

Board of Directors

Mr. Mir Hussain Ali Khan	Whole Time Director
Mr. Mir Nasir Ali Khan	Director
Mr. Mirza Zeeshan Ahmed	Director
Mr. Ashok Varadpande	Independent Director

Corporate Identification Number: U72200TG1999PLC032816

Registered Office

6-3-1090/B/1, 602
Lakeshore Towers,
Raj bhavan Road- 500082
Telangana
Phone: 040-23393337
Email id: finance@frontlinesoft.com
Website: www.frontlinesoft.com

Statutory Auditors

M/s. TRM & Associates

Chartered Accountants
Flat No.4, IV Floor, Naveetha Villa Apts.,
#3-6-521/A, Himayatnagar, Hyderabad - 029.
Telangana
Ph : 27660781, 27660782

Bankers

IDBI Bank, Mahavir House,
Basheerbagh, Hyderabad-029.

Registrars and Share Transfer Agents

CIL Securities limited
214, Raghava Ratna Towers,
Chirag Ali Lane, Hyderabad-500 001. Telangana
Ph.No.040-23203149
e-mail id : advisors@cilsecurities.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 18th Annual General Meeting of the Company "FSL Projects Limited" will be held on Friday, the 29th day of September, 2017 at 10:00 A.M. at ICWA Bhavan, Sanath Nagar, Hyderabad-500018, Telangana to transact the following business:

ORDINARY BUSINESS:

Item No.1—Adoption of financial statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2017 along with Notes, the Reports of the Board of Directors and the Auditors thereon.

Item No.2 – Appointment of Director

To appoint a Director in place of Mr. MIR NASIR ALI KHAN (holding DIN 00017738), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No.3 – Appointment of Statutory Auditors of the Company and fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act"), and the applicable Rules made there under, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, M/s. S M G & Associates, Chartered Accountants (Firm Registration No. 012605S), in place of retiring auditors M/s. TRM & Associates, Chartered Accountants (Firm Registration No. 009224S), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual general Meeting upto the conclusion of 23 rd Annual General Meeting

(subject to the ratification at every Annual General Meeting to be held after this Annual General Meeting) on such remuneration as may be fixed by the Board of Directors in consultation with them."

RESOLVED FURTHER THAT, Directors of the company, be and is hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies

By the order of the Board
For FSL PROJECTS LIMITED

Sd/-
Mir Hussain Ali Khan
Whole time Director
DIN : 00017861

Registered Office:

6-3-1090/B/1, 602
lakeshore Towers,
Raj bhavan Road
Hyderabad, Telangana - 500082

Date: 28/08/2017
Place: Hyderabad

Notes

1. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of the items of Special Business as set out above is annexed hereto.
2. **A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, underwhich it is signed or a notarized certified copy of the power or other authority shall be deposited at the Registered Office of the Company at 6-3- 1090/B/1, 602 Lakeshore**

**Towers, Raj bhavan Road- 500082
Telangana not less than 48 hours before
the commencement of the meeting.**

**A person can act as proxy on behalf of
members not exceeding fifty (50) and
holding in the aggregate not more than
10% of the total share capital of the
Company carrying voting rights. A
member holding more than 10% of the
total share capital of the Company
carrying voting rights may appoint a
single person as a proxy and such person
shall not act as a proxy for any other
person or shareholder.**

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
4. Members/Proxies should bring the duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members intending to seek clarification at the Annual General Meeting concerning the accounts and any aspect of operations of the company are requested to send their questions in writing to the Company so as to reach the company at least 7 (seven) days in advance before the date of the Annual General Meeting, specifying the points.
9. Members holding shares in physical form are requested to intimate the following details directly to the Company's Registrar and Share Transfer Agent, M/s. CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad – 500 001, Telangana.
10. Members are requested to quote ledger folio numbers in all their correspondences.
11. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. CIL Securities.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Any director himself or any member intending

to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).

15. Members may also note that the Notice of the 18th AGM and the Annual Report for 2016-17 will also be available on the Company's website www.frontlinesoft.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: finance@frontlinesoft.com
16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours (10.00 AM to 5.00 PM on all working days (except Saturdays) up to and including the date of the Annual General Meeting of the Company.
18. In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means

(Remote e-voting) to all its members. The company has engaged the services of Central Depository Services Limited (CDSL) to provide remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional. This facility will be available at the link www.evotingindia.com during the following voting period:

**Commencement of Remote e-voting :
From 09.00 A.M on 26/09/2017**

**End of Remote e-voting :
Up to 05.00 P.M on 28/09/2017**

Remote e-voting shall not be allowed beyond 05.00 P.M on 28/09/2017. During the Remote e-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for Remote e-voting is 22/09/2017

- (b) The company has engaged the services of CDSL as the Authorized Agency to provide Remote e-voting facilities.
- (c) The company has appointed Ms. Kritika Sharma, AGR Reddy & Co., Practicing Company Secretary (CP 14671), as 'scrutinizer' for conducting and scrutinizing the Remote e-voting process in a fair and transparent manner.
- (d) The login ID and password for Remote e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for Remote e-voting by e-mail.
- (e) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots,

recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

It also helps the shareholders to cast their vote from anywhere and at any time during Remote e-voting period. The procedure for casting votes online is as follows:

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

For Members holding shares in Demat Form and Physical Form

- PAN** Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
 - In case the sequence number is less than 8 digits enter the applicable number

of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

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

- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues

regarding Remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and Remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours (10.00 AM to 5.00 PM on all working days (except Saturdays) up to and including the date of the Annual General Meeting of the Company.

By the order of the Board
For FSL PROJECTS LIMITED

Sd/-
Mir Hussain Ali Khan
Whole time Director
DIN : 00017861

Annexure-A
Brief profile of Directors Retiring at the Annual General Meeting of the Company

Name of the Director	MIR NASIRALI KHAN
Date of Birth	07.09.1964
Date of Appointment	08.11.1999
Expertise in specific functional areas	Business Management
Qualifications	Post Graduate
List of other companies in which directorship is held as on March 31, 2017	1. Front Line Constructions Private Limited 2. Rooshna Infrastructures Private Limited 3. M.A.K Projects Private Limited 4. M.A.K Hotels & Resorts Private Limited 5. Sunway MAK International Private Limited
Chairman/Member of the Committees of the Board of the Companies in which he/she is a director as on March 31, 2017	Nil
Equity Shares held in the Company	17,93,350 Equity Shares (17.57%)

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE

To
CIL Securities Limited
214, Raghava Ratna Towers
Chirag Ali Lane, Hyderabad-500 001, Telangana, India

Company : FSL Projects Limited

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode.
Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : _____

DP ID / Client ID / Regd. Folio No. : _____

PAN No. : _____

E-mail Address : _____

Date:
Place:

(Signature of Member)

Board's Report

To

The Members,

Your Directors have pleasure in presenting the 18th Annual Report on the business and operations of the Company together with Audited Statement of Accounts of your Company s for the Financial Year ended March 31, 2017.

