

ROCKON ENTERPRISES LIMITED

(Formerly Rockon Fintech Limited)

CIN: L65923MH1976PLC019072

Regd Off:
E-109, Crystal Plaza,
New Link Road, Opp. Infinity Mall,
Andheri (W), Mumbai - 400053
Tel.: (022) - 61522222, 615222235
Fax: (022) - 61522234
Email: rockonfintech123@gmail.com
Web-site: www.rockonfintech.com

Date: 28/08/2019

To,
The Bombay Stock Exchange Ltd
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai - 400 001

BSE Scrip Code: 531447

SUB: Filing of annual report 2018-2019 under company regulation 34(1)(a) of SEBI (LODR)
2015 and 2018 amendments thereof

Respected Sir,


Please find attached annual report 2018-2019 under company regulation 34(1) (a) of SEBI (LODR)
2015 and 2018 amendments thereof.

This is for your information & record. Kindly acknowledge receipt of the same.

Thanking you

Yours Faithfully

For Rockon Enterprises Limited


Girraj Kishor Agarwal
(Director)



43RD ANNUAL MEETING



ANNUAL REPORT 2018-19

 rockonfintech123@gmail.com

 9152096141

 www.rockonfintech.com

E-109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (west), Mumbai – 400053



**WE BELIEVE THAT NOTHING CAN BE GREATER THAN A BUSINESS,
HOWEVER SMALL IT MAY BE, THAT IS GOVERNED BY CONSCIENCE;
AND THAT NOTHING CAN BE MEANER OR PETTIER THAN A BUSINESS,
HOWEVER LARGE, GOVERNED WITHOUT HONESTY
AND WITHOUT BROTHERHOOD.**



Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. Our Code of Business Principles inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

To succeed, we believe, requires highest standards of corporate behavior towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come. The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

During the year under review the total revenue of the company is '188.56 Lakhs including other income as compared to '333.50 Lacs in the previous year and thereby registering a fall of 43.46%. This was mainly because of slack market condition during the year. The volatile market condition affected the company adversely and due to company make Net Loss of Rs. '(174.218) Lakhs against the Net profit of Rs. '9.993 Lakhs in the previous year.

The management of the Company hereby very optimistic regarding performance of the Company in future and taking every steps and making every efforts to turn the Company in to profitable organisation.

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CORPORATE INFORMATION

Board of Directors

Managing Director

Mrs. Tanu Giriraj Agarwal

Independent Directors

Mr. Hardikkumar Kabariya

Ms. Jyotsana Bhatt

Non Independent Directors

Mr. Girraj Kishor Agrawal

Chief Financial Officer

Mr. Vinod Prabhu

Auditors

Statutory Auditors

M/S. DMKH & CO.

(Chartered Accountants)

FRN: 116886W

Secretarial Auditors

M/s. Paresh D Pandya & Associates

(Practicing Company Secretary)

COP Number: 4869

Internal Auditors

A.M. Gohel & Co.

(Chartered Accountants)

FRN: 136626W

Bankers

Axis Bank Ltd - Andheri (West)

Kotak Mahindra Bank- Andheri (West)

RBL Bank Ltd – Andheri (West)

DCB Bank Ltd – Andheri (West)

Board Committees

Audit Committee

Hardikkumar Kabariya (Chairman)

Jyotsana Bhatt (Member)

Tanu Giriraj Agarwal (Member)

Stakeholder Relationship Committee

Hardikkumar Kabariya (Chairman)

Jyotsana Bhatt (Member)

Tanu Giriraj Agarwal (Member)

Nomination and Remuneration Committee

Hardikkumar Kabariya (Chairman)

Jyotsana Bhatt (Member)

Girraj Kishor Agrawal (Member)

Registrar and Share Transfer Agent

Purva Sharegistry (India) Pvt Ltd

Unit No. 9, Shiv Shakti Industrial Est,

J.R. Boricha Marg, Lower Parel (E),

Mumbai- 400053

Listing of Shares

Bombay Stock Exchange (BSE)

Contact Us

Website

www.rockonfintech.com

Email Id

rockonfintech123@gmail.com

Tel. No

9152096140/41

NOTICE OF 43RD ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting of the Members of Rockon Enterprises Limited will be held on Thursday 26th September, 2019 at 412, Hubtown, solaris, Sai Wadi Andheri (East) Mumbai- 400069 at 2.00 p.m to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statement:

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019, and the Reports of the Directors and Auditors thereon.

