

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Ms. Kiran Mittal	:	Non-Executive Director
Mr. Sumant Kumar	:	Non-Executive Director
Mr. Jai Bhagwan Aggarwal	:	Independent Director
Mr. Hitesh Rai Makhija	:	Independent Director
Mr. Prem Prakash Gandhi	:	Independent Director

### **STAUTORY AUDITORS**

Mittal Nirbhay & Co.  
T-11, IIIrd Floor, Maruti Plaza,  
Sanjay Place, Agra-282002,  
Uttar Pradesh

### **SECRETARIAL AUDITOR**

Amit Kumar  
Company Secretaries,  
Unit No-805, 8<sup>th</sup> Floor, Krishna  
Apra Business Square,  
Netaji Subhash Place,  
Pitampura,  
New Delhi-110034  
E-mail id: amitkumar\_cs@hotmail.com

### **INTERNAL AUDITOR**

Arun Naresh & Co.,  
Charetered Accountants  
259, Aggarwal City Plaza, Manglam Place,  
Secrtor-3, Rohini, Delhi-110085

### **REGISTRAR & SHARE TRANSFER AGENT**

Beetal Financial and Computer Services Private Limited  
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping  
Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062

**NAME OF THE STOCK EXCHANGE AT WHICH THE COMPANY'S SECURITIES ARE LISTED**

The Delhi Stock Exchange Limited (DSE)

**ANNUAL GENERAL MEETING**

Date: 10<sup>th</sup> September, 2016

Time: 11:00 A.M.

Day: Saturday

Venue: Shop No. 325, Plot No.3, Aggarwal Plaza,  
DDA Community Center,  
Sector-14, Rohini,  
New Delhi-110085

**REGISTERED OFFICE**

Shop No. 325, Plot No.3, Aggarwal Plaza,  
DDA Community Center,  
Sector-14, Rohini,  
New Delhi-110085

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**Notice of 32<sup>nd</sup> Annual General Meeting**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of **Crazy pricing Online services Limited** will be held on Saturday, September 10, 2016, at 11:00 A.M. at Shop No. 325, Plot No. 3, Aggarwal Plaza, DDA Community Center, Sector-14, Rohini, New Delhi-110085 to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1- Adoption of Financial Statements**

To receive, consider and adopt the Audited standalone Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.

**Item No. 2 - Appointment of Ms. Kiran Mittal as a director Liable to retire by rotation**

To appoint a Director in the place of Ms. Kiran Mittal (DIN: 00749457), who retires by rotation and being eligible, offers herself for reappointment.

**Item No. 3 - To Appoint M/S V.N. Purohit as the Statutory Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the company, be and is hereby accorded for the appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM at such terms & conditions including remuneration as mutually decided between board and auditor as recommended by audit committee."

**SPECIAL BUSINESS****Item No. 4 - Appointment of Mr. Prem Prakash Gandhi (DIN: 07062091) as an Independent Director.**

To consider & 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prem Prakash Gandhi (DIN: 07062091), who was appointed by the Board of Directors as an Additional Director (in the Capacity of Independent Director) with effect from 30<sup>th</sup> Day of May, 2016 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 29<sup>th</sup> Day of May, 2021 and shall not be not liable to retire by rotation.”

**Item No. 5 - Appointment of Mr. Jai Bhagwan Aggarwal (DIN: 07498421) as an Independent Director**

To consider & 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jai Bhagwan Aggarwal (DIN: 07498421), who was appointed by the Board of Directors as an Additional Director (in the Capacity of Independent Director) with effect from 30<sup>th</sup> Day of May, 2016 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member

under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 29<sup>th</sup> Day of May, 2021 and shall not be not liable to retire by rotation."

**Item No. 6- Appointment of Mr. Hitesh Rai Makhija (DIN: 07509495) as an Independent Director**

To consider & 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hitesh Rai Makhija (DIN: 07509495), who was appointed by the Board of Directors as an Additional Director (in the Capacity of Independent Director) with effect from 30<sup>th</sup> Day of May, 2016 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 29<sup>th</sup> Day of May, 2021 and shall not be not liable to retire by rotation."

**Item No. 7- Appointment of Mr. Sumant Kumar (DIN: 07115801) as a Director**

To consider & 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 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sumant Kumar (DIN: 07115801), who was appointed by the Board of Directors as an Additional Director with

effect from 30<sup>th</sup> Day of May, 2016 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

**Item No. 8- Increase the Limit under Section 180(1)(C) of Companies Act, 2013.**

To consider & if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force) and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force and in suppression of the earlier resolution passed by the members under section 293(1)(d) of Companies Act, 1956; the consent of the Company, be and is hereby accorded to the Board of Directors of the Company to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the Banks and / or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources, such as, Foreign Banks, Foreign Investment / Financial Institutions or Funds or other Bodies, Authorities / Entities located in India or abroad whether by way of cash credit, working capital, term loans, advances in any form, bill discounting or other forms of credit, Issue of Non-Convertible Debentures / Fully Convertible Debentures / Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or pledge on the Company's assets and properties whether moveable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work-in-progress and book debts of the Company on such terms and conditions as may be considered suitable by them upto a limit the outstanding of which shall not exceed, at any given time (including money already borrowed), Rs. 100 Crore (Rupees One Hundred Crore only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, any Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**Item No. 9- Adoption of New Set of Article of Association**

To consider & if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 10- Adoption of New Set of Memorandum of Association**

To consider and if though fit, to pass with or without modification the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company subject to the condition that there will not be any change in content of main object clause and incidental object clause of Memorandum of Association the Company.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By the order of the Board  
For Crazy pricing Online Services Limited**

**Sd/-  
Kiran Mittal  
(Director)  
DIN:00749457**

**Date:** 13/08/2016

**Place:** New Delhi

**NOTES**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special business for the items 4 to 10 is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of Annual General Meeting.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant

Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Monday, 05<sup>th</sup> September, 2016 to Wednesday, 10<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting, if approved by the shareholders in ensuing AGM.
6. The ISIN of the Equity Shares of Rs.10/- each is INE401L01019.
7. Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or for the other whose e-mail id is not registered same shall be couriered to them.
8. Members may also note that the Notice of the AGM and the Annual Report for F.Y. 2015-16 will also be available on the Company's website <http://www.crazypricingonline.com/>.
9. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
  - a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
  - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.

10. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
11. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
12. Members/proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their Shareholding, attendance slip(s) and copies of their Annual Reports.
13. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.
14. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.
15. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
16. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

**By the order of the Board**  
**For Crazy pricing Online Services Limited**

**Date:** 13/08/2016  
**Place:** New Delhi

**Sd/-**  
**Kiran Mittal**  
**Director**  
**DIN:00749457**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 4

#### **Appointment of Mr. Prem Prakash Gandhi (DIN: 07062091) as an Independent Director .**

Mr. Prem Prakash Gandhi was appointed as an Additional Director by the Board of Directors on 30<sup>th</sup> May, 2016. In terms of Section 161(1) of the Companies Act, 2013, Mr. Prem Prakash Gandhi shall hold the office up to the date of the ensuing Annual General Meeting of the Company. The Company has received a notice from a member of the company along with requisite fee under section 160 of the Companies Act, 2013, proposing the candidature of Mr. Prem Prakash Gandhi for the office of Director of the Company.

Mr. Prem Prakash Gandhi has given declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Prem Prakash Gandhi, fulfill the conditions for their appointment as Independent Director in terms of Section 149 of the Act.

As per the provisions of the Companies Act, 2013, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Mr. Prem Prakash Gandhi as Independent Directors of the Company for the term of five consecutive years commencing from original date of appointment i.e May 30, 2016 till May 29, 2021.

Mr. Prem Prakash Gandhi is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Director & a declaration that it fulfills the criteria as specified in 149(6) of Companies Act, 2013.

Board considers that his association with the Company would be of immense benefit to the Company and it is desirable to avail services of Mr. Prem Prakash Gandhi as an Independent Director.

#### ***Information about the appointees:***

**Brief Resume of Mr. Prem Prakash Gandhi is as under:**

Name:	Prem Prakash Gandhi
Age:	68 Years
Nature of his expertise in specific functional area	Finance

Name of the other Companies in which Directorship held	1. Delta Industrial Resources Limited. 2. Gulmohar Investments & Holdings Limited
Name of the other Companies in which Committee Membership held	1. Delta Industrial Resources Limited 2. Gulmohar Investments & Holdings Limited
Shareholding in the Company	NIL

Except Mr. Prem Prakash Gandhi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 4.

The Board recommends the resolution at item no. 4 for approval of the Members as Ordinary Resolution.

#### ITEM NO. 5

#### **Appointment of Mr. Jai Bhagwan Aggarwal (DIN: 07498421) as an Independent Director**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Jai Bhagwan Aggarwal was appointed as Additional Director of the Company on May 30, 2016 and he will hold office upto the date of this Annual General Meeting.

The Company has received notices in writing under the provisions of Section 160 of the Act from Member along with required deposit proposing the candidatures of Mr. Jai Bhagwan Aggarwal for the office of Director of the Company.

Mr. Jai Bhagwan Aggarwal has given declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the above Directors fulfill the conditions for their appointment as Independent Director in terms of Section 149 of the Act.

Sh. Jai Bhagwan Aggarwal is a person with great acumen and having rich and vast experience of 35 years in banking and was retired as Bank Manager in UCO Bank.

As per the provisions of the Companies Act, 2013 and rules made there under, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Mr. Jai Bhagwan Aggarwal as an

Independent Directors of the Company for the term of five consecutive years upto May 29<sup>th</sup> , 2021.

Mr. Jai Bhagwan Aggarwal are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors & a declaration that it fulfills the criteria as specified in 149(6) of Companies Act, 2013.

**Information about Mr. Jai Bhagwan Aggarwal:**

Name:	Jai Bhagwan Aggarwal
Age:	62 Years
Nature of his expertise in specific functional area	Banking
Name of the other Companies in which Directorship held	Gulmohar Investments & Holdings Limited Dolf Leasing Limited
Name of the other Companies in which Committee Membership held	Gulmohar Investments & Holdings Limited Dolf Leasing Limited
Shareholding in the Company	NIL

Except Mr. Jai Bhagwan Aggarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 5.

The Board recommends the resolution at item no. 5 for approval of the Members as Ordinary Resolution.

**ITEM NO. 6**

**Appointment of Mr. Hitesh Rai Makhija (DIN: 07509495) as an Independent Director**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Hitesh Rai Makhija was appointed as Additional Director of the Company on May 30, 2016 and he will hold office upto the date of this Annual General Meeting.

The Company has received notices in writing under the provisions of Section 160 of the Act from Members along with required deposit proposing the candidatures of Mr. Hitesh Rai Makhija for the office of Directors of the Company.

Mr. Hitesh Rai Makhija has given declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the above Directors fulfill the conditions for their appointment as Independent Director in terms of Section 149 of the Act.

Mr. Hitesh Rai Makhija is an MBA (Finance) & is having a good knowledge. Mr. Hitesh Rai Makhija is an asset to the Management As per the provisions of the Companies Act, 2013 and rules made there under, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Mr. Hitesh Rai Makhija as an Independent Directors of the Company for the term of five consecutive years upto May 29<sup>th</sup>, 2021.

Mr. Hitesh Rai Makhija are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors & a declaration that it fulfills the criteria as specified in 149(6) of Companies Act, 2013.

**Information about Mr. Hitesh Rai Makhija**

Name:	Hitesh Rai Makhija
Age:	32 Years
Nature of his expertise in specific functional area	Finance
Name of the other Companies in which Directorship held	Smart Capital Services Limited Gulmohar Investments & Holdings Limited
Name of the other Companies in which Committee Membership held	Smart Capital Services Limited Gulmohar Investments & Holdings Limited
Shareholding in the Company	NIL

Except Mr. Hitesh Rai Makhija, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 6.

The Board recommends the resolution at item no. 6 for approval of the Members as Ordinary Resolution.

**ITEM NO. 7****Appointment of Mr. Sumant Kumar (DIN: 07115801) as a Director**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') Mr. Sumant Kumar was appointed as Additional Director of the Company on May 30, 2016 and he will hold office upto the date of this Annual General Meeting.

The Company has received notices in writing under the provisions of Section 160 of the Act from Members along with required deposit proposing the candidatures of Mr. Sumant Kumar for the office of Directors of the Company.

Mr. Sumant Kumar is a Graduate & is having a good knowledge. Mr. Sumant Kumar is an asset to the Management As per the provisions of the Companies Act, 2013 and rules made there under, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Mr. Sumant Kumar as an Independent Directors of the Company for the term of five consecutive years upto May 29<sup>th</sup>, 2021.

Mr. Sumant Kumar are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors.

**Information about Mr. Sumant Kumar**

Name:	Sumant Kumar
Age:	45 Years
Nature of his expertise in specific functional area	Management
Name of the other Companies in which Directorship held	Shree Worstex Limited
Name of the other Companies in which Committee Membership held	Shree Worstex Limited
Shareholding in the Company	NIL

Except Mr. Sumant Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 7.



The Board recommends the resolution at item no. 7 for approval of the Members as Ordinary Resolution.

**ITEM NO. 8**

**Increase the Limit under Section 180(1)(C) of Companies Act, 2013**

In view of the overall increase in business activities of the Company, and to meet all the capital expenditure requirements and for additional working capital needs, it is considered desirable to increase the Company's existing borrowing limit to Rs. 100 crore, notwithstanding the same may cross the limit of 100% of its paid up share capital & free reserve of the Company.

Pursuant to Provision of section 180 (1)(c) of companies Act, 2013, the company has decided to take the approval from member of the company, by way of Special Resolution to borrow the amount upto Rs. 100 Cr. (including the amount already borrowed), apart from temporary Loan obtained from the Company's Bankers in the ordinary Course of business.

None of the Directors and/or Key Managerial Persons of the Company and their relatives except Ms. Kiran Mittal to the extent of her shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the resolution at item no. 8 for approval of the Members as Special Resolution.

**ITEM NO. 9 & 10**

**Adoption of Memorandum & Article of Companies as Per Companies Act, 2013**

As you all are aware that the new Companies Act, 2013 has been implemented and it is advisable that we should follow the rules and regulations as formulated in the new Act. Hence as per the new Act, the content of the Memorandum of Association is provided in Table A of Schedule I and which doesn't have the OTHER OBJECTS clause.

**Your Board is of the opinion that we should adopt the Table A of Schedule I.**

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

Accordingly, it is proposed to adopt a new set of Articles of Association of the Company, primarily based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by Shares, and also including such additional matters as are necessary for the management of the Company in place of the existing Articles of Association.

In accordance with the applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, alteration of Memorandum of Association of the company requires approval of the members by way of Special Resolution.

By virtue of Section 5 and 14 of the Companies Act, 2013, approval of Members is required by way of Special Resolution in General Meeting to amend the Articles of Association of the Company.

Accordingly, the Board of Directors of the Company seek the approval of the members of the Company for the aforesaid alteration by way of a Special Resolution. A copy of the altered Memorandum and Articles of Association will be available for inspection at the Annual General Meeting and such copy will be so made available for inspection in physical or in electronic form during the business hours i.e. from 10:00 a.m. to 6:00 p.m. at the registered office of the Company at Shop No. 325, Plot No.3, Aggarwal Plaza, DDA Community Center, Sector-14, Rohini, New Delhi-110085.

None of the Directors and/or Key Managerial Persons of the Company and their relatives except Ms. Kiran Mittal to the extent of her shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 & 10 of the Notice.

By the order of the Board  
For Crazy pricing Online Services Limited

Sd/-  
Kiran Mittal  
Director  
DIN:00749457

**Date:** 13/08/2016

**Place:** New Delhi

## Directors' Report

To the Shareowners,

Your Directors take pleasure in presenting the 32<sup>nd</sup> Annual Report on the business and operations of your Company along with the audited standalone financial statements for the year ended March 31, 2016.

### **BACKGROUND**

Crazypricing online Services Limited was incorporated under Companies Act, 1956 on 20<sup>th</sup> July, 1984. The Company is listed on Delhi Stock Exchange Limited (DSE) [DSE was derecognized by SEBI w.e.f November 19, 2014].