1. Financial summary or highlights/ Performance of the Company

The Company's financial performance, for the year ended 31st March, 2017 is summarized below:

Particulars	(Amount in Rupees)	
	Current Year 31-3-2017	Previous Year 31-3-2016
Revenue from Operations -	-	-
Other Income	15,81,097	19,70,239
Total Revenue	15,81,097	19,70,239
Expenses	24,17,298	11,58,476
Depreciation	1,82,935	12,04,102
Profit / (loss) Before exceptional and extraordinary items and Tax	(10,19,136)	(3,92,339)
(Less)/Add: Prior Period, exceptional & extraordinary items	(71,50,446)	(7,49,400)
Profit/ (loss) Before Taxation	(81,69,582)	(11,41,739)
Less: - Current Tax	-	-
- Income Tax (Earlier years)	-	-
- Deferred Tax(64,795)	2,36,173	
Profit / (loss) After Tax	(82,34,377)	(9,05,566)

2.STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, the other income of the Company has decreased to Rs.15,81,097 compared to Rs. 19,70,239 in the previous year.

The loss for the year is Rs. 82,34,377.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business during the year.

4. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Your Company is on the dissemination board of BSE, the promoters of the company has opted for giving exist offer to the existing shareholders of the company in accordance with SEBI circular SEBI/HO/MRD/DSA/CIR/P/ 2016/110 dated October 10, 2016.

There being no other Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

5. DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2017.

6.TRANSFER TO RESERVES

No amount was transferred to the reserves during the financial year ended 31st March, 2017.

7.Share Capital

During the year under review, there has been no change in the Share Capital of the Company.

The Authorised Share Capital of the company is Rs. 110,000,000 divided into 1,10,00,000 equity shares of Rs. 10 (Rupees Ten) each.

The Issued, Subscribed and Paid up Capital of the Company as on March 31, 2017 is Rs.1,02,030,000 divided into 1,02,03,000 equity shares of Rs. 10 (Rupees Ten) each.

8. Directors and Key Managerial Personnel

Mr. Buchi Anand Madireddy resigned from the Board on 01/03/2017. In accordance with the Companies Act, 2013 read with Articles of Association of the Company, Mr. Mir Nasir Ali Khan, Director, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

A declaration has been received by all the Independent Director of the Company that he has met the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Your Board recommends the appointment of the Directors above.

9. Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Eight (8) Board Meetings were convened and held on 11/04/2016, 27/06/2016, 18/08/2016, 28/10/2016, 30/01/2017, 01/03/2017, 15/03/2017 and 31/03/2017.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Name of the Directors	Number of meetings attended
Mir Nasir Ali Khan	8
Mir Hussain Ali Khan	8
Mirza Zeeshan Ahmed	8
Ashok Varadpande	8
* Buchi Anand Madireddy	0

*Resigned on 01.03.2017

10. LOANS, GUARANTEES AND INVESTMENTS

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

11. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

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

12. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committees.

13. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. During the year, there were no employees who were in receipt of remuneration exceeding the limits prescribed under Rule 5(2) of Companies (Management and Remuneration) Rules, 2014.

14. STATUTORY AUDITORS

TRM & Associates, Chartered Accountants (Firm Registration No. 009224S), Hyderabad, were re-appointed as Statutory Auditors of the Company for a period of three (3) years from the conclusion of the 15th AGM to the conclusion of 18th AGM, subject to ratification by the members at every AGM.

As per the second proviso to Section 139(2) of the Companies Act, 2013, (the Act), a transition period of three years from the commencement of the Act is provided to appoint a new auditor if the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. S M G & Associates, Chartered Accountants (Firm Registration No. 012605S), are proposed to be appointed as Statutory Auditors for a period of five years commencing from the conclusion of this AGM till the conclusion of 23rd AGM, subject to ratification by the members at every year, as may be applicable, in place of TRM & Associates, Chartered Accountants.

M/s. S M G & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act.

They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors have recommended the appointment of M/s. S M G & Associates, Chartered Accountants, as statutory auditors of the Company from the conclusion of this AGM till the conclusion of 23rd AGM, to the shareholders.

REPLIES TO AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

15.VIGIL MECHANISM :

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

16. RISK MANAGEMENT POLICY

The Risk Management Policy in place in the company enables the company to proactively take care of the internal and external risks of the company and ensures smooth business operations.

The company's risk management policy ensures that all its material risk exposures are properly covered, all compliance risks are covered and the company's business growth and financial stability are assured. Board of Directors decide the policies and ensure their implementation to ensure protection of company from any type of risks.

17.ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weaknesses in the design or operation were observed, nevertheless such systems are continuously and from time to time evaluated for their efficacy and improvements, if any,

required are implemented.

18.EXTRACT OF ANNUAL RETURN

The extract of Annual Return in form no.MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending March 31, 2017 is annexed hereto as Annexure 2 and forms part of this report.

19. DEPOSITS

The Company has not accepted any Deposits during the year and there are no outstanding or overdue deposits as on this date within the meaning of Section 73 of the Companies Act, 2013 as amended and in force.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of loans and guarantees given and investments made under Section 186 of the Act are given in the Notes to the Financial Statements.

21.PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2 as Annexure to this report.

There were no related party transactions entered into by the company.ss

There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large. None of the Directors had any pecuniary relationship or transactions with the Company

22.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

Bangalore Stock Exchange is derecognized, and the Company moved to Dissemination Board (DB) at Bombay Stock Exchange Limited. Therefore, the company will be treated as an unlisted company. No other significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

23.DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE(PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention,

Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, no case of sexual harassment was reported.

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

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are as follows:

(A) Conservation Of Energy

- | | |
|---|-----|
| (i) the steps taken or impact on conservation of energy | Nil |
| (ii) the steps taken by the company for utilizing alternate sources of energy | Nil |
| (iii) the capital investment on energy conservation equipments | Nil |

(B) Technology absorption

- | | |
|---|--|
| (i) the efforts made towards technology absorption | The Company has neither absorbed nor adopted any new technology. The company has also not made any innovation in technology other than the R&D |
| (ii) the benefits derived like product improvement, cost reduction, product development or import substitution | No benefits derived in the year under review |
| (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) | No new technology is imported during the last three years |
| (a) the details of technology imported | -- |
| (b) the year of import; | -- |
| (c) whether the technology been fully absorbed | -- |
| (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof | -- |
| (iv) the expenditure incurred on Research and Development | No expenditure incurred on Research and Development |

(C) Foreign exchange earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as follows:

Foreign Exchange Inflows: NIL

Foreign Exchange Outflows: NIL

25. Corporate Social Responsibility (CSR)

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company.

26. Human Resources

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

27. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of your Company make the following statements, with the best of their knowledge and belief and according to the information and explanations obtained by them:

i. that in the preparation of the annual accounts for the financial year ended 31st March 2017, the applicable accounting standards have been followed and there have been no material departures from them;

ii. that the accounting policies mentioned in notes to Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit of the company for the year ended on that date;

iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of

the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. that the annual financial statements have been prepared on a 'going concern' basis;

v. that proper internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively; and

vi. that proper systems are in place to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively

28. Acknowledgements

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders, of the Company for their continued support.

By the order of the Board of Directors

For FSL PROJECTS LIMITED

Sd/-

Mir Hussain Ali Khan
Whole time Director

DIN : 00017861

Place: Hyderabad

Date: 28th August 2017

Sd/-

Mir Nasir Ali Khan
Director

DIN : 00017738

FORM NO. AOC – 2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangement or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors
for **FSL Projects Limited**

Sd/-	Sd/-
Mir Hussain Ali Khan	Mir Nasir Ali Khan
Wholetime Director	Chairman
DIN : 00017861	DIN : 00017738

Place : Hyderabad
Date : 28th August 2017

Annexure
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31st, 2017
[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:	
i. CIN	U72200TG1999PLC032816
ii. Registration Date	08/11/1999
iii. Name of the Company	FSL PROJECTS LIMITED
iv. Category / Sub-Category of the Company	Company Limited by Shares / Non-govt company
v. Address of the Registered office and contact details	6-3-1090/B/1, 602 lakeshore Towers, Raj bhavan Road- 500082, Telangana Phone: 040-23393337 Email id: finance@frontlinesoft.com Website: www.frontlinesoft.com
vi. Whether listed company	NO
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	CIL Securities limited 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad – 500 001, Telangana Ph.No.040-23203149, e-mail id : advisors@cilsecurities.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer Software	6209	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of "shares" "held"	Applicable "Section"
1	NIL	NIL	NIL	NIL	NIL

IV.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 31 March 2016				No. of Shares held at the end of the year 31 March 2017				% Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	4294450	3728004	667250	45.74	4294450	3728004	667250	45.74	
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A) (1)	4294450	3728004	667250	45.74	4294450	3728004	667250	45.74	
(2) Foreign									
a) NRIs- Individuals	--	--	--	--	--	--	--	--	--
b) Other – Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A) (2)	4294450	3728004	667250	45.74	4294450	3728004	667250	45.74	
Total shareholding of Promoter									
(A)=(A)(1)+(A)(2)	4294450	3728004	667250	45.74	4294450	3728004	667250	45.74	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	100	--	100	0	100	--	100	0	NIL
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
i) Others(specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	100	-	100	0	100	-	100	0	NIL

IV.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 31 March 2016				No. of Shares held at the end of the year 31 March 2017				% Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
2. Non Institutions									
a) Bodies Corp.	282189	8000	290189	2.84	276598	8000	284598	2.79	
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	2127094	6199292	747023	26.92	2488401	6323293	120730	30.59	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1974788	125001	987288	19.58	1619172		1619172	15.87	
c) Others (NRI's)									
Others – Clearing member									
Others – Trust	511050	100	511150	5.01	511050	100	511150	5.01	
Sub-total (B)(2)	4895121	6405295	535650	54.26	4895221	6404295	535650	54.26	NIL
Total Public Shareholding (B)=(B)(1)+(B)(2)	4895221	6405295	535750	54.26	4895321	6404295	535750	54.26	NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9189671	10133291	10203000	100	9189671	10133291	10203000	100	NIL

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of total shares of the Company	% of Shares Pledged / encumbered to totalshares	No. of shares	% of total shares of the Company	% of Shares Pledged / encumbered to totalshares	
1 Mir Nasir Ali Khan	1758350	17.23	--	1758350	17.23	--	--
2 Mir Hussain Ali Khan	1758350	17.23	--	1758350	17.23	--	--
3 Syed Musharaff Mehdi	450000	4.41	--	450000	4.41	--	--
4 Syed Musharaff Mehdi	125000	1.22	--	125000	1.22	--	--
5 Mirza Zeeshan Ahmed	110000	1.08	--	110000	1.08	--	--
6 Mirza Zeeshan Ahmed Baig	100100	0.98	--	100100	0.98	--	--
7 Syed Iqbal Mehdi	75000	0.73	--	75000	0.73	--	--
8 Mohsin Ahmed	50000	0.49	--	50000	0.49	--	--
9 Taj Ahmed	50000	0.49	--	50000	0.49	--	--
10 Mushtaq Ahmed	50000	0.49	--	50000	0.49	--	--
11 Mir Nasir Ali Khan	35000	0.34	--	35000	0.34	--	--
12 Fareena Zeeshan	17500	0.17	--	17500	0.17	--	--
13 Syed Ashra Mohin	17500	0.17	--	17500	0.17	--	--
14 Amina Mustaq	17500	0.17	--	17500	0.17	--	--
15 Amtal Majeed	17500	0.17	--	17500	0.17	--	--
16 Sofia Taj	17500	0.17	--	17500	0.17	--	--
17 Mohad Amanulla Khan	11000	0.11	--	11000	0.11	--	--
18 Mohd Rahmatulla Khan	5750	0.06	--	5750	0.06	--	--
19 Mohd Moin Uddin Khan	1000	0.0098	--	1000	0.0098	--	--
20 Mohd Moinuddin Hussain	100	0.0098	--	100	0.0098	--	--
21 Syed Musheroff Mohammed	100	0.0098	--	100	0.0098	--	--
Total	46,67,250	45.74	--	46,67,250	45.74	--	--

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

Sl.No.	Particulars	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				
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment / transfer /bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the End of the year				

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

Sl.No.	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.	Frontlinesoft Foundation At the beginning of the year	500000	4.90	500000	4.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	500000	4.90	-	-
2.	Anuradha Jampani At the beginning of the year	271849	2.66	271849	2.66
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	271849	2.66	--	--
3.	Apparao Jampani Huf At the beginning of the year	250000	2.45	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the				

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Sl.No.	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
	year specifying thereasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	250000	2.45	--	--
4.	Akhila Srinivas At the beginning of the year	130000	1.27	130000	1.27
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year(or on the date of separation, if separated during the year)	130000	1.27	--	--
5.	Nitesh Dayalal Jain At the beginning of the year	120000	1.18	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year(or on the date of separation, if separated during the year)	120000	1.18%	--	--
6.	Gautam Navnitlal Adhikari At the beginning of the year	115000	1.13	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying thereasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the dateof separation, if separated during the year)	115000	1.13	--	--
7.	Markand Navnitlal Adhikari At the beginning of the year	110000	1.08	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	110000	1.08	--	--

