

Porsche Capital Market Limited



23RD ANNUAL REPORT For the Financial Year 2014-2015

COMPANY INFORMATIONBOARD OF DIRECTORS

Mr. Ranjeet Arya
(Non- Executive / Non Independent Director)

Mr. Ummed Singh
Non Independent Director (Executive Director)-WTD

Ms. Renu
(Non- Executive / Independent Director)

Mr. DHANESH KUMAR RAJARAM GAUTAM
(Non- Executive / Independent Director)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Dimple Toshniwal.

STATUTORY AUDITORS

M/s Vinod Maddeshiya & Associates
Chartered Accountants
H.NO.20/240, NEAR VIJAY TALKIES, GARULPUR, DEORIA (U.P.)-274001.

CORPORATE IDENTIFICATION NUMBER (CIN)

L65993DL1992PLC048483

REGISTERED OFFICE

K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037
Email: porche_capital@yahoo.in

REGISTER AND TRANSFER AGENT

SKYLINE Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I
New Delhi - 110 020
Tel.: +91 11 30857575 Fax: +91 11 30857562 |
Web: www.skylinerta.com
Email: info@skylinerta.com
Contact Person: Mr. Virender Rana
SEBI Registration No: INR000003241

INDEX

S. NO	CONTENT
1.	Notice
2.	Director's Report
3.	Secretarial Audit Report
4.	Corporate Governance Report
5.	Management Discussion and Analysis
6.	MGT-9
7.	Annual financial Statements
8.	Proxy Form
9.	Attendance Slip

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of Porsche Capital Market Limited will be held on Wednesday, 30th September, 2015 at 9:00 A.M. at K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Ranjeet Arya, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s Vinod Maddeshiya & Associates, Chartered Accountants (Firm Registration No. 18608C) and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of M/s Vinod Maddeshiya & Associates, Chartered Accountants (Firm Registration No. 18608C), be and hereby ratified as the statutory auditor of the Company and that the Board of Directors be and hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

4. **To appoint Mr. Dhanesh Kumar Rajaram Gautam (DIN: 06872233) as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Mr. Dhanesh Kumar Rajaram Gautam (DIN: 06872233), who was appointed as an Additional Director with effect from 19th January, 2015 be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years from 19th January, 2015."

5. **To appoint Ms. Renu (DIN: 07153509) as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Ms. Renu (DIN: 07153509), who was appointed as an Additional Director with effect from 08th April, 2015 be and is hereby appointed as an

Independent Director of the Company, to hold office for a term of five consecutive years from 8th April, 2015.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for appointment of Mr. Ummed Singh (DIN: 06978940) as Director of the Company.

“RESOLVED THAT Mr. Ummed Singh (DIN: 06978940) who was co-opted as an Additional Director on the board of the company with effect from 18th December, 2014 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for approving the remuneration of Mr. Ummed Singh (DIN: 06978940).

“RESOLVED THAT pursuant to the provisions of Section 196,197,203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, the appointment of Mr. Ummed Singh (DIN: 06978940) as the Whole -Time Director of the Company w.e.f. 18th December, 2014 for a period of five years on the remuneration and terms and conditions as given below, be and is hereby approved, confirmed and ratified:-

a. Remuneration

Rs. 20,000/- p.m (Rupees Twenty Thousand Only) with such annual increments/increase as may be decided by the Board of Directors from time to time.

b. Perquisites

- HRA & Transport allowances.
- Contribution to provident fund, superannuation fund and payment to gratuity as per rules of the company.
- Other Perquisites & Allowances as per service rules of the Company, as applicable.

c. Valuation of perquisites

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

d. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013 from time to time.

e. Other Terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the

provisions of the said Act or any amendments made therein or with the approval of the Central government, if required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform such acts, matters, deeds, and things, as may be necessary, to amend the terms and conditions of appointment, if necessary and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution.

By Order of the Board
For PORSCHE CAPITAL MARKET LIMITED
Sd/-
UMMED SINGH
WHOLE TIME DIRECTOR
DIN: 06978940

Date: 01.09.2015
Place: New Delhi

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members holding shares in physical form are requested to notify change in address at the Registered Office of the Company at K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037.

6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 28th September, 2015 to 30th September, 2015 (Both days inclusive).
7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

By Order of the Board
For PORSCHE CAPITAL MARKET LIMITED
Sd/-
UMMED SINGH
WHOLE TIME DIRECTOR
DIN: 06978940

Date: 01.09.2015

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Dhanesh Kumar Rajaram Gautam (DIN: 06872233) was appointed as an Additional Director with effect from 19th January, 2015, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. He may be appointed for a maximum of two consecutive terms of upto 5 years each.

He is Independent director of the company and has been holding the office of Directorship. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of his appointment as Independent Director of the Company.

He is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from his that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of his in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that he fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as an Independent Director.

The Board recommends the resolution for your approval.

Mr. Dhanesh Kumar Rajaram Gautam is interested in his respective resolution to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

ITEM NO. 5

Ms. Renu (DIN: 07153509) was appointed as an Additional Director with effect from 08.04.2015, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made

thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. She may be appointed for a maximum of two consecutive terms of upto 5 years each.

She is Independent director of the company and has been holding the office of Directorship. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of her appointment as an Independent Directors of the Company.

She is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from her that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of her in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that she fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as an Independent Director.

The Board recommends the resolution for your approval.

Ms. Renu is interested in their respective resolution to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

ITEM NO. 6 and 7

Mr. Ummed Singh (DIN: 06978940), who was appointed as an Additional Director of the Company with effect from 18.12.2014, He holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of **Mr. Ummed Singh (DIN: 06978940)** for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Ummed Singh (DIN: 06978940) was appointed as Whole time Director w.e.f. 18.12.2014, subject to the approval of Members at the ensuing Annual General Meeting and subject to the approval of the Central Government, if any, for a period of five (05) years.

The Board recommends these resolutions for your approval.

Mr. Ummed Singh (DIN: 06978940) is interested in these resolutions to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

By Order of the Board
For PORSCHÉ CAPITAL MARKET LIMITED
Sd/-
UMMED SINGH
WHOLE TIME DIRECTOR
DIN: 06978940

Date: 01.09.2015
Place: New Delhi

BOARD REPORT

Your Directors have great pleasure in presenting the 23rd Annual Report together with the Audited Accounts of the Company for the year ended at 31st March, 2015.

FINANCIAL RESULTS

The summarized performance of the Company for the years 2014-15 and 2013-14 is given below:

Particulars	For the Financial year ended as on 31st March, 2015	For the Financial year ended as on 31st March, 2014
Income	13,197,326.00	9,542,340.00
Less: Expenditure	(12,854,129.88)	(9,294,384.78)
Profit/(Loss) before taxation	343,196.12	247,955.22
Less: Tax	(113818.47)	(82050.59)
Net profit/ (Loss) after taxation	229,377.65	165,904.63

DIVIDEND

During the year under review, to plough back the profits in the business activity, no dividend is recommended this year.