### **FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)**

The Company's financial results are as under:

(Amount in Rs.)			
Particular	Current 2015-16	Year	Previous 2014-15
Revenue from Operations	66,950		2,85,500
<b>Total revenue (including other income)</b>	<b>66,950</b>		<b>2,85,500</b>
<b>Total Expenses:</b>	<b>61,335</b>		<b>2,33,295</b>
<b>Profit before tax</b>	<b>5,615</b>		<b>52,205</b>
Tax Expenses:			
Less: Current tax	1735		16,131
Add: Deferred tax	-		(1,34,942)
<b>Profit after tax</b>	<b>3,880</b>		<b>1,71,016</b>

**BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR**

There has been no change in the business of the Company, during the year under review. The total revenue from operations of your Company for the year ended March 31, 2016 is reduced Rs. 66,950 as against Rs. 2,85,500 for the year ended March 31, 2015. The Profit before tax reduced at Rs. 5,615 as compared to Rs. 52,205 in the previous year. The Profit after tax for the year ended March 31, 2016 reduced at Rs. 3,880 as compared to Rs. 1,71,016 in the previous year ended March 31, 2015.

**STATE OF COMPANY'S AFFAIRS**

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to customer service. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenue. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence

**RESERVES**

Your Company has not transferred any amount to general reserve out of the profits of the year.

**DIVIDEND**

The Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in working capital. The Directors, therefore, do not recommend any dividend on Equity Shares for the financial year 2015-16.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

In the opinion of the Board, there has been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

### **SHARE CAPITAL**

During the year, there has been no change in the share capital of the Company.

### **RISK MANAGEMENT**

While the business risk associated with operating environment, ownership structure, Management, System & Policy, the financial risk lies in Asset Quality, Liquidity, Profitability and Capital Adequacy. The company recognizes these risks and makes best effort to mitigate them in time. Risk Management is also an integral part of the Company's business strategy.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business Opportunities.

### **INTERNAL CONTROL SYSTEMS**

The Company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

### **VIGIL MECHANISM**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Companies Act, 2013.

### **HUMAN RESOURCES**

People remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies

and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

### **COMPLIANCE**

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, Listing Agreement executed with the Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

### **DEPOSITS**

During the year under review, the Company has not accepted any deposits from the public under Section 73 of the Companies Act, 2013 and rules made there under. There is no unclaimed or unpaid deposit lying with the Company.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

#### **DIRECTORS:**

During the year under review no changes taken place in the Directors and Key Managerial Personnel of the Company.

In accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Kiran Mittal will retire at the ensuing AGM and being eligible, seek re-appointment. The Board recommends her re-appointment.

After F.Y. 2015-2016, Following Changes took Place in the management of the Company:

- Ms. Kiran Mittal was regularized as Director of the Company in the Annual General Meeting held on 30th September, 2015.

- Mr. Prem Prakash Gandhi (DIN: 07062091), Mr. Jai Bhagwan Aggarwal (DIN: 07498421, and Mr. Hitesh Rai Makhija (DIN: 07509495) was appointed as Additional Director (in the category of independent directors) of the Company, w.e.f May 30, 2016, respectively. As per Section 161 of the Companies Act, 2013, Mr. Prem Prakash Gandhi (DIN: 07062091), Mr. Jai Bhagwan Aggarwal (DIN: 07498421, and Mr. Hitesh Rai Makhija (DIN: 07509495), being Additional Directors hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from the member(s) under his hand signifying the intention of such member to propose their candidature for that office, along with the requisite deposit. Further, in terms of provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prem Prakash Gandhi, Mr. Jai Bhagwan Aggarwal and Mr. Hitesh Rai Makhija are being appointed as Independent Directors for a period of 5 years subject to the approval of Shareholders in ensuing AGM. Your Board recommends their appointment as Independent Directors of the Company.
- Mr. Sumant Kumar (DIN: 07115801) was appointed as Additional Director of the Company, w.e.f May 30, 2016, respectively. As per Section 161 of the Companies Act, 2013, Mr. Sumant Kumar (DIN: 07115801), being Additional Directors hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from the member(s) under his hand signifying the intention of such member to propose their candidature for that office, along with the requisite deposit. Mr. Sumant Kumar is being appointed as Independent Directors subject to the approval of Shareholders in ensuing AGM. Your Board recommends their appointment as Directors of the Company.
- Mr. Bishan Das, Niraj Kumar Jha and Mr. Jatinder Singh had resigned from the post of directorship of the Company w.e.f. June 23, 2016. The Board places on record its profound appreciation for the contributions made by them during their tenure as Directors of the Company.

### **BOARD EVALUATION**

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

#### **PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

<b>Directors</b>	<b>Ratio to median remuneration*</b>
Mr. Bishan Das	NIL
Mr. Niraj Kumar Jha	NIL
Mr. Jatinder Singh	NIL
Ms. Kiran Mittal	Nil

\*the expression "median" mean the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one.

- ii) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year: Not Applicable**
- iii) **The percentage increase in the median remuneration of employees in the financial year: NIL**
- iv) **the number of Permanent employees on the rolls of the company : 0**



- v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There was no remuneration paid to employees
- vi) **Affirmation that the remuneration is as per the remuneration policy of the company:** It is hereby affirmed that no remuneration is paid during the year

**DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014**

There is no directors/employees in the Company for which disclosure have to be made under the provisions of Rule 5 (2) & (3) of the Companies (Appointment and Remuneration or Managerial Personnel) Rules, 2014.

**A. Details of Top ten employees in terms of remuneration drawn:**

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
N.A.								

**B. Details of other employees under aforesaid Rules:**

Nil.

**DIRECTORS' APPOINTMENT AND REMUNERATION POLICY**

The Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Companies Act, 2013, as is adopted by the Board.

The Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration

Committee in its duly convened Meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee shall ensure that—

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. During the year under review, none of the Directors of the company receive any remuneration.

#### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR OF THE COMPANY**

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence under sub-section (6) of section 149 of the Act.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there under a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole was evaluated, taking into account the views of directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committees and individual directors was discussed.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186**

The company does not give any loans, guarantees or investments during the year and also company fully complied all the provisions of Section 186 of the Companies Act, 2013 and rules made there under.

**PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188**

During the year under review, there are no transactions within the purview of Section 188 of the Companies Act, 2013.

**MEETINGS OF THE BOARD**

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. The Board of Directors of the Company met Seven (7) times during the financial year 2015-16 on [30<sup>th</sup> May, 2015], [17<sup>th</sup> June, 2015],[ 24<sup>th</sup> June, 2015], [10<sup>th</sup> August, 2015], [02<sup>nd</sup> September, 2015], [09<sup>th</sup> November, 2015] and [12<sup>th</sup> February, 2016]. Details of attendance of board meetings by directors are as follows:

Name of the Director	Nos. of meetings attended
Niraj Kumar Jha	7
Bishan Das	7
Jatinder Singh	7
Kiran Mittal	7

The necessary quorum was present in all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013.

**COMMITTEES OF THE BOARD:**

The Board has re-constituted the Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate and 2 Directors out of 3 members have financial management expertise. As on the date of this report, the Audit Committee comprises of the following Directors:

S. No.	Name of the Member	Category
1.	Mr. Jai Bhagwan Aggarwal	Chairperson

2.	Mr. Prem Prakash Gandhi	Member
3.	Kiran Mittal	Member

The Audit Committee met Four (4) times during the financial year 2015-16 on May 30, 2015, August 10, 2015,, November 09, 2015 and February 12, 2016. Details of attendance of meetings of Committee by members are as follows:

Name of the Member	Nos. of meetings attended
Niraj Kumar Jha*	4
Mr. Bishan Das*	4
Ms. kiran Mittal	4

# Committee was reconstituted effective from May 30, 2016, where Mr.Jai Bhagwan Aggarwal & Mr.Prem Prakash Gandhi was inducted in place of Mr. Niraj Kumar Jha & Mr. Bishan Das.

#### **NOMINATION AND REMUNERATION COMMITTEE:**

The Company had re-constituted the Remuneration Committee (renamed as Nomination and Remuneration Committee)to decide and fix payment of remuneration and sitting fees to the Directors of the Company as per provisions u/s 178 of the Companies Act, 2013. This committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. As on date, this Committee comprises of the following Directors:

S. No.	Name of the Member	Category
1.	Mr. Hitesh Rai Makhija	Chairperson
2.	Mr. Jai Bhagwan Aggarwal	Member
3.	Mr. Prem prakash Gandhi	Member

During the year under review , no committee Meeting was held.

Committee was reconstituted effective from May 30, 2016, where Mr. Jai Bhagwan Aggarwal & Mr. Prem Prakash Gandhi was inducted in place of Mr. Niraj Kumar Jha & Mr. Bishan Das.

#### **STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Stakeholder Relationship Committee looks into the redressal of the shareholders complaints in respect of any matter including transfer of shares, non -receipt of annual report, non -receipt of declared dividend etc.

The Company had re-constituted the Stakeholder Relationship Committee as per provisions u/s 178 of the Companies Act, 2013. This committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. As on date, this Committee comprises of the following Directors:

S. No.	Name of the Member	Category
1.	Mr. Hitesh Rai Makhija	Chairperson
2.	Mr. Jai Bhagwan Aggarwal	Member
3.	Mr. Prem prakash Gandhi	Member

During the year under review , no committee Meeting was held.

Committee was reconstituted effective from May 30, 2016, where Mr. Jai Bhagwan Aggarwal & Mr. Prem Prakash Gandhi was inducted in place of Mr. Niraj Kumar Jha & Mr. Bishan Das.

#### **AUDITORS**

##### **STATUTORY AUDITORS**

M/s Mittal Nirbhay & Co., Chartered Accountants has shown their unwillingness to be continued as the Statutory Auditor of the Company for F.Y 2016-2017 .

The Board recommend the appointment of M/s. V.N. Purohit & Co., Chartered Accountants, for a tenure of five (5) Years as Statutory Auditor of the Company in the

forthcoming Annual General Meeting, Subject to ratification in every annual general meeting .

#### **STATUTORY AUDITORS' REPORT**

The Auditors Report has been annexed with this report; Auditors' observations are self explanatory, which do not call for any further clarifications.

#### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s Amit Kumar, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2015-16. The Secretarial Audit Report is annexed herewith as “Annexure A”.

#### **SECRETARIAL AUDITORS' REPORT**

The Secretarial Auditors Report has been annexed with this report; Auditors' observations are not self explanatory and call for further clarifications from the directors of the company. There has been no qualification, reservation or adverse remarks made by the Auditors in their report except the followings:

- a) The Company has not filed its Balance Sheet, Annual Return and other relevant annual filing forms, if any, with the Registrar of Companies (RoC) for the financial year 2014-15 during the financial year under review.*
- b) The Company has not complied with the provisions of section 203 of the Companies Act, 2013.*

#### **Board Justification:**

- a) Company could not file Balance Sheet and Annual Return for FY 2014-15 till the end of FY 2015-16 due to oversight since there is no professional employee in the Company. Now, Company is in the process of filing the same. As on date, Company has already filed MGT-7. Further, Company will file the financials for FY 2014-15, once the relevant forms will be available on the MCA portal.
- b) The Company is in the process of finalizing the suitable candidates for KMPs, and will comply the provisions of Section 203 of the Companies Act, 2013 in FY 2016-17.

**INTERNAL AUDITORS**

Pursuant to the provision of Section 138 of the Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Board had appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2015-16.

**EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in Form MGT 9 is annexed herewith as “Annexure B”.

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

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. During the year under review, the Company had no earnings and expenditure in foreign exchange.

**DIRECTORS RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, your directors hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts for the financial year ended March 31, 2016, on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

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

#### **CORPORATE GOVERNANCE**

Since, the paid-up capital of the Company is less than Rs. 10 Crores and Net worth is less than Rs. 25 Crores, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavor to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land.

The management of Company believes that it will further enhance the level of Corporate Governance in the Company.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The Company is not required to spend any amount in respect of Corporate Social Responsibility as provisions relating to Corporate Social Responsibility under Section 135 of Companies Act, 2013 is not applicable to Company.

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

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

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There has been no significant and material order passed by any regulator, courts or tribunals impacting the going concern status and operations of the Company in future.

#### **DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT U/S 143 OF THE COMPANIES ACT, 2013**

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2015-2016.



### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report has been appended separately, which forms part of this report and the Annual Report.

### **ACKNOWLEDGMENT**

Your Directors wish to express their sincere appreciation for the support and cooperation, which the Company continues to receive from its clients, Banks, Government Authorities, Financial Institutions and associates and are grateful to the shareholders for their continued support to the Company. Your Directors place on record their appreciation for the contributions made and the efforts put in by the management team and employees of the Company at all level.

**By the order of the Board  
For Crazy pricing Online Services Limited**

**Sd/-  
Kiran Mittal  
Director  
DIN: 00749457**

**Sd/-  
Sumant Kumar  
Director  
DIN: 07115801**

**Date: 13/08/2016**

**Place: New Delhi**

**Annexure-A**

**AMIT KUMAR**

**Company Secretaries**  
Unit No. 805, 8<sup>th</sup> Floor,  
Krishna Apra Business Square,  
Netaji Subhash Place,  
Pitampura,  
New Delhi-110034  
Email: amitkumar\_cs@hotmail.com

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

For the financial year ended 31<sup>st</sup> 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]

**SECRETARIAL AUDIT REPORT**

For the financial year ended 31<sup>st</sup> March 2016

CIN	L74999DL1984PLC018747
AUTHORISED CAPITAL	Rs. 8,01,34,000/-
PAID UP CAPITAL	Rs. 24,80,000/-

To,

The Members,

**CRAZYPRICING ONLINE SERVICES LIMITED**  
Shop No. 325, Plot No. 3, Aggarwal Plaza,  
DDA Community Center, Sector-14, Rohini,  
New Delhi-110085

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CRAZYPRICING ONLINE SERVICES LIMITED** ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon.

**CONTINUATION SHEET**

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has (during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016) complied with the statutory provisions listed hereunder (subject to qualifications mentioned) and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported 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 31<sup>st</sup> March, 2016 according to the provisions of -

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made under that Act;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- iv. ~~The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI);~~
- 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, 1992; and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15, 2015;

**CONTINUATION SHEET**

- ~~(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;~~
- ~~(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;~~
- ~~(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;~~
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- ~~(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and~~
- ~~(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;~~

**We have also examined the compliance of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements/ SEBI(Listing obligations & Disclosure Requirements) Regulations, 2015) entered into by the Company with Delhi Stock Exchange. However, SEBI vide its Order No. WTM/PS/45/MDR/DSA/NOV/2014 dated 19<sup>th</sup> November, 2014, had withdrawn the recognition granted to the Delhi Stock Exchange (DSE) Limited.

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 observations:

*The Company has not filed its Balance Sheet, Annual Return and other relevant annual filing forms, if any, with the Registrar of Companies (ROC) for the financial year 2014-15 during the financial year under review.*

**CONTINUATION SHEET**

*The Company has not complied with the provisions of section 203 of the Companies Act, 2013.*

**We further report that:**

The constitution of Board of Directors of the Company consists of one executive, one non-executive and two independent directors.

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, if any, are captured and recorded as part of the minutes.

**For AMIT KUMAR  
Company Secretaries**

Sd/-  
Amit Kumar  
Proprietor  
FCS-5917  
CP-6184

Place: New Delhi  
Date: 30-05--2016

**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 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 & OTHER DETAILS:**

I	CIN	L74999DL1984PLC018747
II	Registration Date	20/07/1984
III	Name of the Company	Crazypricing Online Services Limited
IV	Category/Sub-category of the Company	Company Limited by shares
V	Address of the Registered office and contact details	Shop No. 325, Plot No. 3, Aggarwal Plaza, DDA Community Center, Sector-14, Rohini, New Delhi-110085
VI	Whether listed Company	Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	<b>Beetal Financial &amp; Computer Services (P) Limited</b> <b>Address:</b> Beetal House, 3rd floor ,99 Madangir, Behind Local Shopping centre, Near Dada Harsukhdas Mandir, New Delhi, Delhi 110062 <b>Ph.:</b> 011-2996 1281

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

S. No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Retail Sale Via e-commerce  (trading of all type of Computer,hardware, software, Industrial Automobile electronics and electrical products)	{99625840}	100

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NOT APPLICABLE					

#### **IV SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)**

##### **i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	22,843	22,843	9.21%	-	22,843	22,843	9.21%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	-	22,843	22,843	9.21%	-	22,843	22,843	9.21%	0.00%
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%

d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	-	22,843	22,843	9.21%	-	22,843	22,843	9.21%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	-	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	-	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	-	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	-	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	-	-	-	-	0.00%	0.00%
g) FIs	-	-	-	-	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	-	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	34700	-	34,700	13.99%	34700	-	34,700	13.99%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b)									



Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	160,356	160,356	64.66%	-	160,356	160,356	64.66%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Others (specify)- HUF	-	30,101	30,101	12.14%	-	30,101	30,101	12.14%	0
Non Resident Indians	-	-	-	0.00%	0.00%	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	0.00%	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	0.00%	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	0.00%	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	0.00%	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	0.00%	-	-	0.00%	0.00%
Sub-total (B)(2):-	34700	190,457	225,157	90.79%	34700	190,457	225,157	90.79%	0.00%
Total Public (B)	34700	190,457	225,157	90.79%	34700	190,457	225,157	90.79%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	0.00%	-	-	0.00%	0.00%

Grand Total (A+B+C)	34,700	213,300	248,000	100.00%	34,700	213,300	248,000	100.00%	0.00%
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(ii) **SHARE HOLDING OF PROMOTERS**

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year#
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company#	% of Shares Pledged / encumbered to total shares	
1	Kiran Mittal	22,843	9.21%	0	22,843	9.21%	0	0
	<b>Total</b>	<b>22,843</b>	<b>9.21%</b>	<b>0</b>	<b>22,843</b>	<b>9.21%</b>	<b>0</b>	<b>0</b>

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (please specify if there is no change)**

During the year ended March 31, 2016, there is no change in shareholding of Promoters of the Company.

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

SN	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Profound Finance Private Limited</b>				
	At the beginning of the year	34,700	13.99%	34,700	13.99%
	Shares acquired/sold	-	-	-	-
	At the end of the year			34,700	13.99%
2	<b>RAMAN GOYAL</b>				

	At the beginning of the year	10,000	4.03%	10,000	4.03%
	Shares acquired by way of transfer	-	-	-	-
	At the end of the year			10,000	4.03%
<b>3</b>	<b>GIRDHARI LAL MANGAL HUF</b>				
	At the beginning of the year	6,500	2.62%	6,500	2.62%
	Shares acquired by way of transfer	-	--	-	-
	At the end of the year			6,500	2.62%
<b>4</b>	<b>RAJESH KUMAR JAIN</b>				
	At the beginning of the year	6,000	2.42%	6,000	2.42%
	Shares acquired by way of transfer			-	-
	At the end of the year			6,000	2.42%
<b>5</b>	<b>GIRDHARI LAL MANGAL</b>				
	At the beginning of the year	6,000	2.42%	6,000	2.42%
	Shares acquired by way of transfer			-	-
	At the end of the year			6,000	2.42%
<b>6</b>	<b>SHALINI MANGAL</b>				
	At the beginning of the year	5,000	2.02%	5,000	2.02%
	Shares acquired by way of transfer			-	-
	At the end of the year			5,000	2.02%
<b>7</b>	<b>VINOD BANSAL</b>				
	At the beginning of the year	5,000	2.02%	5,000	2.02%
	Shares acquired by way of transfer			-	-
	At the end of the year			5,000	2.02%

<b>8</b>	<b>VINOD BANSAL-HUF</b>				
	At the beginning of the year	5,000	2.02%	5,000	2.02%
	Shares acquired by way of transfer			-	-
	At the end of the year			5,000	2.02%
<b>9</b>	<b>VIRINDER KUMAR BANSAL</b>				
	At the beginning of the year	5,000	2.02%	5,000	2.02%
	Shares acquired by way of transfer			-	-
	At the end of the year			5,000	2.02%
<b>10</b>	<b>RENU BANSAL</b>				
	At the beginning of the year	5,000	2.02%	5,000	2.02%
	Shares acquired by way of transfer			-	-
	At the end of the year			5,000	2.02%

(v) **Shareholding of Directors and Key Managerial Personnel**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Kiran Mittal	22,843	9.21%	22,843	9.21%

(vi) **INDEBTEDNESS**

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

(Amt.  
Rs./Lacs)

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

**(Vii) Remuneration of Directors and Key Managerial Personnel**

**a. Remuneration to Managing Director, Whole time Director and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of the MD/WTM/Manager	Total Amount (Rs.)
1	Gross salary	N.A	N.A
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961 (Rs.)	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (Rs.)	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961(Rs.)	-	-
2	Stock option(Rs.)	-	-

	Sweat Equity	-	-
	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

**b. Remuneration to Other Directors:**

Sl. No.	Particulars of Remuneration	Name of the Directors	Total Amount
<b>1</b>	<b>Independent Directors</b>		
	(a) Fee for attending board committee meetings	-	-
	(b) Commission	-	-
	(c ) Others, please specify	-	-
	Total (1)	-	-
<b>2</b>	<b>Other Non Executive Directors</b>		
	(a) Fee for attending board committee meetings	-	-
	(b) Commission	-	-
	(c ) Others, please specify.	-	-
	Total (2)	-	-
	<b>Total (B)=(1+2)</b>	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act.	-	-

**c. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

Sl. No.	Particulars of Remuneration	Company Secretary	CFO	Total
	<b>Gross Salary</b>			
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	N.A	N.A	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit others, specify	-	-	-

5	Others, please specify	-	-	-
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Viii PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

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

By the order of the Board  
For Crazy pricing Online Services Limited

Sd/-  
Kiran Mittal  
Director  
DIN: 00749457

Sd/-  
Sumant Kumar  
Director  
DIN: 07115801

Date: 13/08/2016  
Place: New Delhi

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. OPERATING RESULTS OF THE COMPANY**

The Financial Year 2015-16 closed with revenue of Rs. 66,950/- as compared to revenue of Rs. 2,85,500/- of the previous financial year 2014-15. The net profit before tax and prior period adjustments for the year stood at Rs. 5,615/- as against profit of Rs. 52,205/- in the immediate preceding financial year.

**2. INDUSTRY STRUCTURE AND DEVELOPMENT**

The principal activities of the Company are:

- i) The Company carry on the business to buy, sell, import, export, exchange, store, hold and marketing of all types of computers, hardware, software, consumer goods, electronic goods, industrial automobile electronics, electrical products and every type of product and goods in India and abroad through various channels viz. Internet portal, websites or any other electronics mode.
- ii) To carry on the business of trading, marketing, supplying, dealing, importing and exporting of/ in kinds of durable, consumable and other products and goods of day to day use in India and abroad through internet portal website or any other electronic mode.

**3. Threats:**

- i) With the increase in business segment, the competition has increased from Domestic and other developed countries.
- ii) Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

**4. PROSPECT & OUTLOOK**

The management is of the view that the future prospects of your company are bright and the performance in the current year is expected to be very well. The committed customers of the company are expected to place more orders, which ultimately affect the top line of the company, positively.

**5. RISKS AND CONCERNS**

The Company has taken adequate preventive ad precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.



## 6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company.

## 7. HUMAN RESOURCES

Human Resources are highly valued assets at Crazypricing Online Services Limited. The company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

By the order of the Board  
For Crazy pricing Online Services Limited

Sd/-  
Kiran Mittal  
Director  
DIN: 00749457

Sd/-  
Sumant Kumar  
Director  
DIN: 07115801

Date: 13/08/2016

Place

**Mittal Nirbhay & Company**

*Chartered Accountants*  
 36, 2<sup>nd</sup> Floor, Gola Market  
 Behind Golcha Cinema, Daryanganj  
 New Delhi - 110002  
 Mob- 9899729200

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**  
**CRAZYPRICING ONLINE SERVICES LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of "CRAZYPRICING ONLINE SERVICES LIMITED" ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> 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 of 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit/loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give a statement on the matters specified in paragraphs 3 and 4 of the Order, refer "Annexure A"
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 litigations which would impact its financial position.
    - 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 Mittal Nirbhay & Co.  
**Chartered Accountants**  
 Firm Registration No:013097C

Sd/-  
**Kamal Kumar**  
**Partner**  
 M.No:502549  
**Place: New Delhi**  
**Date:30/05/2016**



**"ANNEXURE A" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CRAZYPRICING ONLINE SERVICES LIMITED**

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, these fixed assets have been physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company does not have immovable properties. Thus, paragraph 3(i)(c) of the order is not applicable.
- (ii) The company is a service company, primarily providing services in advertisement services. Accordingly it does not hold any physical inventory. Thus, paragraph 3(ii) of the order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, forms & Registers, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act 2013. Thus, paragraph 3(iii)(a), (b) & (c) of the order is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, forms and registers, the Company has not granted loans, made investments, given guarantees and security. Thus, paragraph 3(iv) of the order is not applicable.
- (v) The Company has not accepted deposits. Thus, paragraph 3(v) of the order is not applicable.
- (vi) As per information & explanation given to us, the reporting requirements with regard to maintenance of cost records by the company as prescribed under section 148(1) of the Act are not applicable for any of the services rendered by the company.
- (vii) (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, to the extent applicable, to the appropriate authorities. According to the information and explanations given to us, there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and records of the company examined by us, there are no amounts payable in respect of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any disputes.
- (viii) According to the information and explanations given to us and records of the company examined by us, the company has not raised loan or borrowings from financial institution, bank, government and debenture holders. Thus, paragraph 3(viii) of the order is not applicable.
- (ix) According to the information and explanations given to us and records of the company examined by us, the company has not raised moneys from public offer or further public offer (including debt

- instruments) and term loans. Thus, paragraph 3(ix) of the order is not applicable.
- (x) During the course of our examination of the books and records of the Company and according to the information and explanations given to us & on the basis of written representations obtained, we have neither come across any instance of material fraud on or by the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanations given to us and records of the company examined by us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The company is not Nidhi company. Thus, paragraph 3(xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us, written representations obtained and records of the company examined by us, all transactions with the related parties are in compliance with section 177 and section 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements etc., as required by the relevant applicable accounting standards.
- (xiv) The company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Thus, paragraph 3(xiv) of the order is not applicable.
- (xv) According to the information and explanations given to us, written representations obtained, forms filed, registers & other records of the company examined by us, the company has not entered into any non-cash transactions with directors or persons connected with him. Thus, paragraph 3(xiv) of the order is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Mittal Nirbhay & Co.**  
**Chartered Accountants**  
 Firm Registration No:013097C

Sd/-  
**Kamal Kumar**  
**Partner**  
 M.No:502549  
**Place: New Delhi**  
**Date:30/05/2016**

**"ANNEXURE B" REFERRED TO IN PARAGRAPH 2 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CRAZYPRICING ONLINE SERVICES LIMITED**

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

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

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI").

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that



- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 ICAI.

For **Mittal Nirbhay & Co.**  
**Chartered Accountants**  
Firm Registration No:013097C

Sd/-  
**Kamal Kumar**  
**Partner**  
M.No:502549  
**Place: New Delhi**  
**Date:30/05/2016**

CRAZYPRICING ONLINE SERVICES LIMITED			
CIN - L74999DL1984PLC018747			
(Formerly Known As Victor Leasing Limited)			
BALANCE SHEET AS AT 31ST MARCH, 2016			
PARTICULARS	NOTE No.	As At 31st March, 2016	As At 31st March, 2015
<b>I EQUITY &amp; LIABILITIES</b>			
<b>1 SHARE HOLDERS' FUND</b>			
Share Capital	2	2,480,000	2,480,000
Reserves & Surplus	3	1,349,572	1,345,692
		3,829,572	3,825,692
<b>2 NON-CURRENT LIABILITIES</b>			
Deferred Tax Liabilities (Net)		-	-
		-	-
<b>3 CURRENT LIABILITIES</b>			
Other Current Liabilities	4	40,625	22,000
Short Term Provisions	5	1,735	16,131
		42,360	38,131
<b>TOTAL</b>		<b>3,871,932</b>	<b>3,863,823</b>
<b>II ASSETS</b>			
<b>1 NON-CURRENT ASSETS</b>			
<b>Fixed Assets</b>			
Tangible Assets		-	-
		-	-
Non-Current Investments	6	-	-
		-	-
<b>2 CURRENT ASSETS</b>			
Cash & Cash Equivalents	7	3,871,932	3,863,823
		3,871,932	3,863,823
<b>TOTAL</b>		<b>3,871,932</b>	<b>3,863,823</b>
<i>Significant Accounting Policies and Notes on Financial Statements</i>	1 to 12		
<i>Schedule referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>As per our Separate Report of even date annexed</i>			
<b>For MITTAL NIRBHAY &amp; CO.</b>			
Chartered Accountant			
FRN - 0130397C			
Sd/-		Sd/-	
Kamal Kumar		JATINDER SINGH	
Partner		Director	
Membership No. 502549		DIN - 06687716	
		Sd/-	
		BISHAN DAS	
Place: New Delhi		Director	
Date: 30/05/2016		DIN - 06687724	



CRAZYPRICING ONLINE SERVICES LIMITED			
CIN - L74999DL1984PLC018747			
(Formerly Known As Victor Leasing Limited)			
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016			
PARTICULARS	NOTE No.	31st March, 2016	31st March, 2015
<b>INCOME</b>			
I Revenue From Operations		-	-
II Other Income	8	66,950	285,500
III <b>Total Revenue</b>		<b>66,950</b>	<b>285,500</b>
<b>EXPENDITURE</b>			
IV Employee Benefits Expense	9	24,680	148,880
Depreciation & Amortization Expense		-	-
Other Expenses	10	36,655	84,415
<b>Total Expenditure</b>		<b>61,335</b>	<b>233,295</b>
<b>Profit before Exceptional and extraordinary Items and tax</b>		<b>5,615</b>	<b>52,205</b>
Exceptional Items		-	-
<b>Profit before extraordinary Items and tax</b>		<b>5,615</b>	<b>52,205</b>
Extraordinary Items		-	-
V <b>Profit before tax</b>		<b>5,615</b>	<b>52,205</b>
VI <b>Less: Tax Expense</b>			
Current Tax		1,735	16,131
Deferred Tax Adjustment - Cr / (Dr)		-	(134,942)
Tax Adjustments for Earlier Year			
<b>Profit / (Loss) After Taxes</b>		<b>3,880</b>	<b>171,016</b>
VII <b>PROFIT / (LOSS) FOR THE YEAR</b>		<b>3,880</b>	<b>171,016</b>
<b>VIII EARNINGS PER EQUITY SHARE:</b>			
Profit After Tax attributable to Equity Shareholders		3,880	171,016
Number of Equity Shares		248,000	248,000
Basic Earnings per share	11	0.02	0.69
Diluted Earnings per share		0.02	0.69
<b>and Notes on Financial</b>	<b>1 to 12</b>		
<i>Schedule referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>As per our Separate Report of even date annexed</i>			
<b>For MITTAL NIRBHAY &amp; CO.</b>			
Chartered Accountant			
FRN - 0130397C			
Sd/-		Sd/-	
Kamal Kumar		JATINDER SINGH	
Partner		Director	
Membership No. 502549		DIN - 06687716	
		Sd/-	
		BISHAN DAS	
		Director	
Place: New Delhi		DIN - 06687724	
Date: 30/05/2016			