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Sl.No.	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
8.	Frontline Constructions Limited At the beginning of the year	100000	0.98	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	100000	0.98	--	--
9.	Srinivas Pagadala At the beginning of the year	95048	0.93	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year (or on the date of separation, if separated during the year)	95048	0.93	--	--
10.	Chandrakant Duarcadas Satyadev At the beginning of the year	50000	0.49	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	50000	0.49	--	--
11.	Prakash Reddy Basani At the beginning of the year	50000	0.49	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	50000	0.49	--	--
12.	Taher Ali At the beginning of the year	50000	0.49	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--		
	At the end of the year (or on the date of separation, if separated during the year)	50000	0.49	--	--

v) Shareholding of Directors and Key Managerial Personnel:

Sl.No.	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
1.	Mir Nasir Ali Khan:				
	At the beginning of the year	1758350	17.23	1758350	17.23
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NO CHANGE		
	At the end of the year	1758350	17.23	1758350	17.23
2.	Mir Hussain Ali Khan:				
	At the beginning of the year	1758350	17.23	1758350	17.23
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NO CHANGE		
	At the end of the year	1758350	17.23	1758350	17.23
3.	Mirza Zeeshan Ahmed:				
	At the beginning of the year	110000	1.07	110000	1.07
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NO CHANGE		
	At the end of the year	110000	1.07	--	--
4.	Ashok Varadpande:				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NO CHANGE		
	At the end of the year	NIL	NIL	NIL	NIL

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtdness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	7315137	--	7315137
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	7315137	--	7315137
Change in Indebtedness during the financial year				
* Addition	--	--	--	--
* Reduction	--	570478	--	570478
Net Change	--	570478	--	570478
Indebtedness at the end of the financial year				
i) Principal Amount	--	6744659	--	6744659
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	6744659	--	6744659

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount Rs.
	Name : Mir Hussain Ali Khan		
	Designation : Whole-Time Director		
1 Gross salary	NIL		NIL
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL		NIL
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL		NIL
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL		NIL
2 Stock Option	NIL		NIL
3 Sweat Equity	NIL		NIL
4 Commission			
- as % of profit			
- others, specify	NIL		NIL
5 Others, please specify	NIL		NIL
Total (A)	NIL		NIL
Ceiling as per the Act			

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors						Total Amount Rs
1	Fee for attending board committee meetings	--	--	--	--	--		
	Commission	--	--	--	--	--		
	Others, please specify	--	--	--	--	--		
	Total (1)	--	--	--	--	--		
2.	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Overall Ceiling as per the Act		Rs. 1,00,000 per meeting						

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

S.No.	Particulars of Remuneration	Name of Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
5.	others, specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees Imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding	NOT Applicable				
B. DIRECTORS Penalty Punishment Compounding	NOT Applicable				
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding	NOT Applicable				

For and on behalf of the Board of Directors
for **FSL Projects Limited**

Sd/-
Mir Nasir Ali Khan
Chairman
DIN : 00017738

Sd/-
Mr Hussain Ali Khan
Wholetime Director
DIN : 00017861

Date : 28th August 2017
Place : Hyderabad

Independent Auditors’ Report

TO THE MEMBERS OF
FSL PROJECTS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of FSL PROJECTS LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.

Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us,

the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, 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 it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) On the basis of the information and explanation of the Company provided to us, the internal financial control, framework the report of the internal auditors and in our opinion, the Company has adequate internal financial control system in place and the reporting effectiveness of such controls.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. As per the information and explanations provided to us by the Company there would be no impact of pending litigations on its financial position in its financial statements.
 - b. The Company did not have any material foreseeable losses relating to long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company
 - d. The Company has provided the requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company

For **TRM & Associates**
Chartered Accountants
Firm Registration No. 009224S

Sd/-
Date : 28th August 2017 **CA. T.Ramamurthy**
Place: Hyderabad Partner
Membership No. 024789

Annexure to the Independent Auditors' Report on the Standalone Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report on the standalone financial statements of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The company is a Service Company, Primarily rendering Software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans: There are delays in receipt of interest and principal amount and the account is over due at the end of the year.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) According to the information and explanations given to us in respect of statutory dues
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. Excise Duty is not applicable to the Company.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable. Excise Duty is not applicable to the Company.
 - c. There are no disputed dues of Income tax, Wealth Tax, Customs Duty and Cess

- which have not been deposited as on March 31, 2017. Excise Duty is not applicable to the Company. There is a demand Rs.21,00,436/- from the income tax department regarding TDS, which the company is contesting.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the financial year 2016-17. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, with regard to provisions of section 197 read with Schedule V to the Companies Act 2013: No managerial remuneration is paid for the financial year.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **TRM & Associates**
Chartered Accountants
Firm Registration No. 009224S

Sd/-

Date : 28th August 2017 **CA T.Ramamurthy**
Place: Hyderabad Partner
Membership No. 024789

**Managing Director / Chief Executive Officer
(CEO) and Chief Finance Officer (CFO)
Certification**

To

The Members of FSL PROJECTS LIMITED

We have reviewed the financial statements and the cash flow statement of FSL PROJECTS LIMITED for the year ended March 31, 2017 and that to the best of our knowledge and belief, we certify that:

- (i) (a)(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
(ii) These statements together present a true and fair view of the company's affairs and are in compliance with current accounting standards, applicable laws and regulations
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and the steps they have taken or proposed to be taken to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
 - (i) Significant changes, if any, in internal control over financial reporting during the year;
 - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

- (iii) That there were no instances of significant fraud of which we have become aware.

We further declare that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for the year ended 31st March, 2017.