2. Re appointment of Director:

To appoint a Director in place of Mr. Girraj Agarwal, Director (DIN: 00290959), who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appointment of Ms. Jyotsana Bhatt as an Independent Director of the company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Ms. Jyotsana Bhatt (DIN: 07934126), an Independent Director of the Company, whose term of office as an Independent Director expires on this Annual General Meeting and who is eligible for re-appointment be is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term commencing from this Annual general meeting to conclusion of 48th Annual general meeting.

REGISTERED OFFICE

E/109, Crystal Plaza,
New Link Road, Andheri (West)
Mumbai- 400053

Date: 14/08/2019

By order of the Board
SD/-
Mr. Girraj Kishor Agrawal
(Director)

Notes:

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.

A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. A person can act as proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member.

The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.

Corporate Members are requested to send in advance duly certified copy of Board Resolution/power of attorney authorizing their representative to attend the annual general meeting.

Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.

Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 20/09/2019 to 26/09/2019 (both days inclusive).

The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Purva Sharegistry (India) Pvt Ltd) of the Company.

Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s.Purva Sharegistry (India) Pvt Ltd, at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400 011.

Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2018-2019 along with Notice of 43rd Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2018-2019 along with the notice of the 43rd Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.

Electronic copy of the Notice convening the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.rockonfintech.com, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during business hours on all the working days.

During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

Procedure and Instruction for E-Voting:

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 :Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 :Cast your vote electronically on NSDL e-Voting system.

A detail on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111528 then user ID is 111528001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal addresses.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. After you click on the “Login” button, Home page of e-Voting will open.
 9. Now, you will have to click on “Login” button.

A Detail on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN 111528” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

1. The e-voting period commences on Monday 23/09/2019 at 9:00 A.M. and ends on Wednesday 25/09/2019 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff/relevant date i.e. Thursday, 19/09/2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
3. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Thursday, 19/09/2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rockonfintech123@gmail.com. However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Thursday, 19/09/2019,, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

5 Mr. Vijay Mishra, Practicing Company Secretary (Membership No. 5023), proprietor of M/s. VKM & ASSOCIATES have been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.

6. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall counter-sign the same and declare the result of the voting forthwith.

7. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.rockonfintech.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3:

Ms. Jyotsana Bhatt (DIN: 07934126) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He hold office as Independent Directors of the Company up to this Annual General Meeting ("first term") in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Ms. Jyotsana Bhatt (DIN: 07934126) as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given his background and experience and contributions made during tenure, the continued association of Ms. Jyotsana Bhatt would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly it is now proposed that the Ms. Jyotsana Bhatt, Independent Director of the Company be appointed for a second term of five consecutive years, commencing from this Annual general meeting to conclusion of 48th Annual general meeting.

Save and except for the aforesaid Independent Director, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 3 of the Notice.

REGISTERED OFFICE

E/109, Crystal Plaza,
New Link Road, Andheri (West)
Mumbai- 400053

Date:10/08/2019

By order of the Board

SD/-

**Mr. Girraj Kishor Agrawal
(Director)**

Additional Information of Directors seeking Appointment/Re-appointment at the 43rd Annual General Meeting pursuant to Regulation 36(3) of the Listing Regulation as on March 31, 2019

Sr. No	Name of the Directors	Mr. Girraj Kishor Agrawal	Ms. Jyotsana Bhatt
1	Date of Birth	19/05/1964	25/04/1992
2	Age	55 Years	26 years
3	Date of Appointment	22/09/2009	09/09/2017
4	PAN	AADPA7003J	DEVVPB2642D
5	DIN	00290959	07934126
6	No. of Equity shares held (as on 31.03.2019)	NIL	NIL
7	Qualifications	Chartered Accountant and B.Com	M.com and LLB
8	Brief Profile	He is a Chartered Accountant. His vast experience is backed by astute and dynamic leadership qualities. He has expertise in Taxation, Corporate Laws and Finance. He has wide and vast experience in Corporate Finance like ICD's, Bill Discounting, Project financing, Hire-Purchase, finance, and investment banking as he had been instrumental in syndicating such services to the clients. His vision to take the Company to the new orbit that helps the Company to achieve the stringent targets and to claim the position of one of the best governance players in the market.	She is a Post Graduate in commerce, who possesses requisite qualification in Accounts and Legal Matters. She has the ability and skills, required to lead the company as director.
9	List of other Directorships (excluding Foreign Company)	1. Handful Investrade Pvt Ltd 2. Agrawal Bullion Ltd 3. