

# MORGAN VENTURES LIMITED

(CIN: L70109DL1986PLC025841)

Corporate Office: Plot No. 37, Ring Road, Lajpat Nagar-IV, New Delhi-110024

Phone: 011-26432601/02/03, website: www.morganventures.in

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**Dated: 18.05.2018**

To,  
Corporate Relationship Department,  
Dept. of Investor Services,  
Listing Department,  
Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400001

**Sub: Outcome of Board Meeting Held on 18<sup>th</sup> May, 2018 and Declaration in respect of Auditors Report with unmodified opinion for the financial year ended 31<sup>st</sup> March, 2018.**

Dear Sir,

We hereby would like to intimate you that the following agenda has been approved by the Board at the Meeting of Board of Directors held on, 18<sup>th</sup> day of May, 2018:

- Approval of Audited financial results for the year ended on 31<sup>st</sup> December, 2017 and take note on Audit Report as required in pursuance to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Further, In pursuant to SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we hereby confirm and declare that M/S R. Tayal & Associates, Statutory Auditors of the Company, have issued the Audit Report with unmodified opinion for the Financial Statement of the Company for the Financial Year ended March 31, 2018 accordingly we are not submitting Statement of Auditor Qualification with modified opinion.

**For Morgan Ventures Limited**

  
**Shashank Mishra**  
Company Secretary





# **R. TAYAL & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

H.O. : DHARAM PLAZA, 1<sup>ST</sup> FLOOR, RAILWAY ROAD, PALWAL-121102

B.O. : 228, U. S. COMPLEX, 120, MATHURA ROAD, OPP. APOLLO HOSPITAL, SARITA VIHAR, NEW DELHI-110076

B.O. : 187 - H/5, SECOND FLOOR, KILOKARI, OPP. MAHARANI BAGH, NEW DELHI 110014

Ph. : 9811066262; e-mail : rtayalandassociates@gmail.com

## **Independent Auditors' Report**

**To**  
**The Members of**  
**M/s MORGAN VENTURES LIMITED**

### **Report on the Audit of the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **M/s Morgan Ventures Limited** ("the company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2018, and the Statement of Profit and Loss, and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

### **Responsibility of Management for Standalone Financial Statements**

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

### **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

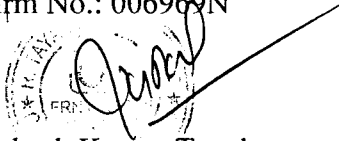
### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act 2013, we give in the "Annexure A" 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 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 written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified

as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls , refer to our separate report in “Annexure B”
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For R. Tayal & Associates  
Chartered Accountants  
Firm No.: 006960N



Rakesh Kumar Tayal  
Partner  
M. No. : 085816

Place : New Delhi  
Date : 18<sup>th</sup> May 2018

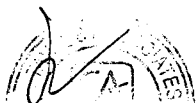
## **Annexure - A to the Auditor's Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018, we report that:

- (i)
  - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) These fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification and the same have been properly dealt with in the books of account. 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) The title deeds of all the immovable properties are held in the name of the company.
- (ii) The physical verification of inventory has been conducted at reasonable intervals by the management. No material discrepancies were noticed and they have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly the clause iii (a) and (b) of paragraph 3 of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security have been complied with.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit as per the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under. Accordingly the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- (vi) The company is not required to maintain cost records as the activities are not specified by the Central Government for the maintenance of cost records under Sub Section (1) of Section 148 of the Companies Act, 2013.

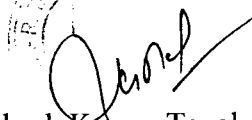
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- (vii)
- (a) According to the information and explanations given to us the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, to the appropriate authorities.
  - (b) According to the information and explanation given to us, there were no disputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, value added tax or cess as at March 31, 2018.
- (viii) The Company does not have any loan from financial institution, bank, Government or dues to debenture holders during the year. Accordingly, clause (viii) of paragraph 3 of the Order is not applicable to the Company.
- (ix) We have verified the books & records of the company & it is observed that company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the period.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company by its officers has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in standalone financial statements as required by applicable standards.
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us and based on our audit of the records of the Company, the company has not entered into any non cash transactions with directors or persons connected with him. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable to the Company.

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(xvi) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and such registration has been obtained by the company.