For **FSL PROJECTS LIMITED**

Sd/-

Mir Nasir Ali Khan
Chairman & Director

Sd/-

Mir Hussain Ali Khan
Whole-Time-Director

Date: 28th August, 2017

Place: Hyderabad

Balance Sheet as at 31st March, 2017

BALANCE SHEET AS ON	Ref. Note No.	31.03.2017		31.03.2016	
I. EQUITY AND LIABILITIES					
(1) Shareholders Funds					
(a) Share Capital	2.10	102,030,000		102,030,000	
(b) Reserves and Surplus	2.20	(102,164,637)		(93,930,259)	
(c) Monies Received Against Share Warrant		-	(134,637)	-	8,099,741
(2) Share Application Money			-		-
(3) Non Current Liabilities					
(a) Long Term Borrowings	2.30	6,744,659		7,315,137	
(b) Deferred Tax Liabilities (Net)	2.40	915,165		850,370	
(c) Other Long Term Liabilities		-			
(d) Long Term Provisions		-	7,659,824		8,165,507
(4) Current Liabilities					
(a) Short Term Borrowings	2.50		-		-
(b) Trade Payables		1,603,977			
(c) Other Current Liabilities	2.60	495,000			-
(d) Short Term Provisions	2.70	204,565	2,303,542	267,652	267,652
Total			9,828,729		16,532,900
II. Assets					
(1) Non Current Assets					
(a) Fixed Assets	2.80				
(i) Tangible Assets		8,048,144		8,446,464	
(ii) Intangible Assets		-			
(iii) Capital Work In Progress		-	8,048,144		8,446,464
(b) Non Current Investments	2.90		-		-
(c) Deferred Tax Assets (Net)	2.40		-		-
(d) Long Term Loans and Advances	2.10		-	5,259,123	5,259,123

**FSL PROJECTS
L I M I T E D**

BALANCE SHEET AS ON	Ref. Note No.	31.03.2017		31.03.2016	
(2) Current Assets					
(a) Current Investments					
(b) Inventories		-		-	
(c) Trade Receivables	2.11	-		-	
(d) Cash and Bank Balances	2.12	1,624,107		2,596,932	
(e) Short Term Loans and Advances	2.13	156,477	1,780,584	230,381	2,827,313
(f) Miscellaneous Expenditure (To the extent not written off or or adjusted)			-		-
Total			9,828,729		16,532,900

As per our report of even date attached
for TRM & Associates
Chartered Accountants

Sd/-
T. Ramamurthy
Partner

Place : Hyderabad
Date : 28th August 2017

For and on behalf of the Board of Directors
Sd/-
Mir Nasir Ali Khan
Chairman

Sd/-
Mir Hussain Ali Khan
Wholetime Director

Profit and loss as at 31st March, 2017

Profit and Loss Statement for the year Ended	Ref. Note No.	31.03.2017		31.03.2016	
I Revenue from Operations					
Sale of Products		-		-	
Sale of Services		-		-	
Less: Excise Duty		-	-	-	-
II Other Income	2.14	1,581,097		1,970,239	
III Total Revenue (I +II)		1,581,097		1,970,239	
IV Expenses					
Cost of Material Consumed		-		-	
Purchase of Stock in Trade		-		-	
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade		-		-	
Other Manufacturing Expenses		-		-	
Employee Benefit Expenses	2.15	287,735		311,050	
Selling and Administrative Expenses	2.16	2,119,617		843,362	
Finance Cost	2.17	9,946		4,064	
Depreciation and Amortization Cost	2.80	182,935		1,204,102	
Total Expenses		2,600,233		2,362,578	
V Profit before Exceptional and Extraordinary Items (III-IV)		(1,019,136)		(392,339)	
VI Exceptional Items		(215,384)		-	
VII Profit Before Extraordinary Items and Taxes (V - VI)		(1,234,520)		(392,339)	
VIII Prior Period Items		(6,935,062)		(749,400)	
IX Profit Before Taxes (VII - VIII)		(8,169,582)		(1,141,739)	
X Tax Expenses					
Current Tax	-	-			
Deferred Tax		(64,795)	(64,795)	236,173	236,173
XI Profit from Continuing Operations		(8,234,377)		(905,566)	
XII Profit (Loss) From Discountinuing Operations		-		-	

**FSL PROJECTS
L I M I T E D**

Profit and Loss Statement for the year Ended	Ref. Note No.	31.03.2017		31.03.2016	
XIII Tax Expenses of Discountinuing Operations		-		-	
XIV Profit (Loss) From Discountinuing Operations after Taxes (XII - XIII)			-		-
XV Profit (Loss) For the Period (XI + XIV)			(8,234,377)		(905,566)
XVI Earnings per Share	2.18				
Basic			(0.81)		(0.09)
Diluted			(0.81)		(0.09)

As per our report of even date attached
for TRM & Associates
Chartered Accountants

Sd/-
T. Ramamurthy
Partner

Place : Hyderabad
Date : 28th August 2017

For and on behalf of the Board of Directors
Sd/-
Mir Nasir Ali Khan
Chairman

Sd/-
Mir Hussain Ali Khan
Wholetime Director

Notes forming Part of Accounts for the Year Ended 31ST March' 2017

Particulars	31.03.2017		31.03.2016	
Note 2.1 Share Capital				
	Number	Amount	Number	Amount
Authorized Share Capital				
Equity Shares with Par Value of Rs. 10/- Each	11,000,000	110,000,000	11,000,000	110,000,000
Issued, Subscribed and Paid Up Capital				
Equity Shares with Par Value of Rs. 10/- Each	10,203,000	102,030,000	10,203,000	102,030,000
Less: Calls in Arrears	-	-	-	-
Total	10,203,000	102,030,000	10,203,000	102,030,000
The Company has Only One Class of Share, Equity Share, having par value of Rs.10/- . Each holder of Equity Share is entitled to One Vote per One Equity Share.				
The reconciliation of the number of Shares outstanding and the amount of Share Capital as at 31st March 2017 and 31st March 2016 is given below:				
Particulars	Number	Amount	Number	Amount
Number of Shares at the Beginning	10,203,000	102,030,000	10,203,000	102,030,000
Add: Shares Issued During the Year	-	-	-	-
Less: Shares Bought Back during the Year	-	-	-	-
Number of Shares at the End of the Year	10,203,000	102,030,000	10,203,000	102,030,000
Disclosure requirement regarding Details of Share Holders having more than 5% of Holding is given below:				
Name of the Share Holder	Number	% of Holding	Number	% of Holding
1 Mir Nasir Ali Khan	1,793,350	17.57	1,793,350	17.57
2 Mir Hussain Ali Khan	1,758,350	17.23	1,758,350	17.23
There is No Unpaid Calls Outstanding from Directors or Officers				
Note 2.2 Reserves and Surplus	Amount	Amount	Amount	Amount
Surplus				
Capital Reserve (Subsidy)		1,250,000		1,250,000
Opening Balance	(95,180,259)		(94,274,693)	
Net Profit after Tax, transferred from Statement of Profit and Loss	(8,234,377)		(905,566)	
Amount Available for Appropriation		(103,414,637)		(95,180,259)
Appropriation				
Provision for Taxes		-		-
Deferred Tax		-		-
Closing Balance		(103,414,637)		(95,180,259)
Total		(102,164,637)		(93,930,259)