FINANCIAL PERFORMANCE

During the year under review, the Company’s income is Rs. 13,197,326.00 /- as against income of Rs. 9,542,340.00 /- in 2013-14.

RESERVE AND SURPLUS

The Company has decided to transfer amount of Rs. 229,377.65/- in Reserve and Surplus.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

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

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees 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 is given as Annexure.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2015, provision of section 129 of the Companies Act, 2013 is not applicable.

STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

STATUTORY AUDITORS

The ratification of Statutory Auditors, M/s. Vinod Maddhesiya & Associates, Chartered Accountants, have been recommended for the ratification to the Shareholders for the approval for the financial year 2015-16 in terms of the provisions of section 139 of Companies Act, 2013.

AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in form no. MGT - 9 has been annexed to the Report, as Annexure.

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

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

DIRECTOR'S & COMMITTEES:

a) Changes in Directors and Key Managerial Personnel

Mr. Ummed Singh was appointed as an Additional and Whole time director of the company w.e.f 18th December, 2014, Mr. Chandan Kumar Bansraj Gautam w.e.f 02nd January, 2015, Mr. Dhanesh Kumar Rajaram Gautam w.e.f. 19th January, 2015, Ms. Geeta Devi we.f. 28th March, 2015 and Ms. Dimple Toshniwal was appointed as the Company Secretary and Compliance Officer w.e.f 02nd February, 2015.

Further, Mr. Kailash Chand Upreti, Mr. Virender Singh Rana, Mr. Diwakar Joshi and Mr. Chandan Kumar Bansraj Gautam resigned from the Company w.e.f. 18.12.2014, 02.01.2015, 19.01.2015 and 28.03.2015 respectively.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.

c) Formal Annual Evaluation of Board

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Relation committee.

SEXUAL HARASSMENT:

The Company has zero tolerance for Sexual Harassment at workplace and has adopted a Policy on prevention of Sexual Harassment in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. There was no complaint on sexual harassment during the year under review.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

BOARD MEETINGS

During the year, the Board of your company met Fifteen times on 15.05.2014, 28.05.2014, 03.06.2014, 23.07.2014, 17.07.2014, 29.07.2014, 13.08.2014, 2.09.2014, 13.11.2014, 18.12.2014, 2.1.2015, 19.1.2015, 2.2.2015, 13.2.2015 and 28.3.2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

STAKEHOLDER RELATIONSHIP COMMITTEE

The details about Composition and meeting of Stakeholders Relationship Committee have been given in the Corporate Governance report.

NOMINATION & REMUNERATION & ITS POLICY

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The details of the Composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report.

RISK MANAGEMENT POLICY

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2014 -15 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy has been updated on the website of company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

MANAGERIAL REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board have on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sanjay Kumar Jha, Proprietor of M/s Sanjay Kumar Jha & Associates, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure.

Explanation to the observations as notice in the Audit Report: The Management is searching the best person for the position and the effective steps have been taken to complete the pending e-filing

with Registrar of Companies, NCT of Delhi & Haryana and ensure that the incidence will not be happened in the future year.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future.

AUDIT OBSERVATIONS

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

HUMAN RESOURCES

There are no employees as on date on the rolls of the Company who are in receipt of Remuneration which requires disclosures under Section 134 of the Companies Act, 2013 and Companies (Particulars of Employees) Rules, 1975.

During the year under review, relationship with the employees is cordial.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 13th November, 2014, inter alia, discussed:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the

state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

ACKNOWLEDGEMENT

Directors take this opportunity to express their thanks to various departments of the Central and State Government, Bankers, Material Suppliers, Customers and Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the employees of the Company at all levels

**By Order of the Board of Directors
For Porsche Capital Market Limited**

Sd/-

Sd/-

Place: New Delhi

Date: 01.09.2015

Ummed Singh

Director

DIN 06978940

Ranjeet Arya

Director

DIN 06866559

**DISCLOSURE 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:**

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for FY 2014-15 (Rs.)	% increase in Remuneration in FY 2014-15**	Ratio of Remuneration of Director to Median Remuneration of Employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Mr. Ummed Singh, Whole Time Director	Nil	N.A.	N.A.	N.A.
2.	Ms. Dimple Toshniwal, Company Secretary	Nil	NA	N.A.	N.A.

During the year under review, Ms. Dimple Toshniwal had been appointed for the post of Company Secretary and Compliance Officer w.e.f 2nd February, 2015.

The number of permanent employees as on 31st March 2015 was 3.

Average of remuneration of employees excluding KMPs - Nil

No employee’s remuneration for the year 2014-15 exceeded the remuneration of any of the Directors.

Company’s performance has been provided in the Directors’ Report which forms part of the Board Report.

The key parameter for the variable component of key Managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS’ REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015 -NOT APPLICABLE

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Porsche Capital Market Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Porsche Capital Market Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon we report that -

- a. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
- b. We have followed the Audit Practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- c. We don't verify the correctness and appropriateness of the financial statements of the company.
- d. Where ever required, we have obtained the management representation about the compliances of law, rules and regulations and happening of events etc.
- e. The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to verification of procedures on test basis.
- f. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on our verification of the Porsche Capital Market Limited 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 my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in placed to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder; following are observations:

- During the period under audit, the Company Secretary of the Company has appointed on 2nd February, 2015 and earlier there was no Company Secretary in the Organization;
 - During the period under audit, the Company has appointed Internal Auditor but the Company failed to file e form MGT 14 in the records of Registrars of Companies, NCT of Delhi;
 - During the period under audit, the Company has not appointed Chief Financial Officer.
 - During the period under audit, there are some delay in filing intimations to the Stock Exchange;
 - During the period under audit, the Company has not filed e-Form 20B for Financial Year 2013-14 with Registrar of Companies, NCT of Delhi & Haryana;
 - The management of the Company has reported and certified that the Company has obtained requisite candidature for the appointment of Directors with the requisite fee and approvals for grant of loans and advances to any party and complied with the provisions of Section 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under duly complied for the period 1st April 2014 to 31st March 2015.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under were duly complied for the period 1st April 2014 to 31st March 2015.
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **are not applicable on the company for the FY 2014-15 as disclosed by the Management of the company.**
- (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: The Company has filed all disclosure within prescribed time and duly complied all the provisions as disclosed by the Management of the company.
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992: The Company has duly complied with all the provisions as disclosed by the Management of the company.
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: The said regulations were applicable to the company during the year ended 31-03-2015. The company has duly complied with the provisions of this regulation on the time of right issue of shares.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: The said guidelines were not applicable to the company during the year ended 31-03-2015.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: The said regulations were not applicable to the company during the year ended 31-03-2015.

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: The regulations in relation to the Companies Act and dealing with client provisions were duly complied.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 : The regulations were not applicable to the company during the year ended 31-03-2015, and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 : The regulations were not applicable to the company during the year ended 31-03-2015.
- (vi) The provisions of the Customs Act 1962, FEMA 1999 and the Central Excise Act, 1944 are not applicable during the year 2014-15 as confirmed by the management in this regard.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; **(Not notified and hence not applicable to the Company during Audit period)** and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange;

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

We further report that during the audit period the company has given full corporation and give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: 4th September, 2015

Place: New Delhi

**For S.K. Jha & Associates
Company Secretaries**

**Sanjay Kumar Jha
Prop.
M. No. -5076
C.P. No.:3749**

CORPORATE GOVERNANCE

1. PHILOSOPHY

The Company’s philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company’s philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder’s expectations. Your company has fulfilled all the existing guidelines under Clause 49 of the listing agreement.

2. BOARD OF DIRECTORS

The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors as on 31st March, 2015 are given hereunder

According to Clause 49 of the Listing Agreement with stock exchanges, an independent director is a person who is not an officer or employee of the company or its subsidiaries. The Listing Agreement also states that the person should not have a material pecuniary relationship or transactions with the company, which in the opinion of the Board, would interfere in exercising independent judgment and carrying out the responsibilities of a director.

The Companies Act, 2013, has also provided a definition of independence.

BOARD MEETING

During the year under review, Fifteen [15] Board Meetings were held on the following dates: 15.05.2014, 28.05.2014, 03.06.2014, 23.07.2014, 17.07.2014, 29.07.2014, 13.08.2014, 2.09.2014, 13.11.2014, 18.12.2014, 2.1.2015, 19.1.2015, 2.2.2015, 13.2.2015 and 28.3.2015.

The following table gives details of the Directors’ Attendance Record at the Board Meetings.

Name	Category	No. of Meetings Attended	No. of Membership In Boards of Other Companies	Attendance of each Director At last AGM	No of membership committee in other Limited Companies*	Chairmanship committee in other Limited Companies
Ranjeet Arya	Non Executive and Non Independent Director	5	NIL	No	Nil	Nil
Ummed Singh	Whole Time Director	7	01	Yes	Nil	Nil
Geeta Devi	Independent Director	7	NIL	Yes	Nil	Nil

Dhanesh Kumar Rajaram Gautam	Director	5	05	Yes	Nil	Nil
---------------------------------	----------	---	----	-----	-----	-----

*Membership / Chairman of only Audit Committee and Stakeholders Relationship Committee in public limited companies have been considered.

3. Materially significant related party transactions

Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished in the Notes to the Accounts attached with the financial statements for the year ended March 31, 2015

4. COMMITTEES OF THE BOARD

(a) Audit Committee

The Board has constituted the Audit Committee, and the Stakeholder Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees. Recommendations/decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

Terms of Reference

Apart from all the matters provided in clause 49 of the listing agreement and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

Composition

The Audit Committee of the Company consist three Directors out of which two were Independent Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law. The Chairman of the Committee was Ms. Geeta Devi.

During the year under review, the committee re-constituted on 28.03.2015 and now consists of three Directors out of which two were Independent Directors of the Company was Ms. Geeta Devi, Mr. Dhanesh Kumar Rajaram Gautam and Mr. Ummed Singh. Ms. Geeta Devi has been designated as chairman of the committee.

The committee met eleven (11) times during the financial year ended March 31st 2015 as follows: 15.05.2014, 28.05.2014, 03.06.2014, 29.07.2014, 2.09.2014, 13.11.2014, 18.12.2014, 2.1.2015, 19.1.2015, 2.2.2015 and 28.3.2015.

The attendance record of the members at the meeting were as follows

Director	Position Held in Committee	No of Meetings Held	Attended
Ms. Geeta Devi	Chairman	11	11
Mr.Dhanesh Kumar Rajaram Gautam	Member	03	03
Mr.Ummed Singh	Member	05	05

No sitting fee was paid during the year for attending meetings of Audit Committee.

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Directors’ Responsibility Statement to be included in the Board’s report in terms of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.
20. Mandatorily reviews the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
21. Review the Financial Statements of its Subsidiary company, if any.
22. Review the composition of the Board of Directors of its Subsidiary company, if any.
23. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

(b) Stakeholder Relationship Committee

During the year under review, the Stakeholder Relationship committee re-constituted on 28.03.2015 consists of three Directors out of which two were Independent Directors of the Company, Mr. Dhanesh Kumar Rajaram Gautam, Ms. Geeta Devi and Mr. Ranjeet Arya. Mr. Dhanesh Kumar Rajaram Gautam has been designated as chairman of the committee

The committee met eleven (11) times during the financial year ended March 31st 2015 as follows: 15.05.2014, 28.05.2014, 03.06.2014, 29.07.2014, 2.09.2014, 13.11.2014, 18.12.2014, 2.1.2015, 19.1.2015, 2.2.2015 and 28.3.2015.

The attendance record of the members at the meeting were as follows

Director	Position held in Committee	No of Meetings held	Attended
Mr.Dhanesh Kumar Rajaram Gautam	Chairman	03	03
Ms. Geeta Devi	Member	11	11
Mr. Ranjeet Arya	Member	11	11

Role of Stakeholder Relationship Committee

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2015

Number of Shareholders’ Complaints received during the year	Nil
Number of Shareholders’ Complaints resolved during the year	Nil
Number of Shareholders’ Complaints Pending at the end of the year	Nil

NOMINATION & REMUNERATION COMMITTEE & ITS POLICY

Our Company has constituted a nomination and remuneration committee ("Nomination and Remuneration Committee"). The committee currently comprises of three (3) Directors. Mr. Dhanesh Kumar Rajaram Gautam is the Chairman of the Nomination and remuneration committee.

The terms of reference of the remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director’s performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.

- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

During the financial year 2014-2015 Six meetings of the Committee were held as follows: 13.11.2014, 18.12.2014, 2.1.2015, 19.1.2015, 2.2.2015 and 28.3.2015.

Director	Position held in Committee	No of Meetings held	Attended
Mr. Dhanesh Kumar Rajaram Gautam	Chairman	03	03
Ms. Geeta Devi	Member	06	06
Mr. Ranjeet Arya	Member	06	06

REMUNERATION POLICY

The Company has paid remuneration of NIL to Executive cum Whole-Time Director. No remuneration has been paid by the company to Non-Executive Directors (in form of sitting fees and other expenses) during the year under review. The Company has also framed the remuneration policy and is updated on the Company’s website.

During the period under review, No Salary has been paid to any Director.

5. Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Clause 49 of the listing agreement.

6. Shareholders

Communication to Shareholders

The quarterly, half yearly and annual results are published.

Compliance Officer

Ms. Dimple Toshniwal is the Compliance Officer of the Company. She can be contacted for any investors’ related matter relating to the Company.

General Body Meetings

Annual General Meetings

Details of last three Annual General Meetings were held as per the details given below

Year	Venue	Date & Time
------	-------	-------------

2013-2014	K H -810, 2 nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi -110037.	29 th September, 2014 at 11.00 A.M.
2012-2013	A-29, Chander Vihar, Mandawali, Delhi - 110092.	30 th September, 2013 at 12.00 P.M.
2011-2012	A-29, Chander Vihar, Mandawali, Delhi - 110092.	29 th September, 2012 at 12.00 P.M.

Extra Ordinary General Meetings

During the year under review, two Extra-ordinary General Meeting were held on 2nd July, 2014 and 28th August, 2014.

7. DISCLOSURES

7.1 Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

7.2 Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI /and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

7.3 Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

7.4 Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

7.5 Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

FINANCIAL CALENDAR

Tentative calendar of events for the financial year 2015-16 (April to March) is as under: Adoption of half yearly Financial Results for:

Financial Calendar (Tentative) Results for the quarter ending

June 30, 2015	Upto 14th August, 2015
September 30, 2015	Upto 14th November, 2015
December 31, 2015	Upto 14th February, 2016
March 31, 2016	Upto 30th May, 2016

8. MEANS OF COMMUNICATION

All material information about the company is promptly submitted to the designated stock exchange i.e. Delhi Stock Exchange Limited and U.P Stock Exchange Limited where the Company’s shares are listed and Quarterly, Half-Yearly and Annual Financial Results are being sent to the exchange for the information of the shareholders and published in the Newspapers.

The financial results are also displayed on the Company’s website i.e. www.porschecapital.com

9. GENERAL SHAREHOLDERS INFORMATION

The following information would be useful to our shareholders

ANNUAL GENERAL MEETING	
Date	30 th September, 2015
Venue	K H - 810, 2 ND FLOOR, MAHIPAL PUR EXTENSION (NEAR MARUTI WORK SHOP), NEW DELHI - 110037.
Time	09:00 A.M.
FINANCIAL CALENDAR[1]	
Financial Year	1 st April 2014 - 31 st March 2015
Date of Book Closure	28 th September 2015 - 30 th September 2015

MARKET PRICE DATA

Since the equity shares are listed on the Delhi Stock Exchange and U P Stock Exchange Limited the market price of the Company’s’ equity shares are not available.

LISTING AT STOCK EXCHANGE

NAME AND ADDRESS OF STOCK EXCHANGES

Delhi Stock Exchange Limited
3/1, DSE House, Asaf Ali Road, New Delhi-110002

U P Stock Exchange Limited
14/113, Padma Tower, Civil Lines, Civil Lines, Kanpur, Uttar Pradesh 208001

The ISIN number allotted to the company for demat of shares are as under.

NSDL: INE939Q01017

CDSL: INE939Q01017

SHAREHOLDERS COMPLAINTS

Company has not received any complaint during the financial year 2014-15. There is no complaint pending.

DETAILS OF NON COMPLIANCE

There has been no instance of Non Compliance with any Legal requirement, nor have there been any strictures imposed by any stock Exchange, SEBI or any matter relating to that.

CATEGORIES OF SHAREHOLDING AS AT 31.03.2015

CATEGORY	NO OF SHARES	PERCENTAGE OF (%)
Indian Promoters	2196320	11.59
Mutual Fund	NIL	NIL
Body Corporate	9390000	49.55
Individual	681730	35.95
HUF	552250	2.91
NRI/ OCBs	NIL	NIL
Total	18950300	100

DISTRIBUTION OF HOLDINGS

SHARE OR DEBENTURE HOLDING OF VALUE OF			SHARE/DEBENTURE HOLDERS		SHARE/DEBENTURE AMOUNT	
Rs.	OR	DEBENTURE OF NOMINAL	Number	% to Total	In Rs.	% to Total
(1)			(2)	(3)	(4)	(5)
Upto	-	5,000	375	45.24	837000	0.44
5,001	-	10,000	2	0.24	20000	0.01
10,001	-	20,000	160	19.30	2269000	1.20

20,001 - 30,000	0	0.00	0	0.00
30,001 - 40,000	0	0.00	0	0.00
40,001 - 50,000	0	0.00	0	0.00
50,001 - 1,00,000	32	3.86	3100000	1.64
1,00,001 and above	260	31.36	183277000	96.71
TOTAL	829	100.00	189503000	100.00

10. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management personnel have affirmed compliance with the Code on annual basis and Certificate to the Board of Director contains a declaration to this effect.

11. SHARE REGISTRAR AND TRANSFER AGENTS

SKYLINE Financial Services Private Limited

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I

New Delhi - 110 020

Tel.: +91 11 30857575 Fax: +91 11 30857562 |

Web: www.skylinerta.com

Email: info@skylinerta.com

Contact Person: Mr. Virender Rana

SEBI Registration No: INR000003241

12. COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Dimple Toshniwal

K H -810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi-110037

Website: www.porschecapital.com

Email: porche_capital@yahoo.in

Address for Correspondence

Porsche Capital Market Limited

Regd. Office: K H -810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi-110037.

Website: www.porschecapital.com

Email: porche_capital@yahoo.in

Dated: 01/09/2015

Place: Delhi

For and on behalf of board of
Porsche Capital Market Limited

Sd/
Ummed Singh
Whole Time Director
DIN No: 06978940

A BRIEF PROFILE OF DIRECTOR IS GIVEN BELOW IN TERMS OF THE PROVISIONS OF CLAUSE 49 OF THE LISTING AGREEMENT.

Ms. Renu, aged 24 years is a Non- Executive Independent Director of our Company. She is Post Graduate in Commerce and possess sound experience in the field of Accounts and Finance. She has been on the board of Our Company since April, 2015.

Other Directorship - NIL

Mr. Dhanesh Kumar Rajaram Gautam, aged 24 years is an Independent Director of our Company. He has completed his post graduation in arts. He possess 2 years of experience various aspect of Marketing sector. He became member of the board of Company in January,2015.

Other Directorship - NIL

Mr. Ummed Singh aged 32, is the Whole Time Director of our Company. He is a graduate in commerce. He has over 7 years of experience in securities and financial services. He has been designated as the Whole-time Director of our Company since 18th December, 2014.

Other Directorship - NIL

Mr. Ranjeet Arya, aged 36 years is a Non- Executive Independent Director of our Company. He is a graduate in commerce. He possess more than 10 years of experience in the field of capital markets and related activities. He has been on the board of Company since January, 2004.

Other Directorship - NIL

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, this is to confirm that all the Members of the Board have affirmed compliance with the Code of Conduct for the year ended 31st March, 2015.

Dated: 01/09/2015

Place: Delhi

**For and on behalf of board of
Porsche Capital Market Limited**

**Sd/
Ummed Singh
Director
DIN No: 06978940**

CEO / CFO CERTIFICATE

I, Ummed Singh, Director certify to the Board that:

- a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of my knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Dated: 01/09/2015

Place: Delhi

**For and on behalf of board of
Porsche Capital Market Limited**

**Sd/
Ummed Singh
Director
DIN No: 06978940**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Porsche Capital Market Limited,

We have reviewed the compliance of the conditions of Corporate Governance by M/s. Porsche Capital Market Limited for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange in India.