Crazypricing Online Services Limited		
CIN - L74999DL1984PLC018747		
(Formerly Known As Victor Leasing Limited)		
Cash Flow Statement For The Year Ended 31st March,2015		
Particulars	As At 31st March,2016	As At 31st March,2015
<b>A Cash Flow From Operating Activities</b>		
Net Profit Before Tax	5,615	52,205
Adjustments For:		
Interest Income	-	-
Loss on Sale of Fixed Assets	-	-
Depreciation & Amortization Expenses	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>5,615</b>	<b>52,205</b>
<i>Adjustment For Working Capital Changes:</i>		
(Increase) /Decrease In Trade & Other Receivables	-	-
(Increase) /Decrease In Other Current Liabilities	18,625	7,000
(Increase) /Decrease In Short Term Provision	(14,396)	4,203
(Increase) /Decrease In Short Term Loans and Advances	-	-
(Increase) /Decrease In Other Current Assets	-	-
Increase/(Decrease) In Trade & Other Payables	-	-
<b>Cash Generated From Operations:</b>	<b>9,844</b>	<b>63,408</b>
Direct Tax Paid	(1,735)	(16,131)
<b>Net Cash From Operating Activities</b>	<b>8,109</b>	<b>47,277</b>
<b>B Cash Flow From Investing Activities</b>		
Loan To Subsidiary	-	-
(Purchase)/Sale of Fixed Assets	-	527,818
Interest Income	-	-
Loss of Subsidiary Company	-	-
Non-Current Investments	-	600,000
<b>Net Cash Used In Investing Activities</b>	<b>-</b>	<b>1,127,818</b>
<b>C Cash Flow From Financing Activities:</b>		
Proceeds From Preference Shares	-	-
Proceeds Of Short Term Borrowings	-	-
Dividend Paid		
<b>Net Cash Generated From Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>8,109</b>	<b>1,175,095</b>
D Cash Balance & Cash Equivalents At The Beginning Of The Year (After Amalgation)	3,863,823	2,688,728
E Cash Balance & Cash Equivalents At The End Of The Year	3,871,932	3,863,823
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>8,109</b>	<b>1,175,095</b>
<i>As per our Separate Reprint of even date annexed</i>		
<b>For MITTAL NIRBHAY &amp; CO.</b>		
<b>Chartered Accountant</b>		
<b>FRN - 0130397C</b>		
<b>Sd/-</b>	<b>Sd/-</b>	
<b>Kamal Kumar</b>	<b>JATINDER SINGH</b>	
<b>Partner</b>	<b>Director</b>	
<b>Membership No. 502549</b>	<b>DIN - 06687716</b>	
	<b>Sd/-</b>	
	<b>BISHAN DAS</b>	
	<b>Director</b>	
	<b>DIN - 06687724</b>	

CRAZYPRICING ONLINE SERVICES LIMITED				
CIN - L74999DL1984PLC018747				
(Formerly Known As Victor Leasing Limited)				
Notes Forming Part of the Financial Statements for the Year Ended 31st Mar, 2016				
<b>2 Share Capital</b>				
Particular	As At 31st March,2016		As At 31st March,2015	
	Number	Amount	Number	Amount
<b>Authorised Capital</b>				
Equity Share Of Rs 10 Each	263,400	2,634,000	263,400	2,634,000
7% Non-Convertible Redemable Preference Share Of Rs 100/- Each	775,000	77,500,000	775,000	77,500,000
<b>Issued, Subscribed And Paid Up Capital</b>				
Equity Share Of Rs 10 Each	248,000	2,480,000	248,000	2,480,000
7% Non-Convertible Preference Share Of Rs 45/- Each	-	-	-	-
Call In Advance	-	-	-	-
<b>Total</b>	<b>248,000.00</b>	<b>2,480,000</b>	<b>248,000.00</b>	<b>2,480,000</b>
<b>2(i) Reconciliation Of The Number Of Shares Outstanding At The Beginning And At The End Of The Year</b>				
Particulars	As At 31st March,2016		As At 31st March,2015	
	Number	Amount	Number	Amount
<b>Equity Shares</b>				
At The Beginning Of The Year	248,000	2,480,000	248,000	2,480,000
Issued During The Year	-	-	-	-
<b>Outstanding At The End Of The Year</b>	<b>248,000</b>	<b>2,480,000</b>	<b>248,000</b>	<b>2,480,000</b>
<b>7% Non-Convertible Redemable Preference Share</b>				
At The Beginning Of The Year	-	-	-	-
Issued During The Year	-	-	-	-
Forfeited During The Year	-	-	-	-
<b>Outstanding At The End Of The Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2(ii) Details Of The Shares Of The Company Held By Each Shareholder Holding More Than 5% Shares</b>				
Particulars	As At 31st March,2016		As At 31st March,2015	
	Number of Shares hold	% of Holding	Number of Shares hold	% of Holding
<b>Equity Shares</b>				
Strategybot Finance Private Limited	34,700	14	34,700	14
(Formerly Known as Profound Finance Private limited)				
Kiran Mittal	22,843	9	22,843	9

CRAZYPRICING ONLINE SERVICES LIMITED			
CIN - L74999DL1984PLC018747			
(Formerly Known As Victor Leasing Limited)			
Notes Forming Part of the Financial Statements for the Year Ended 31st Mar, 2016			
3	Reserve & Surplus		
	Particulars	As At 31st March,2016	As At 31st March,2015
a	Surplus In Statement Of Profit And Loss		
	As Per Last Balance Sheet	(62,008,271)	(62,179,287)
	Add:- Profit/(Loss) For The Year	3,880	171,016
	Closing Balance (a)	(62,004,391)	(62,008,271)
	Particulars	As At 31st March,2016	As At 31st March,2015
b	Capital Reserve		
	As Per Last Balance Sheet	63,353,963	63,353,963
	Addition during the Year	-	-
	Closing Balance (b)	63,353,963	63,353,963
	Grand Total (a)+(b)	1,349,572	1,345,692
4	Other Current Liabilities		
	Particulars	As At 31st March,2016	As At 31st March,2015
	Salary Payable	12,000	7,000
	Audit Fees Payable	28,625	15,000
			-
	Total	40,625	22,000
5	Short Term Provisions		
	Particulars	As At 31st March,2016	As At 31st March,2015
	Provision for Income Tax	1,735	16,131
	Total	1,735	16,131
6	Non Current Investment ( Unless Otherwise Specified		
	Particulars	As At 31st March,2016	As At 31st March,2015
	Investments		
	Investments In Wholly Owned Subsidiary Unquoted		
	Crazypricing Etail Private Limited		
	60000 Equity Shares @ Rs 10 Each Fully Paid	-	-
	Total	-	-
7	Cash & Cash Equivalent		
60	Page Particulars	As At 31st March,2016	As At 31st March,2015
	Cash On Hand	3,871,932	3,863,823

7	<b>Cash &amp; Cash Equivalent</b>		
	<b>Particulars</b>	<b>As At 31st March,2016</b>	<b>As At 31st March,2015</b>
	Cash On Hand	3,871,932	3,863,823
	Total	<b>3,871,932</b>	<b>3,863,823</b>
8	<b>Other Income</b>		
	<b>Particulars</b>	<b>For the Year 31st March,2016</b>	<b>For the Year 31st March,2015</b>
	Online Trading Tutorials	66,950	285,500
	Interest	-	-
	Total	<b>66,950</b>	<b>285,500</b>
9	<b>Employees Benefits Expences</b>		
	<b>Particulars</b>	<b>For the Year 31st March,2016</b>	<b>For the Year 31st March,2015</b>
	Salary And Wages	24,000	144,000
	Staff Welfare	680	4,880
	Total	<b>24,680</b>	<b>148,880</b>
10	<b>Other Expences</b>		
	<b>Particulars</b>	<b>For the Year 31st March,2016</b>	<b>For the Year 31st March,2015</b>
	Legal And Professional Charges	-	28,000
	<b>Payments To The Auditors as</b>		
	(A) Audit Fees	28,625	15,000
	(B) Taxaton Matters		
	Office Maintainance	4,340	18,340
	Printing & Stationary	2,450	9,450
	Conveyance	1,240	8,880
	Computer Repair & Maint.	-	4,745
	Miscellaneous Expences		-
	Total	<b>36,655</b>	<b>84,415</b>
11	<b>Earning Per Shares</b>		
	<b>Particulars</b>	<b>For the Year 31st March,2016</b>	<b>For the Year 31st March,2015</b>
	Profit After Tax	3,880	171,016
	Weighted Average Number Of Equity Shares Basis & Diluted	248,000	248,000
	Nominal Value Of Shares(Rs)	10	10
	Earning Per Share Basis & Diluted(Rs)	0.02	0.69