Depreciation Statement for the year 2016-17 (as per Income Tax Act) (in Indian Rupees)											
Sl No	Particulars	Opening Balance		Asset Additions		Total Cost as at		Depreciation Additions		Total Dep	W.D.V
		01.04.2016	31.03.2017	Upto Sept	After Sept	Upto Sept	31.03.2017	Upto Sept	After Sept		
1	Building (10%)	2,064,365	-	-	-	2,064,365	-	206,437	-	206,437	1,857,929
2	Furniture and Fixtures (10%)	1,352,062	-	-	-	1,352,062	-	135,206	-	135,206	1,216,856
3	Computers (60%)	256	-	-	-	256	-	154	-	154	102
4	Office Equipment (15%)	338,878	-	-	-	338,878	-	50,832	-	50,832	288,046
		3,755,561	-	-	-	3,755,561	-	392,628	-	392,628	3,362,933

Note 2.8 Fixed Asset Schedule (For the Financial Year Ended 31ST March' 2017)

Sl. No.	Particulars	Gross Block						Net Block								
		Opening Balance	Additions during the year		Deletions		31.03.2017	01.04.2016	Additions during the year		Deletions / Written off	Total Depreciation for the year	Closing	31.03.2017	31.03.2016	
			Before Sept.	After Sept.				Before Sept.	After Sept.	Before Sept.	After Sept.					
	Tangible Assets															
1	Buildings	11,139,818	-	-	-	11,139,818	2,908,738	-	182,935	-	182,935	-	182,935	3,091,673	8,048,144	8,231,080
2	Furniture & Fixtures	4,207,030	-	-	-	4,207,030	4,044,482	-	-	-	-	162,549	162,549	4,207,030	(0)	162,548
3	Hardware (Computers)	6,826,846	-	-	-	6,826,846	6,826,846	-	-	-	-	-	-	6,826,846	-	-
4	Software	1,049,348	-	-	-	1,049,348	1,049,348	-	-	-	-	-	-	1,049,348	-	-
5	Office Equipment	2,416,815	-	-	-	2,416,815	2,363,979	-	-	-	-	52,836	52,836	2,416,815	0	52,836
	Total Tangible	25,639,857	-	-	-	25,639,857	17,193,393	-	182,935	215,384	-	398,319	398,319	17,591,713	8,048,144	8,446,464
	Last year	25,639,857	-	-	-	25,639,857	15,239,891	-	-	-	-	-	-	15,239,891	10,399,966	10,399,966

Notes forming Part of Accounts for the Year Ended 31ST March' 2017

Particulars	31.03.2017		31.03.2016	
Note 2.3 Long Term Borrowins	Amount	Amount	Amount	Amount
Un Secured Loans from Director	6,744,659		7,315,137	
	-	6,744,659	-	7,315,137
Total Un Secured		6,744,659		7,315,137
Note 2.4 Deferred Tax (Net)				
Opening Deferred Tax Asset		-		-
Opening Deferred Tax Liability		850,370		1,086,543
Current Year Timing Differences				
Depreciation as per Companies Act	182,935		1,204,102	
Depreciation as per Income Tax Act	392,628		439,789	
Current Year Deferred Tax, Calculated at Tax Rate of 30.9%				
Asset		-		236,173
Liability		64,795		-
Closing Deferred Tax Asset		-		-
Closing Deferred Tax Liability		915,165		850,370
Note 2.5 Short Term Borrowings				
Unsecured Loans				
Unsecured Loans		-		-
Total Unsecured		-		-
Note 2.5 Trade Payable				
Consultancy Fee		425,480		
Repairs of Building		1,178,497		
Total		1,603,977		
Note 2.6 Other Current Liabilities				
Instalment of Term Loan, repayable within One Year		-		-
Loans & Liabilities		-		-
Focus Softnet Pvt Ltd		495,000		
Total		495,000		-
Note 2.7 Short Term Provisions				
Provision for Expenses	130,794	-	235,142	-
Rental Deposit	-		32,510	-
Tds Payable	73,771	204,565		267,652
Provision for Tax		-		-
Total		204,565		267,652
Note 2.9 Non Current Investments				
Investment in Properties		-		-
Total		-		-

Notes forming Part of Accounts for the Year Ended 31ST March' 2017

Particulars	31.03.2017	31.03.2016
Note 2.10 Long Term Loans and Advances		
Others, (Unsecured, Considered Good)		
Frontline Foundation	-	5,000,000
Deposits with Others	-	259,123
Total	-	5,259,123
Note 2.11 Trade Receivables		
Outstanding for a period of More than Six Months from the Date they are due for Payments		
Secured, Considered Good	-	-
Unsecured, Considered Good (1)		
Unsecured, Considered Doubtful	-	-
Total (A)	-	-
Outstanding for a period of Less than Six Months from the Date they are due for Payments		
Secured, Considered Good	-	
Unsecured, Considered Good	-	-
Unsecured, Considered Doubtful	-	-
Less: Provision for Doubtful Debts		
Total (B)	-	-
Total	-	-
Note 2.12 Cash and Bank Balances		
Cash and Cash Equivalents		
Cash on Hand	2,475	2,368
Balance with Banks in Current Accounts		
IDBI Bank Ltd	881,902	172,646
Axis Bank Ltd	40,054	
Total (A)	924,431	175,014
In Fixed Deposits With		
F D in IDBI Bank	571,023	2,303,011
Oriental Bank of Commerce	128,653	118,907
Total (B)	699,676	2,421,918
Total	1,624,107	2,596,932
Balances with Bank in Unpaid Dividend Account	-	-
Balances with banks held as margin money deposit against Guarantee and other Commitments	-	-
Cash and Cash Equivalents includes Restriced Balance of `NIL/- (PY `NIL/-) respectively.		
Note 2.13 Short Term Loans and Advances		
(Unsecured, Considered Good)		
Advance Taxes		
Deducted on Rent	- 148,500	174,607
Deducted on Interest	- 7,977	55,774
Total	156,477	230,381