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

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

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

M/s. VINOD MADDESHIYA & ASSOCIATES
Chartered Accountants

CA VINOD KUMAR MADDESHIYA
(PROPRIETOR)
FRN: 18608C
M. No. 531423

Place: Uttar Pradesh
Date : 30.05.2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry Structure, Developments, Opportunities and threats**

The Securities business is at boom now. Porsche Capital Market Limited, a stock broking company provides a gamut of products and services including securities and commodities broking, research, distribution of financial products including mutual funds, IPO, insurance and bonds, investment planning, wealth management and merchant banking to a substantial and diversified clientele that includes individuals, corporations and financial institutions.

Our goal is to create wealth for our retail and corporate customers through sound financial advice and appropriate investment strategies. The Company's strategy is to attract and retain customers by focusing on a number of areas within the financial services industry retail brokerage, distribution of financial products, support services for sub-brokers.

Risk and Concerns

Stock market volatility and other industry risks could adversely affect our business. Any sustained downturn in general economic conditions or Indian equity markets and severe market fluctuations would likely result in reduced client trading volume and net revenues and will have a material adverse effect on our profitability. The operations of your company are subject to general business risks and competition in the industry, which can effect the growth of the company.

Internal control and their adequacy

The company has adequate internal control systems and procedures commensurate with the size and nature of business. The Company has proper system of disposal of assets of the company. Significant financial, managerial and operating information is accurate, reliable and is provided timely. All internal policies and statutory guidelines are complied with.

Material development in Human Resources and Industrial Relation front, including no. of people employed. Industrial relations remained cordial and harmonious during the year under review and there was no working day loss due to any adverse activities.

Cautionary statement

Statement in the management discussion and analysis describing the company's objectives, estimates, projections and expectation may be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially due to economic conditions effecting demand, supply, prices, change in government policies, tax laws and other incidental factors.

Dated: 01/09/2015

Place: Delhi

**For and on behalf of board of
Porsche Capital Market Limited**

**Sd/
Ummed Singh
Director
DIN No: 06978940**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993DL1992PLC048483
2.	Registration Date	27/04/1992
3.	Name of the Company	PORSCHE CAPITAL MARKET LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	Address of the Registered office & contact details	K H - 810, 2ND FLOOR, MAHIPAL PUR EXTENSION (NEAR MARUTI WORK SHOP), NEW DELHI - 110037. Email: porche_capital@yahoo.in Website: www.porschecapital.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D 153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi 110 020 Tel.: +91 11-26812682, 83, 011-64732681 to 88 Fax: +91 11-26812682 Web: www.skylinerta.com Email: admin@skylinerta.com Contact Person: Mr. Virender Rana SEBI Registration No: INR000003241

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	% to total turnover of the company
1	Other Financial Activities	649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section

1	N.A.	N.A.	N.A.	N.A.	N.A.
2	N.A.	N.A.	N.A.	N.A.	N.A.
3	N.A.	N.A.	N.A.	N.A.	N.A.

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individuals /Hindu Undivided Family	-	496320	496320	15.27	-	496320	496320	2.62	(12.65)
b) Bodies Corp.	-	-	-	-	1700000	-	1700000	8.97	8.97
Sub-total (A)(1)	-	496320	496320	15.27	1700000	496320	2196320	11.59	(3.68)
(2) Foreign									
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	-	496320	496320	15.27	1700000	496320	2196320	11.59	(3.68)
B. Public Shareholding									
1. Institutions									

Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	9390000	-	9390000	49.55	49.55
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	312600	312600	9.62	176250	312600	488850	2.58	(7.04)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	2270380	2270380	69.85	4052500	2270380	6322880	33.37	(36.48)
c) Others (specify)									
i)HUF	-	171000	171000	5.26	381250	171000	552250	2.91	(2.35)
ii)Clearing Members	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	2753980	2753980	84.73	1400000	2753980	16753980	88.41	3.68
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	2753980	2753980	84.73	1400000	2753980	16753980	88.41	3.68

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3250300	3250300	100.00	15700000	32503005	18950300	100.00	Nil

ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 31-March-2014]			Share holding at the end of the year[As on 31-March-2015]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Diwakar Joshi	496320	15.27	Nil	496320	2.62	Nil	(12.65)
2.	Rajkumari Marketing Services Pvt Ltd	-	-	-	1700000	8.97	Nil	8.97
	Total	496320	15.27	Nil	2196320	11.59	Nil	(3.68)

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Diwakar Joshi				
	At the beginning of the year	496320	15.27	496320	15.27

	At the end of the year	496320	2.62	496320	2.62
2.	Rajkumari Marketing Services Pvt Ltd				
	At the beginning of the year	-	-	-	-
	At the end of the year	1700000	8.97	1700000	8.97

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	corp Film Production Pvt Ltd				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	3550000	18.73	3550000	18.73
2.	Argon Marketing Pvt Ltd				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	1450000	7.65	1450000	7.65
3.	HSK Real Estates Private Limited				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	1450000	7.65	1450000	7.65
4.	Citizen compset Private Limited				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	1450000	7.65	1450000	7.65

5.	Triveni Motors (HMSI Dealership) Pvt Ltd				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	1450000	7.65	1450000	7.65
6.	Shailendra Kumar Agarwal				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	200000	1.06	200000	1.06
7.	Bhuvneshwari Arun				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	200000	1.06	200000	1.06
8.	Jatin Ahuja				
	At the beginning of the year(31.03.2014)	-	-	-	-
	At the end of the year(31.03.2015)	200000	1.06	200000	1.06

Note: the Increase in holding is due to preferential allotments made by the Company on 17th July, 2014 and 02nd September, 2014

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 of the company	No. of shares	% of total shares of the company

At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-

V) INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		<i>Managing Director</i>	Mr. Ummed Singh, <i>Whole-time Director</i>	Manager	
1	Gross salary	Nil	Nil	NA	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	NA	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	NA	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	NA	Nil
2	Stock Option	Nil	Nil	NA	Nil
3	Sweat Equity	Nil	Nil	NA	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	NA	Nil
5	Others, please specify	Nil	Nil	NA	Nil
	Total (A)	Nil	Nil	NA	Nil

B. Remuneration to other directors:-

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission				
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL

Fee for attending board committee meetings				
Commission	NIL	NIL	NIL	NIL
Others, please specify	NIL	NIL	NIL	NIL
Total (2)	NIL	NIL	NIL	NIL
Total (B)=(1+2)				
Total Managerial Remuneration	NIL	NIL	NIL	NIL
Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	Nil	N.A.	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
2	Stock Option	N.A.	Nil	N.A.	Nil
3	Sweat Equity	N.A.	Nil	N.A.	Nil
4	Commission	N.A.	Nil	N.A.	Nil
	- as % of profit	N.A.	Nil	N.A.	Nil
	others, specify...	N.A.	Nil	N.A.	Nil
5	Others, please specify	N.A.	Nil	N.A.	Nil
	Total	N.A.	Nil	N.A.	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



Vinod Maddeshiya & Associates
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

**TO,
THE MEMBERS
M/S PORSCHE CAPITAL MARKET LIMITED
Report on the Financial Statements**

We have audited the accompanying financial statements of **M/S PORSCHE CAPITAL MARKET LIMITED** (CIN: L65993DL1992PLC048483) ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

- c) Company does not have any branch office accordingly reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act are not applicable.
- d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) 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.
- f) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

M/s. VINOD MADDESHIYA & ASSOCIATES
Chartered Accountants

CA VINOD KUMAR MADDESHIYA
(PROPRIETOR)
FRN: 18608C
M. No. 531423

Place: Uttar Pradesh
Date : 30.05.2015

M/S PORSCHE CAPITAL MARKET LIMITED
Annexure to the Auditors' Report
Companies (Auditor's Report) Order, 2015 ("the Order")

The Annexure referred to in our report to the members of **M/S PORSCHE CAPITAL MARKET LIMITED** for the year Ended on 31st March 2015. We report that:

1. (a) Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 (b) As explained to us, the management has physically verified the fixed assets during the year and there is a regular programme of verification which, in our opinion, is reasonable having regards to the size of the company and the nature of the assets. No discrepancies were noticed on such verification.
2. (a) Company does not have any inventory at the end of the year.
 (b) In view of our comment in paragraph (a) above, clause (ii) (a) (b) and (c) of paragraph 2 of the aforesaid order are not applicable to the company.
3. (a) 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.
 (b) in view of our comment in paragraph (a) above, clause (iii) (a) and (b) of paragraph 3 of the aforesaid order are not applicable to the company.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
5. Company has not accepted deposits from public. Hence provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, do not apply to this company.
6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act for any of the products manufactured/services rendered by the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth tax, Sales tax, Excise Duty, Cess, Employees' State Insurance and Investor Education and Protection Fund.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

(c) According to the records of the Company, there were no amount which were required to be transferred to investor education and protection fund. Therefore, the provision of clause 3 (viii) (c) of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.

8. The company has accumulated losses at the end of the financial year and which is not less than fifty per cent of its net worth. The company has not incurred cash losses in such financial year and in the immediately preceding financial year.
9. In our opinion and according to the information and explanation given to us, the company has not take any loan from financial institution and bank hence clause 9 of the CARO 2015 is not applicable.
10. The Company has not given any guarantee for the loans taken by others from bank & financial Institutions.
11. In Our Opinion and according to the information and explanations given to us, the company has not obtained any term loans.
12. Based upon the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.

M/s. VINOD MADDESHIYA & ASSOCIATES
Chartered Accountants

CA VINOD KUMAR MADDESHIYA
(PROPRIETOR)
FRN: 18608C
M. No. 531423

Place: Uttar Pradesh
Date: 30.05.2015

Balance Sheet as at 31st March, 2015

Amount in Rs.

Particulars	Note No	31.03.2015	31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	189,503,000.00	32,503,000.00
(b) Reserves and Surplus	2	(340,891.12)	(570,268.77)
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	10,000,000.00	-
(b) Deferred tax liabilities (Net)	4	3,322.00	5,527.00
(c) Other Long term liabilities	5	-	-
(d) Long term provisions	6	-	-
(4) Current Liabilities			
(a) Short-term borrowings	7	477,221.00	-
(b) Trade payables	8	9,477,795.00	-
(c) Other current liabilities	9	908,945.00	690,613.00
(d) Short-term provisions	10	240,978.75	116,488.28
Total		210,270,370.63	32,745,359.51
II. Assets			
(1) Non-current assets			
(a) <i>Fixed assets</i>	11		
(i) Tangible assets		35,675.48	30,951.51
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	9,000,000.00	9,000,000.00
(c) Deferred tax assets (net)	13	-	-
(d) Long term loans and advances	14	112,386,254.00	22,778,518.00
(e) Other non-current assets	15	1,921,901.00	-
(2) Current assets			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	10,652,020.00	839,895.00
(d) Cash and cash equivalents	19	1,331,305.15	95,995.00
(e) Short-term loans and advances	20	74,911,800.00	-
(f) Other current assets	21	31,415.00	-
Total		210,270,370.63	32,745,359.51

Notes referred to above and notes attached there to form an integral part of Balance Sheet

As per our report of even date attached.
For Vinod Maddeshiya & Associates
Chartered Accountants

For Porsche Capital Market Ltd.

CA Vinod Kumar Maddeshiya
Prop.
Membership No. : 531423
FRN: 18608C

Ummed Singh
(Director)
DIN:- 06978940

Dhanesh Kumar
Rajaram Gautam
(Director)
DIN:-06872233

Place : Delhi
Date : 30.05.2015

Dimpal Toshniwal
Company Secretary
M No.: A38240

Profit and Loss statement for the year ended 31st March, 2015

Amount in Rs.

Particulars	Note No	31.03.2015	31.03.2014
I. Revenue from operations		13,088,826.00	9,098,450.00
II. Other Income	22	108,500.00	443,890.00
III. Total Revenue (I +II)		13,197,326.00	9,542,340.00
<u>IV. Expenses:</u>			
Purchase in Stock in Trade		11,347,645.00	8,528,535.00
Employee benefit expense	23	343,595.00	268,815.00
Financial costs	24	5,089.85	-
Depreciation and amortization expense	25	30,426.03	12,103.78
Operation & Other expenses	26	1,127,374.00	484,931.00
Total Expenses		12,854,129.88	9,294,384.78
V. Profit before exceptional and extraordinary items and tax	(III - IV)	343,196.12	247,955.22
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		343,196.12	247,955.22
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		343,196.12	247,955.22
X. Tax expense:			

(1) Current tax		114,490.47	80,041.59
(2) Deferred tax Liabilites / (Assets)		(672.00)	2,009.00
XI. Profit(Loss) from the perid from continuing operations	(IX-X)	229,377.65	165,904.63
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		229,377.65	165,904.63
XVI. Earning per equity share:			
(1) Basic		0.07	0.05
(2) Diluted		0.07	0.05

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per our report of even date attached.
For Vinod Maddeshiya & Associates
Chartered Accountants

For Porsche Capital Market Ltd.