CRAZYPRICING ONLINE SERVICES LIMITED (Formerly Known As Victor Leasing Limited)	
CIN - L74999DL1984PLC018747	
Notes:13	forming part of the financial statements
Note	Particulars
<b>1</b>	<b><u>1.Basis of Preparation of Financial Statements</u></b>
	The Financial Statements of the Company have been prepared in accordance with generally accepted accounting principles in India. The Company has prepared these financial statement to comply in all material respects with the accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013, read with General Circular 8/2014 dated April 4,2014 issued by the Ministry of Corporate Affairs. The financial statement have been prepared under the historical cost convention on an accrual basis. The accounting policies adopted in the preparation of financial statement are consistent with those of previous year. However petty expenses are on payment basis.
<b>2</b>	<b><u>Use of estimates</u></b>
	The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates and assumptions are based on the management's best knowledge of current events and actions the difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.
<b>3</b>	<b><u>Earnings Per Share</u></b>
	In determining the earnings per share (EPS), the company considers the net profit after tax and includes the post tax effect of any extraordinary / exceptional item. In the absence of any dilutive effect of equity shares, the basic and diluted EPS are calculated on the same basis. The number of shares used in computing basic and diluted earnings per shares is the weighted average number of equity shares outstanding during the period
<b>4</b>	<b><u>Provisions, Contingent Liabilities and Contingent Assets</u></b>
	A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Provision for expenditure relating to voluntary retirement is made when the employee accepts the offer of early retirement
<b>5</b>	<b><u>General Notes To The Accounts</u></b>
<b>5.1</b>	The Company is a Small and Medium Sized Company (SMC) as defined in the General Instruction in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company
<b>5.2</b>	There is no amount due to any small scale Industrial unit.
<b>5.3</b>	No interest is paid or due to any Micro, Small or Medium Enterprises under The Micro, Small & Medium Enterprises Development Act; 2006
<b>5.4</b>	The current assets will fetch the value atleast as shown in the balance sheet, if realized in the ordinary course of business.
<b>5.5</b>	The balances due to/from the Parties are subject to their confirmations & reconciliation. All the amounts recoverable and payable are as per the books of accounts.
<b>5.6</b>	All payments exceeding Rs.20,000/- have been made by 'Account Payee' crossed cheques / Bank 1Drafts / Pay Orders only for all kinds of expenses as required under Income Tax Act, 1961 & Rules made there under (Not verified by auditors as issued / received cheques are with banks).

<b>5.5</b>	The balances due to/from the Parties are subject to their confirmations & reconciliation. All the amounts recoverable and payable are as per the books of accounts.
<b>5.6</b>	All payments exceeding Rs.20,000/- have been made by 'Account Payee' crossed cheques / Bank Drafts / Pay Orders only for all kinds of expenses as required under Income Tax Act, 1961 & Rules made thereunder (Not verified by auditors as issued / received cheques are with banks).
<b>5.7</b>	In case of loans and advances taken and given, all such receipts and payments were by 'Account Payee' crossed Cheques / Bank Drafts/Pay Orders as required under Income Tax Act, 1961 and rules made thereunder. (Not verified by auditors as issued / received cheques are with banks)
<b>5.8</b>	<p>(a) that in the preparation of the annual accounts for the financial year ended 31st March 2016 the applicable accounting standards, principles &amp; system had been followed along with proper explanation relating to material departures;</p> <p>(b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;</p> <p>(c) that the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;</p>
<b>5.9</b>	The Company did not accept any public deposit u/s 58A during the year under the provisions of Companies Act, 2013.
<b>5.10</b>	No personal expenses of any director of the company have been charged to the revenue account of the company.
<b>5.11</b>	<p>Fixed Assets are stated at original cost less accumulated depreciation. Cost is inclusive of taxes, duties, erection/commissioning expenses and other identifiable direct expenses.</p> <p><b>Depreciation</b></p> <p>The Company has provided depreciation:-</p> <p>On all the assets and additions therein except Vehicle under Straight Line Method on the basis of Estimated Life of Assets i.e. over the period of 3 years and on Vehicles depreciation under Straight Line Method as per the rates specified under Schedule XIV of the Companies Act, 2013 on the pro-rata basis.</p> <p>Individual items of fixed assets purchased in small quantities and value for the same not exceeding Rs 5,000/- are fully depreciated in the year of acquisition.</p>
<b>5.12</b>	There have been no major events subsequent to the date of balance sheet affecting the financial position of the Company till date.
<b>5.13</b>	The Directors have certified that there are no certain or contingent liabilities except as provided in the accounts.
<b>5.14</b>	There are no Expenditure / Income in foreign currency during the year.
<b>5.15</b>	(a) All the income & expenditure has been certified & verified by the directors of the company to be true & correct in all respects.

<b>5.14</b>	There are no Expenditure / Income in foreign currency during the year.
<b>5.15</b>	<p>(a) All the income &amp; expenditure has been certified &amp; verified by the directors of the company to be true &amp; correct in all respects.</p> <p>(b) The Accounts have been prepared by the directors and are certified by them to be true and correct as per their knowledge &amp; belief. There are no such entries / statements / documents which is not believed by the Directors to be true and correct or based on any other person's explanation (including the auditors) /statement or documents as same has been verified by them properly. These notes clarify the various matters of accounts, financial matters &amp; business of the company.</p>
<b>5.16</b>	These notes on accounts form integral part of Balance Sheet & Statement of Profit and Loss of the company of Financial Year 2015-16 and are subject to these in all respects



[illegible]

**ATTENDANCE SLIP**

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

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

*\*Applicable for investors holding shares in Electronic form.*

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Saturday, the 10th day of September, 2016 at 11:00 A.M., at the Registered Office of the Company situated at Shop No. 325, Plot No. 3, Aggarwal Plaza, DDA Community Center, Sector-14, Rohini, New Delhi-110085.

**Signature of the Member/Proxy**

**(To be signed at the time of handing over the slip)**

**Form No. MGT-11****Proxy Form**

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

**CIN: L74999DL1984PLC018747**

**Name of the Company: Crazy Pricing Online Services Limited**

**Venue of the Meeting: Shop No.325,Plot No. 3, Aggarwal Plaza, DDA Community center, Sector-14, Rohini, New Delhi-110085**

**Date and Time: 10<sup>th</sup> September, 2016 at 11:00 A.M.**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

<b>Name</b>	
<b>Address</b>	
<b>DP-ID/CLIENT-ID*</b>	
<b>Regd. Folio No.</b>	
<b>No. of shares held</b>	

*\*Applicable for investors holding shares in Electronic form.*

I/We, being the member(s) of ..... shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 10<sup>th</sup> September, 2016 at 11:00 A.M. at Shop No. 325, Plot No. 3, Aggarwal Plaza, DDA Community Center, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

\*\* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolution	Number of shares held	For	Against
<b>ORDINARY BUSINESS:</b>				
1	Adoption of Financial Statements			
2	Appointment of Ms. Kiran Mittal as a director Liable to retire by rotation			
3	To Appoint M/S V.N. Purohit as the Statutory Auditor of the Company			
<b>SPECIAL BUSINESS:</b>				
4.	Appointment of Mr. Prem Prakash Gandhi (DIN: 07062091) as an Independent Director.			
5.	Appointment of Mr. Jai Bhagwan Aggarwal (DIN: 07498421) as an Independent Director			
6.	Appointment of Mr. Hitesh Rai Makhija (DIN: 07509495) as an Independent Director			
7.	Appointment of Mr. Sumant Kumar (DIN: 07115801) as a Director			
8.	Increase the Limit under Section 180(1)(C) of Companies Act, 2013			
9.	Adoption of New Set of Article of Association			
10.	Adoption of New Set of Memorandum of Association			

\*\* This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature of shareholder .....

Signature of Proxy holder(s) .....

Signed this ..... Day of ..... 2016

Affix One Rupee  
Revenue Stamp

**Note:**

- a. 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.
- b. A Proxy need not be a member of the Company.
- c. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

### Route Map to the AGM Venue