Notes forming Part of Accounts for the Year Ended 31ST March' 2017

Particulars	31.03.2017	31.03.2016
Note 2.14 Other Income		
Rental Income	1,485,000	1,615,445
Interest Income	87,337	340,772
Interest from IT Refund	8,760	14,022
Total	1,581,097	1,970,239
Note 2.15 Employee Benefit Expenses		
Salaries and Wages	259,541	290,716
Employee Contribution to Provident Fund	5,184	5,184
Directors Remuneration		-
Staff Welfare Expenses	23,010	15,150
Total	287,735	311,050
Note 2.16 Selling and Administrative Expenses		
Communication expenses	24,198	21,546
Repairs & Maintenance	1,150,132	13,500
Software Development Charges	6,900	
Rates & Taxes	94,062	79,783
Printing and Stationery	5,535	1,822
Office Maintenance	152,680	112,935
Filing Fees	13,200	11,000
AGM and General expenses	223,842	153,822
Consultancy Fees	50,000	50,000
Consultancy Fees for AGM	20,000	20,000
Digital Signature Expenses	3,000	4,500
Professional Tax	10,000	12,500
Share Registrar Expenses	96,857	124,451
Listing fees	99,975	99,569
Professional Charges	79,125	76,000
Remuneration to Auditors	50,000	50,000
Electricity	40,111	11,934
Total	2,119,617	843,362
Note 2.17 Finance Cost		
Interest Expenses		
Bank charges	9,946	4,064
Total	9,946	4,064
Note 2.18 Earnings per Share		
Profit after Taxes	(8,234,377)	(905,566)
Number of Shares of Par Value of ` . 10/-		
Basic	10,203,000	10,203,000
Diluted	10,203,000	10,203,000
Earnings per Shares of Par Value of ` . 10/-		
Basic	(0.81)	(0.09)
Diluted	(0.81)	(0.09)

Cash Flow Statement for the year ended 31st March, 2017

Amount in Rs.

Particulars	For the Year Ended	
	31.03.2017	31.03.2016
A Cash Flow from operating Activities		
Net Profit/(Loss) before tax &	(1,019,136)	(392,339)
Adjustment for:		
Depreciation	182,935	1,204,102
Financial expenses	9,946	4,064
Income Taxes	-	-
Other Income	(1,581,097)	(1,970,239)
Operating Profit before working capital changes	<u>(2,407,352)</u>	<u>(1,154,412)</u>
Adjustment for:		
(Increase)/Decrease in Trade Receivables	-	-
(Increase)/Decrease in Current Assets	972,825	116,978
Increase/ (Decrease) in Other Current Liabilities	431,913	(467,953)
Increase/ (Decrease) in Trade Payables	1,603,977	-
Cash Generated from Operations	<u>3,008,715</u>	<u>(350,975)</u>
Miscellaneous Expenditure		
Exceptional Items	(215,384)	-
Prior period items	(6,935,062)	(749,400)
Net Cash Flow from Operating Activities	<u>(6,549,083)</u>	<u>(2,254,787)</u>
B Cash Flow from investing Activities		
(Increase)/Decrease in Fixed Assets	-	-
(Increase)/Decrease in Non Current Investment	-	-
Other Income Received	1,581,097	1,970,239
Decrease in Net Block of Fixed assets Adjusted to		
Exceptional Items/as written off during the year	215,384	749,400
Net cash used in investing activities	<u>1,796,481</u>	<u>2,719,639</u>
C Cash Flow from Financing Activities		
Increase in Share Capital		
Proceeds from long-term borrowings		
Payment of long-term borrowings	(570,478)	(3,109,395)
Decrease in Long Term Loans and Advances	5,259,123	
Decrease in Short Term Loans and Advances	73,904	
Sale of Investment		
Foreign Exchange Fluctuation		
Increase in Subsidy		
Financial expenses	(9,946)	(4,064)
Net Cash Generated from Financing Activities	<u>4,752,603</u>	<u>(3,113,459)</u>
Cash & Cash Equivalents utilised (A+B+C)	1	(2,648,607)
Cash & Cash Equivalents (Opening Balance of Cash)	2,596,932	5,245,539
Cash & Cash Equivalents (Closing Balance of Cash)	1,624,107	2,596,932

For and on behalf of the Board of Directors

Sd/-

Sd/-

Place: Hyderabad

Mir Nasir Ali Khan

Mir Hussain Ali Khan

Date : 28th August 2017

Chairman

Wholetime Director

Notes to Financial Statements for the year ended 31st March,2017

Note : 1

SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Company maintains its accounts on accrual basis and is in compliance with the accounting standards referred to in section 133 and other requirements of the Companies Act, 2013.

Revenue recognition

Revenue from Software Development on a time and material basis is recognized based on software developed and billed to clients as per specific contracts. Contracting as well as invoicing is done electronically.

In the case of fixed price contracts, revenue is recognized based on the milestones achieved as specified in the contracts on the percentage of completion basis.

Expenditure:

Expenses are accounted on the accrual basis and provisions are made for all known and expected expenses, losses and liabilities.

Fixed Assets

Fixed Assets are stated at historical cost which includes cost of installation where incurred. Depreciation on fixed assets is provided on a pro-rata basis using the straight-line method at the rates prescribed in part 'C' of Schedule XII of the

Companies Act, 2013.

Foreign currency transactions

Foreign currency transactions are accounted for at the rates prevailing on the date of transactions. Current assets and current liabilities denominated in foreign currencies are converted at the yearend rates.

Retirement benefits for employees

- Contributions are made to provident fund on actual liability basis.
- Provision for gratuity was not made since no employee has eligible service with the company for gratuity under Gratuity Act

Prior period items

Income and expenditure pertaining to prior period, wherever material are disclosed separately.

Government Grants/Incentives:

Government grants and subsidies are accounted for on receipt basis. Grants like State investment subsidy, the same is shown under the head Capital Reserve.

Segment Reporting:

The Company has only one Segment Viz, Software Development Segment. Hence AS-17 "Segment Reporting" is not applicable to the Company.

Notes on Accounts

1. The previous year figures have been regrouped, wherever considered necessary, for a better presentation.
2. As of 31st March 2017 the Company had no outstanding dues to small scale Industrial undertaking.
3. Since the Company is engaged in the development and maintenance of computer software, it is not possible to furnish information in quantifiable terms as required by some of the provisions of paragraphs 3, 4C and 4D of part II of Schedule III to the Companies Act, 2013.
4. The information relating to transactions in foreign currency entered into by the Company during the year is given below:

	For the year ended 31.3.2017 (Amount in Rs.)	For the year ended 31.3.2016 (Amount in Rs.)
Earnings:		
Earning from software, other ITES services and other Income (commission received) From such activities	Nil	Nil
Outgo:		
For Import of Capital Goods (Hardware/Software)	Nil	Nil

5. All balances due from various parties under sundry debtors and advances are subject to confirmation by the respective parties. The management has certified all the debtors and advances as considered good.
6. Prior Period items include old balances amounting to Rs.2.63 Lakhs and debit balance in esop foundation Rs. 50.00 Lakhs expenditure pertaining to previous years of 16.72 lakhs.
7. Disclosures relating to Specified Bank Notes* (SBNs) held and transacted during the period from November 08, 2016 to December 30, 2016.

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 08, 2016			-
Add : Permitted receipts			-
Less : Permitted payments			-
Less : Amount deposited in banks			-
Closing cash in hand as on December 30, 2016			-

* Specified Bank Notes (SBNs) mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O. 3407(E), dated the 8th November, 2016.