CA Vinod Kumar Maddeshiya
Prop.
Membership No. : 531423
FRN: 18608C

Ummed Singh
(Director)
DIN:- 06978940

Dhanesh Kumar
Rajaram Gautam
(Director)
DIN:- 06872233

Place : Delhi
Date : 30.05.2015

Dimpal Toshniwal
Company Secretary
M No.: A38240

Notes Forming Part of the Balance Sheet

Note : 1 Share Capital

Sr. No	Particulars	31.03.2015	31.03.2014
1	AUTHORIZED CAPITAL 2,05,00,000 Equity Shares (P Y 35,00,000 Equity Shares) of Rs. 10/- each.	205,000,000.00	35,000,000.00
2	ISSUED		

	18,950,300 Equity Shares (32,50,300 Equity Shares)of Rs. 10/- each.	189,503,000.00	32,503,000.00
3	SUBSCRIBED & PAID UP CAPITAL 18,950,300 Equity Shares (32,50,300 Equity Shares)of Rs. 10/- each.	189,503,000.00	32,503,000.00
	Total	189,503,000.00	32,503,000.00

Note : 2 Reserve & Surplus

Sr. No	Particulars	31.03.2015	31.03.2014
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	-	-
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (General Reserve)	-	-
8	Surplus (Profit & Loss Account)		
	Op Bal. of P/L	(570,268.77)	(736,173.40)
	Current Year Profit	229,377.65	165,904.63
	Total	(340,891.12)	(570,268.77)
	G.Total	(340,891.12)	(570,268.77)

Note : 3 Long Term Borrowings

Sr. No	Particulars	31.03.2015	31.03.2014
1	Bonds / Debentures	-	-
2	Term Loan		
	- From Bank	-	-
	- From Other Parties	-	-
3	Deferred Payment Liabilities	-	-
4	Deposit	-	-
5	Loans & Advances From Related Parties	-	-
6	Long Term Maturities of Finance lease obligation	-	-
7	Loans From Directors	-	-
8	Other Loans	-	-
	Total	-	-

Note : 4 Deferred Tax Liabilities (Net)

Sr. No	Particulars	31.03.2015	31.03.2014
1	Deferred Tax Liability	3,322.00	5,527.00
	Total	3,322.00	5,527.00

Note : 5 Other Long Term Liabilities

Sr. No	Particulars	31.03.2015	31.03.2014
1	Trade Creditors	-	-
2	Others	10,000,000.00	-
	Total	10,000,000.00	-

Note : 6 Long Term Provisions

Sr. No	Particulars	31.03.2015	31.03.2014
1	Provision from Employment Benefit	-	-
2	Other	-	-
	Total	-	-

Note : 7 Short Term Borrowings

Sr. No	Particulars	31.03.2015	31.03.2014
1	<u>Loan Repayable on Demand</u>		
	- From Bank	-	-
	- From Other Parties	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	477,221.00	-
	Total	477,221.00	-

Note : 8 Trades Payable

Sr. No	Particulars	31.03.2015	31.03.2014
1	Trade Payable	9,477,795.00	-

		-	-
	Total	9,477,795.00	-

Note : 9 Other Current Liabilities

Sr. No	Particulars	31.03.2015	31.03.2014
1	Audit Fees Payable	17,000.00	42,500.00
2	Listing Fees Payable	42,000.00	42,000.00
3	Salary Expenses Payable	284,471.00	82,506.00
4	Office Expenses Payable	565,474.00	523,607.00
	Total	908,945.00	690,613.00

Note : 10 Short Term Provisions

Sr. No	Particulars	31.03.2015	31.03.2014
1	<u>Provision From Employees Benefit</u>	-	-
2	<u>Others</u>		
	Provision For Income Tax	230,978.75	116,488.28
	TDS Payable	10,000.00	-
	Total	240,978.75	116,488.28

Note : 11 Fixed Assets

Sr. No	Particulars	Rate	Gross Block			Depreciaton					Net Block	
			Value as on 01.04.2011	Additio n during the year	Deduc tion durin g the year	Value as on 31.03.2012	Value as on 01.04.2011	Addition during the year	Deductio n during the year	Value as on 31.03.201 2	WDV as on 31.03.2012	WDV as on 31.03.2011
I	Tangible Assets	-										
1	- Computer	40%	44,568.00	-	-	44,568.00	8,914.00	14,262.00	-	23,176.00	21,392.00	35,654.00
			-	-	-	-	-	-	-	-	-	-
	TOTAL		44,568.00	-	-	44,568.00	8,914.00	14,262.00	-	23,176.00	21,392.00	35,654.00
2	- Furnitures & Fixtures	18.10 %										
	Furnitures & Fixtures		110,462.00	-	-	110,462.00	9,997.00	18,184.00	-	28,181.00	82,281.00	100,465.00
	TOTAL		110,462.00	-	-	110,462.00	9,997.00	18,184.00	-	28,181.00	82,281.00	100,465.00
3	- Plant & Machinery	13.91 %										
	Plant & Machinery		146,784.00	-	-	146,784.00	9,614.00	19,080.00	-	28,694.00	118,090.00	137,170.00
	TOTAL		146,784.00	-	-	146,784.00	9,614.00	19,080.00	-	28,694.00	118,090.00	137,170.00
7	Other (Specify)		-	-	-	-	-	-	-	-	-	-

	SUB TOTAL (A)		301,814.00	-	-	301,814.00	28,525.00	51,526.00	-	80,051.00	221,763.00	273,289.00
II	<u>Intangible Assets</u>	-										
	-	-										
	SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-	-
III	<u>Capital Work-in-progress</u>	-										
	-	-										
	SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-	-
IV	<u>Intangible Assets Under Development</u>	-										
	-	-										
	SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-	-
	Total [A + B + C + D] (Current Year)		301,814.00	-	-	301,814.00	28,525.00		-	80,051.00	221,763.00	273,289.00
	(Previous Year)		-	-	-	-	-	-	-	-	-	-

Note : 12 Non Current Investment

Sr. No	Particulars	31.03.2015	31.03.2014
1	Investment in Property	-	-
2	Investment in Equity Instrument - Unquoted Shares	9,000,000.00	9,000,000.00
3	Other Investment	-	-
4	Investment in Mutual Fund	-	-
5	Investment in Partnership Firm	-	-
	Total	9,000,000.00	9,000,000.00

Note : 13 Deferred Tax Assets (Net)

	Particulars	31.03.2015	31.03.2014
1	Deferred Tax Assets	-	-
	Total	-	-

Note : 14 Long Term Loans and Advances

Sr. No	Particulars	31.03.2015	31.03.2014
I)	Capital Assets		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
II)	Security Deposit		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
III)	Loans & Advances to related parties	-	-
IV)	Other Loans & Advances	112,386,254.00	22,778,518.00

Total	112,386,254.00	22,778,518.00
--------------	-----------------------	----------------------

Note : 15 Other Non Current Assets

Sr. No	Particulars	31.03.2015	31.03.2014
1	Long Term Trade Recievables a) <u>Secured, Considered Good :</u>	-	-
	b) <u>Unsecured, Considered Good :</u>	-	-
	c) <u>Doubtful</u>	-	-
2	- Prelimery Exp. Misc Expenditure	1,530,000.00 391,901.00	-
	Total	1,921,901.00	-

Note :16 Current Investment

Sr. No	Particulars	31.03.2015	31.03.2014
1	Investment in Equity	-	-
2	Investment in Prefrence Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	Others FDR & Accrued Interest	-	-
	Total	-	-

Note : 17 Inventories

Sr. No	Particulars	31.03.2015	31.03.2014
--------	-------------	------------	------------

1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
7	Other (Specify the nature)	-	-
8	Goods-in-transit	-	-
Total		-	-