For R. Tayal & Associates  
Chartered Accountants  
Firm No.: 006969N



Rakesh Kumar Tayal  
Partner  
M. No. : 085816

Place : New Delhi  
Date : 18<sup>th</sup> May 2018

## **Annexure - B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of **M/s Morgan Ventures Limited** ("the Company") as of 31<sup>st</sup> March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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

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

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

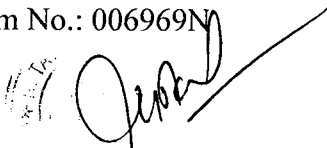
## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R. Tayal & Associates  
Chartered Accountants  
Firm No.: 006969N



Rakesh Kumar Tayal  
Partner  
M. No. : 085816

Place : New Delhi  
Date : 18<sup>th</sup> May 2018

**MORGAN VENTURES LTD.**  
CIN : L70109DL1986PLC025841

Regd. Office : 53, Friends Colony (East), New Delhi-110065.

**Audited Financial Results for the year ended 31st March, 2018**

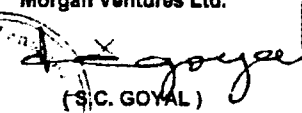
(Rs. In Lakhs)

Sl.No.	Particulars	Standalone				
		Quarter Ended		Year Ended		
		31.03.18 (Audited)	31.12.17 (Unaudited)	31.03.17 (Audited)	31.03.18 (Audited)	31.03.17 (Audited)
	<b>Income</b>					
1	(a) Revenue from operations	22.16	2.72	26.97	32.21	35.35
	(b) Other Income	0.00	0.00	0.00	0.00	0.41
	<b>Total Income</b>	<b>22.16</b>	<b>2.72</b>	<b>26.97</b>	<b>32.21</b>	<b>35.76</b>
	<b>Expenditure</b>					
2	a) (Increase)/Decrease in Stock in Trade	0.00	0.00	0.00	0.00	0.00
	b) Purchase of Securities	0.00	0.00	0.00	0.00	0.00
	c) Purchase of Traded Goods	0.00	0.00	0.00	0.00	0.00
	d) Employee Cost	4.52	3.88	5.31	20.75	19.27
	e) Depreciation & Amortisation Exps.	0.15	0.16	0.20	0.62	1.54
	f) Other Expenditure	3.20	1.52	1.85	9.80	11.74
	<b>Total</b>	<b>7.87</b>	<b>5.56</b>	<b>7.36</b>	<b>31.17</b>	<b>32.55</b>
3	Profit (+)/ Loss (-) from ordinary Activities before tax (1-2)	14.29	-2.84	19.61	1.04	3.21
4	Exceptional Items	0.00	0.00	0.00	0.00	0.00
5	Profit (+)/ Loss (-) from ordinary Activities before tax (3-4)	14.29	-2.84	19.61	1.04	3.21
6	Provision for Taxation					
	a) Income Tax	0.21	0.00	0.61	0.21	0.61
	b) Deferred Tax Assets (-)/Liability(+)	0.00	0.00	-0.27	0.00	-0.27
7	Net Profit (+)/Loss(-) from Ordinary Activities after tax	14.08	-2.84	19.27	0.83	2.87
8	Adjustment relating to earlier years	0.00	0.00	0.00	0.00	0.00
9	Net Profit (+)/Loss(-) for the period	14.08	-2.84	19.27	0.83	2.87
10	Paid-up equity share capital (Face Value : Rs. 10 each)	989.87	989.87	989.87	989.87	989.87
11	Reserves excluding Revaluation Reserves	2926.23	2912.15	2925.40	2926.23	2925.40
12	Earning Per Share (EPS)					
	a) Basic and diluted EPS before Extra ordinary Items	0.01	-0.03	0.19	0.01	0.03
	b) Basic and diluted EPS after Extra ordinary Items	0.01	-0.03	0.19	0.01	0.03

**Note :**

- The financial results were audited by the Statutory Auditors, reviewed by the Audit Committee of the Board and approved by the Board of Directors of the Company in its meeting held on 18th May, 2018.
- No complaint was received during the Quarter ended 31st March, 2018 and there was no complaint pending at the end of Quarter ended 31.03.2018.
- Previous Period figures have been regrouped/rearranged wherever necessary.

For & on behalf of the Board of  
Morgan Ventures Ltd.

  
 (S.C. GOYAL)  
 Managing Director  
 DIN : 00220575

Date : 18.05.18  
Place : New Delhi



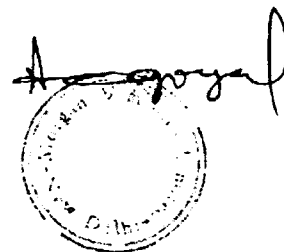
**Segmentwise Revenue, Results and Capital Employed**

(Rs. in lacs)