8. Earning Per Share:

	As at 31-03-2017 (Amount in Rs.)	As at 31-03-2016 (Amount in Rs.)
A. Numerator		
Profit before tax	(1,019,136)	(392,339)
Extra Ordinary/Exceptional Items	(215,384)	Nil
Prior Period Items	(6,935,062)	(749,400)
Deferred Tax	(64,795)	236,173
Total (A)	(82,34,377)	(905,566)
B. Denominator		
Opening Balance of Equity Shares	10,203,000	10,203,000
Issues/Buy backs during the year	-	-
Closing Balances of Equity Shares	10,203,000	10,203,000

Weighted Average of Equity Shares (B)	10,203,000	10,203,000
C. Basic and Diluted Earning per Share (A/B)	(0.81)	(0.09)

9. As the Company has large accumulated losses, no deferred tax asset has been created for the year, as per AS-22, Accounting for taxes on income, read with paragraph 17 and 18.
10. Other income comprises of lease rents of software development centre at 602, Lakeshore tower, Rajbhavan Road.
11. Segment Reporting: The Company has only one Segment Viz, Software Development Segment. Hence AS-17 "Segment Reporting" is not applicable to the Company.
-

As per our report of even date attached
for TRM & Associates
Chartered Accountants

For and on behalf of the Board of Directors
Sd/-
Mir Nasir Ali Khan
Chairman

Sd/-
Mir Hussain Ali Khan
Wholetime Director

Sd/-
T. Ramamurthy
Partner
Place: Hyderabad
Date : 28th August 2017

Balance Sheet Abstract and Company General Business Profile as at 31 March 2017

(Additional information pursuant to Part IV of Schedule VI to the Companies Act, 1956)

i) Registration Details :

Registration No.

0	1	-	3	2	8	1	6
---	---	---	---	---	---	---	---

Balance Sheet Date

3	1
---	---

0	3
---	---

2	0	1	7
---	---	---	---

Date Month Year

ii) Capital Raised during the year (Amount in Rs.Thousands)

Public Issue

						N	I	L
--	--	--	--	--	--	---	---	---

Bonus Share

						N	I	L
--	--	--	--	--	--	---	---	---

Right Issue

						N	I	L
--	--	--	--	--	--	---	---	---

Private Placement

						N	I	L
--	--	--	--	--	--	---	---	---

iii) Position of Mobilisation and Deployment of Funds (Amount in Rs. thousands)

Total Liabilities

					9	8	2	8
--	--	--	--	--	---	---	---	---

Sources of Funds
Paid-up Capital

			1	0	2	0	3	0
--	--	--	---	---	---	---	---	---

Secured Loans

						N	I	L
--	--	--	--	--	--	---	---	---

Application Fund
Net Fixed Assets

					8	0	4	8
--	--	--	--	--	---	---	---	---

Net Current Assets

			-		5	2	2	
--	--	--	---	--	---	---	---	--

Accumulated Losses

			-	1	0	2	1	6	4
--	--	--	---	---	---	---	---	---	---

IV) Performance of Company (Amount in Rs. Thousands)

Turnover

						N	I	L
--	--	--	--	--	--	---	---	---

Profit/Loss Before Tax

-					8	1	6	9
---	--	--	--	--	---	---	---	---

Earning Per Share in Rs.

-					0	.	8	1
---	--	--	--	--	---	---	---	---

Total Assets

					9	8	2	8
--	--	--	--	--	---	---	---	---

Reserves and Surplus

					1	2	5	0
--	--	--	--	--	---	---	---	---

Unsecured Loan

					6	7	4	4
--	--	--	--	--	---	---	---	---

Investment

						N	I	L
--	--	--	--	--	--	---	---	---

Misc. Expenditure

						N	I	L
--	--	--	--	--	--	---	---	---

Deferred Tax Liability

					9	1	5	
--	--	--	--	--	---	---	---	--

Total Expenditure

					2	6	0	0
--	--	--	--	--	---	---	---	---

Profit/Loss After Tax

-					8	1	6	9
---	--	--	--	--	---	---	---	---

Dividend Rate %

						N	I	L
--	--	--	--	--	--	---	---	---

V) Generic Names of three Principal Products/services of the Company

Item Code No. (ITC Code) : 85249009.10
Product Description : COMPUTER SOFTWARE

As per our report of even date attached
for TRM & Associates

For and on behalf of the Board

Chartered Accountants
Sd/-
T. Ramamurthy
Partner

Sd/-
Mir Nasir Ali Khan
Chairman

Sd/-
Mir Hussain Ali Khan
Wholetime Director

Place : Hyderabad
Date : 28th August 2017



FSL Projects Limited

Regd.Office:6-3-1090/B/1, 602,Lake Shore Towers, Raj Bhavan Road, Somajiguda,
Hyderabad - 500 082

**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 :

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

1. Name : _____

Address : _____

E-mail Id : _____

Signature: : _____ or failing him

2. Name : _____

Address : _____

E-mail Id : _____

Signature: : _____ or failing him

3. Name : _____

Address : _____

E-mail Id : _____

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 18th Annual General

Meeting of the company, to be held on the Friday, 29th September, 2017 at 10:00 A.M. at ICWA Bhavan, Sanath Nagar, Hyderabad-500018, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

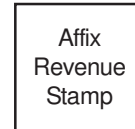
Resolution No.:

Sl.No.	Resolution(S)	Vote	
		For	Against
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2017, the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Nasir Ali Khan (holding DIN 00017738), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Appointment of Statutory Auditors of the Company and fix their remuneration		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 2017

Signature of shareholder _____



Signatures of the shareholder
Across Revenue Stamp

Signature of Proxy holder(s)

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
-

FSL Projects Limited



Regd.Off. :6-3-1090/B/1, 602, Lake Shore Towers, Raj Bhavan Road, Somajiguda,
Hyderabad - 500 082. Telangana

ATTENDANCE SLIP

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

18th Annual General Meeting on _____

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 18th Annual General Meeting of the FSL PROJECTS LIMITED held at 10.00 AM at ICWA Bhavan, Sanath Nagar, Hyderabad-500018, Telangana, on Friday, the 29th September 2017

(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) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) 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.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

18th Annual General Meeting of FSL PROJECTS LIMITED

AGM Venue:

ICWA Bhavan, Sanath Nagar,
Hyderabad-500018, Telangana,

Route Map



FSL PROJECTS
L I M I T E D

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If Undelivered, please return to :



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6-3-1090/B/1, 6th Floor, Lake Shore Towers
Raj Bhavan Road, Somajiguda

FSL PROJECTS LIMITED Hyderabad - 500 082.

Murty Graphics, 80088 49699



FSL Projects Limited

18th Annual Report 2016-17