Note : 18 Trade Recievables

Sr. No	Particulars	31.03.2015	31.03.2014
1	<u>Outstanding for more than six months</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	<u>Others</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	10,652,020.00	839,895.00
	c) Doubtful	-	-
	-	-	-
	-	-	-
	Total	10,652,020.00	839,895.00

Note : 19 Cash & Cash Equivalent

Sr. No	Particulars	31.03.2015	31.03.2014
1	Cash & Bank Balance	1,331,305.15	95,995.00
	Total	1,331,305.15	95,995.00

Note :20 Short Terms Loans and Advances

Sr.	Particulars	31.03.2015	31.03.2014
-----	-------------	------------	------------

No			
1	Loans & Advances from related parties		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others	74,911,800.00	-
	Total	74,911,800.00	-

Note : 21 Other Current Assets

Sr. No	Particulars	31.03.2015	31.03.2014
1	TDS	31,415.00	-
	Total	31,415.00	-

Note : 22 Other Income

Sr. No	Particulars	31.03.2015	31.03.2014
1	Interest Income		
2	Interest (Others)	108,500.00	443,890.00
	Total	108,500.00	443,890.00

Note : 23 Employment Benefit Expenses

Sr. No	Particulars	31.03.2015	31.03.2014
1	Salary	311,430.00	240,000.00
2	Staff Welfare	32,165.00	28,815.00
	Total	343,595.00	268,815.00

Note :24 Financial Cost

Sr. No	Particulars	31.03.2015	31.03.2014
--------	-------------	------------	------------

1	Bank Charges	5,089.85	-
	Total	5,089.85	-

Note : 25 Depreciation & Amortised Cost

Sr. No	Particulars	31.03.2015	31.03.2014
1	Depreciation	30,426.03	12,103.78
	Total	30,426	12,103.78

Note : 26 Other Expenses

Sr. No	Particulars	31.03.2015	31.03.2014
	<u>Operational Expenses</u>		
-	Business Promotion Expenses	17,434.00	21,334.00
	Travelling Expenses	44,882.00	34,541.00
	Misc. Expenses	31,481.00	228,998.00
	Printing & Stationery	44,555.00	27,981.00
	Legal & Professional Charges	175,094.00	35,544.00
	Conveyance expenses	37,895.00	64,441.00
	Telephone Expenses	27,178.00	35,548.00
	Internet Expenses	12,795.00	21,544.00
	Advertisement	77,778.00	-
	Custodian Fees	15,732.00	-
	Expenses W/O	492,794.00	-
	Filling Fees	45,938.00	-
	Listing Fees	48,316.00	-
	Repair & Maintenance	24,930.00	-
	ROC Expenses	6,160.00	-
	Web Charges	7,412.00	-
	Payment to Auditors:		
	Audit Fees	17,000.00	15,000.00
	Total	1,127,374.00	484,931.00

As per our report of even date attached.
For Vinod Maddeshiya & Associates
Chartered Accountants

For Porsche Capital Market Ltd.

CA Vinod Kumar Maddeshiya
Prop.
Membership No. : 531423
FRN: 18608C

Ummed Singh
(Director)
DIN:- 06978940

Dhanesh Kumar
Rajaram Gautam
(Director)
DIN:- 06872233

Place : Delhi
Date : 30.05.2015

Dimpal Toshniwal
Company Secretary
M No.: A38240

Note : 28 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS**A- SIGNIFICANT ACCOUNTING POLICIES****1 Basis of Accounting**

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

3 Recognition of Income

Revenue from Interest on loans financed by the Company is recognized on accrual basis. Other Income, if any is recognized and accounted for on accrual basis unless otherwise stated.

4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realized.

6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

8 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the yearend are translated at the rate ruling at the yearend rate.

11 Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

B- NOTES TO THE ACCOUNTS

- 1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

- 2) Reconciliation of Nos. Of Shares

	2014-15	2013-14
Number of Equity Shares at the beginning	3,250,300.00	3,250,300.00
Add:- Number of Shares Issued	15,700,000.00	-
Number of Equity Shares at the end	18,950,300.00	3,250,300.00

- 3) Below are the name of the shareholders holding more than 5% of Shares of the company

Name	Class of Share	No. of Share Holding	Percentage of Holding
Rajkumari Marketing Services Private Limited	Equity	1,700,000	8.97%

- 4) All the investments made by the company are valued at Cost.
- 5) Managerial Remuneration: Nil
- 6) The inventories of the company are valued as per cost price and market price whichever is less.

- 7) Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognized unless there is virtual certainty with respect to the reversal of the same in future years.
- 8) All schedules annexed to and from integral part of the Balance Sheet and Profit & Loss Account.
- 9) Minimum Alternative Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.
- 11) Value of Import on CIF Basis Nil
- 12) Earnings in Foreign Exchange (FOB Value) Nil
- 13) Expenditure in Foreign Currency Nil
- 14) The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.

15) *Earnings Per Share:*

Particulars	March 31st, 2015
Net profit after tax available for Equity Shareholders (Rs.) (A)	229,378
Weighted Avg. Number Equity Shares outstanding (Nos.) (B)*	13,777,900
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	13,777,900
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.02
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.02

(*Refer Note 27)

As per our report of even date attached.

For Vinod Maddeshiya & Associates
Chartered Accountants

CA Vinod Kumar Maddeshiya
Prop.
Membership No. : 531423
FRN: 18608C

Place : Delhi
Date : 30.05.2015

For Porsche Capital Market Ltd.

Ummed Singh
(Director)
DIN:- 06978940

Dhanesh Kumar
Rajaram Gautam
(Director)
DIN:- 06872233

Dimpal Toshniwal
Company Secretary
M No.: A38240

Form No. MGT-11

Proxy form

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on Wednesday, the 30th day of September, 2015 at 9 a.m. at K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
	ORDINARY BUSINESSES:		
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015.		
2.	To appoint a Director in place of Mr. Ranjeet Arya retires by rotation and being eligible offers himself for re-appointment.		
3.	Ratify the appointment of M/s Vinod Maddeshiya & Associates, Chartered Accountants (Firm Registration No. 18608C) as Statutory Auditors & fixing their remuneration.		
	SPECIAL BUSINESSES:		
4.	To appoint Mr. Dhanesh Kumar Rajaram Gautam (DIN: 06872233) as an Independent Director.		
5.	To appoint Ms. Renu (DIN: 07153509) as an Independent Director		
6.	To appoint Mr. Ummed Singh (DIN: 06978940) as the Whole Time Director of the Company.		
7.	To approve the remuneration of Mr. Ummed Singh.		

Signed this ____ day of ____ 2015

Affix Revenue
Stamps

Signature of Shareholder

Signature of Proxy holder

Across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the members attending _____

(In block capitals)

Ledger Folio No. /Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 23rd Annual General Meeting of the Porsche Capital Market Limited, K H - 810, 2nd Floor, Mahipal Pur Extension (Near Maruti Work Shop) New Delhi - 110037, on 9.00 a.m. at Wednesday, the 30th day of September, 2015.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.