EPS per share (₹)	0.51	(0.44)
(iv) Face Value per equity share (₹)	10.00	10.00

Note No.19 : PAYMENTS TO AUDITORS

PARTICULARS	31/03/2016 ₹	31/03/2015 ₹
As Auditor		
Audit Fees	10,000	10,000
Service Tax	1,450	1,236
	11,450	11,236
In Other Capacity	-	-
Total	11,450	11,236

Signature

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2016

Note No. 20 : DISCLOSURE AS REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

Particulars of Loan given

Name	Warden International (Agencies) Private Limited
Amount of Loan given Rs.	107,50,000/-
Period for which Loan Given	Payable on Demand
Rate of Interest	7.50%
Purpose for which loan given	For Business purpose

Note No 21 : SEGMENT INFORMATION

a) Primary Segment

The business segment has been considered as the primary segment. The company is engaged in only one reportable segments.

b) Secondary Segment

The company operates in India and hence there are no geographical segments.

Note No 22 : RELATED PARTY DISLCOSURES

During the year the company has not undertaken any transaction with parties that require disclosure as per Accounting Standard 18 on related party transaction.

Note No 23 : CAPITAL COMMITMENTS

The Company has no outstanding commitment on Capital Contract.

Note No 24 : CONTINGENT LIABILITIES : NIL

Note No 25 : ADDITIONAL COMMENTS

- i. In the opinion of the Board the current assets, and advances if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the Balance Sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonable necessary.
- ii. Sundry Liabilities are subject to confirmation.
- iii. Figures have been rounded off to nearest Rupees.
- iv. On assessment of the impairment of fixed assets of the company as at the Balance Sheet date as required by Accounting Standard 28 "Impairment of Assets" issued by the ICAI, the company is of the view that no provision for impairment of fixed assets is required.
- v. The previous year's figure have been reworked, regrouped, rearranged and reclassified wherever necessary.



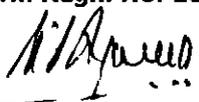
BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2016

Signatures to Note "1" to "25"

As per our attached Report of even date

For **Hegde & Associates**
Chartered Accountants
(Firm Regn. No. 103610W)


K.P. Ajmera
Partner (M.No. 036319)




Surjit Surve
Director
DIN: 00065166


Suresh Upadhyay
Director
DIN: 01146958

Place : Mumbai
Dated: 27th May 2016

Place : Mumbai
Dated : 27th May 2016

BHAIRAV ENTERPRISES LIMITED
CASH-FLOW STATEMENT ANNEXED TO BALANCE SHEET FOR THE
YEAR ENDED 31st MARCH, 2016

(In ₹)

	Year Ended 31.03.2016	Year Ended 31.03.2015
A. CASH-FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before Tax and Extra ordinary Items	6,28,927	(2,13,553)
Adjustment for		
Interest Paid	-	13,093
Dividend Received	(96,969)	(51,154)
Profit on Sale of Investment	(1,53,525)	(52,739)
Operating Profit before Working Capital Changes	3,78,433	(3,04,353)
Changes in Working Capital:		
Increase/ (Decrease) in Trade Payables	754	18,337
Increase/ (Decrease) in Other Liabilities	(3,000)	-
(Increase)/ Decrease In Long Term Loans and Advances	5,00,000	-
(Increase)/ Decrease In Short Term Loans and Advances	(5,68,581)	(20,637)
Cash Generated from Operation	3,07,606	(3,06,653)
Income Tax Paid	(87,484)	(19,786)
NET CASH FROM OPERATING ACTIVITIES (A)	2,20,122	(3,26,439)
B. CASH-FLOW FROM INVESTMENT ACTIVITIES:		
Proceeds from Sale of Current Investment	1,00,51,648	33,52,739
Purchase of Investment	(96,969)	(1,47,76,154)
Short Term Loan and Advances given	(1,07,50,000)	45,00,000
Dividend received	96,969	51,154
NET CASH FROM INVESTMENT ACTIVITIES (B)	(6,98,352)	(68,72,261)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Interest paid on loan	-	(13,093)
Issue of Equity Shares	-	75,50,000
NET CASH FROM FINANCING ACTIVITIES (C)	-	75,36,907
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	(4,78,230)	3,38,207
Cash and Cash Equivalents - Beginning of the Year	5,17,586	1,79,379
Cash and Cash Equivalents - End of the Year	39,356	5,17,586
Net Cash and Cash Equivalents	(4,78,230)	3,38,207

As per report of the even Date

For Hegde & Associates

Chartered Accountants

(Firm Registration No.10361011)

K.P.Ajmera

Partner

(M.No.036319)

Place : Mumbai

Dated : 27th May 2016



For and on behalf of the Board

BHAIRAV ENTERPRISES LIMITED

Sunil Surve

Director

DIN : 00065166

Suresh Upadhyay

Director

DIN : 01146958

Dated : 27th May 2016

BHAIRAV ENTERPRISES LIMITED

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.

CIN No. L51909MH1984PLC217692

TEL: (91) 22 2302 7900 FAX : (91) 22 2307 7231

Website: www.bhairaventerprises.com

Email: cosec@bhairaventerprises.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip on request.

* DP. ID. No. : _____

* Client Id. No. : _____

Ledger Folio No.: _____

NAME AND ADDRESS OF THE SHAREHOLDER:

_____ No. of Share(s) held : _____

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the company held on Friday the 30th day of September, 2016 at 2.00 p.m. at Warden House, 340 J.J. Road, Byculla, Mumbai - 400008.

• I certify that I am member/proxy of the Company.

Signature of the shareholder or proxy

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue

**Form No. MGT-11
PROXY FORM**

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

Name of the member(s): _____

Registered address: _____

E-mail ID: _____

Folio No/DP ID-Client ID: _____

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

1. Name : _____

Address: _____

E-mail Id : _____ Signature: _____ or failing him;

or failing him;

2. Name : _____

Address: _____

E-mail Id : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32nd ANNUAL GENERAL MEETING of the company held on Friday the 30th day of September, 2016 at 2.00 p.m. at 340 J.J. Road, Byculla, Mumbai – 400008 and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Resolutions	Type of Resolution	For	Against
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Profit and Loss Account of the Company for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon	Ordinary		
2	To appoint a Director in place of Mr. Sunil Y. Surve (DIN: 000065166) who retires by rotation and being eligible offers himself for re-appointment	Ordinary		
3	To ratify the appointment of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), as the Auditors of the Company from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting	Ordinary		
4	To appoint Mrs. Avni Vishal Shroff (DIN : 07310330) as Independent Director of the Company	Ordinary		
5	To Invest and give Loan under Section 186(3)	Special		

Signed this _____ day of _____ 2016

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix Revenue Stamp not less than Re. 1

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

Route map of the Venue of the 32nd Annual General Meeting.