	Standalone				
	For the Quarter		31st March, 2017 (Audited)	For the Year Ended	
	31st March, 2018 (Audited)	31st Dec, 2017 (Unaudited)		31st March, 2018 (Audited)	31st March, 2017 (Audited)
<b>Segment Revenue</b>					
Trading on capital Equipments	0.00	0.00	0.00	0.00	0.00
Fee Based Activities	21.02	2.72	2.42	31.07	10.80
Fund Based Activities	0.00	0.00	0.00	0.00	0.41
Investments	1.14	0.00	24.55	1.14	24.55
Windmill Operation	0.00	0.00	0.00	0.00	0.00
<b>Total Segment Revenue</b>	<b>22.16</b>	<b>2.72</b>	<b>26.97</b>	<b>32.21</b>	<b>35.76</b>
Less : Inter Segment Revenue	0.00	0.00	0.00	0.00	0.00
<b>Net Sales/Income form Operations</b>	<b>22.16</b>	<b>2.72</b>	<b>26.97</b>	<b>32.21</b>	<b>35.76</b>
<b>Segment Results</b>					
<b>(Profit before Interest and Tax)</b>					
Trading on capital Equipments	0.00	0.00	0.00	0.00	0.00
Fee Based Activities	15.15	-1.17	-2.89	10.31	-8.47
Fund Based Activities	-1.56	-1.67	-1.06	-9.84	-11.88
Investments	1.14	0.00	24.55	1.14	24.55
Windmill Operation	0.00	0.00	0.00	0.00	0.00
<b>Total Segment Results</b>	<b>14.73</b>	<b>-2.84</b>	<b>20.60</b>	<b>1.61</b>	<b>4.20</b>
Less : Interest Expense	0.00	0.00	0.00	0.00	0.00
Less : Unallocable Expenditure	0.44	0.00	0.99	0.57	0.99
<b>Total Profit Before Tax</b>	<b>14.29</b>	<b>-2.84</b>	<b>19.61</b>	<b>1.04</b>	<b>3.21</b>
<b>Capital Employed (Segment Assets less Segment Liabilities)</b>					
Capital Equipments	1803.29	1803.47	1803.75	1803.29	1803.75
Fee Based Activities	0.00	0.00	0.00	0.00	0.00
Fund Based Activities	1882.13	1866.98	1879.95	1882.13	1879.95
Investments	247.91	248.80	248.8	247.91	248.8
Windmill Operation	0.00	0.00	0.00	0.00	0.00
<b>Total Capital Employed in Segments</b>	<b>3933.33</b>	<b>3919.25</b>	<b>3932.50</b>	<b>3933.33</b>	<b>3932.60</b>
Add : Unallocable Corporate Assets	0.00	0.00	0.00	0.00	0.00
<b>Total Capital Employed in the Company</b>	<b>3933.33</b>	<b>3919.25</b>	<b>3932.50</b>	<b>3933.33</b>	<b>3932.60</b>

**Notes :**

1. Segments have been identified in line with the Accounting Standard on Segment Reporting.
2. Segment Revenue, Results and Capital Employed figures include the respective amounts identifiable to each of the segments. Unallocable expenditure includes expenses incurred at a corporate level which relate to the company as a whole.



**MORGAN VENTURES LTD.**

CIN : L70109DL1986PLC025841

**Statements of Assets & Liabilities**

Particulars	Standalone	
	March 31, 2018	March 31, 2017
<b>Equity and liabilities</b>		
<b>Shareholders' funds</b>		
(a) Share capital	9,89,87,000	9,89,87,000
(b) Reserves and Surplus	29,26,23,065	29,25,39,875
	<u>39,16,10,065</u>	<u>39,15,26,875</u>
<b>Share application money pending allotment</b>		
<b>Non-current Liabilities</b>		
(a) Deferred tax liabilities (net)	17,23,191	17,23,191
	<u>17,23,191</u>	<u>17,23,191</u>
<b>Current liabilities</b>		
(a) Other current liabilities	2,80,438	3,52,598
(b) Short-Term provisions	20,813	6,09,264
	<u>3,01,251</u>	<u>9,61,862</u>
<b>Total Equity &amp; Liabilities</b>	<u><u>39,36,34,507</u></u>	<u><u>39,42,11,928</u></u>
<b>Assets</b>		
<b>Non-current assets</b>		
<b>Fixed assets</b>		
(i) Tangible assets	32,01,392	32,63,355
	<u>32,01,392</u>	<u>32,63,355</u>
(a) Non-current investments	2,47,91,592	2,48,80,012
(b) Long-term loans and advances	18,38,43,117	12,29,04,822
	<u>20,86,34,709</u>	<u>14,77,84,834</u>
<b>Current assets</b>		
(a) Inventories	18,02,35,285	18,02,35,285
(b) Cash and cash equivalents	11,38,621	6,25,40,830
(c) short-term loans and advances	4,24,500	3,87,624
	<u>18,17,98,406</u>	<u>24,31,63,739</u>
<b>Total Assets</b>	<u><u>39,36,34,507</u></u>	<u><u>39,42,11,928</u></u>

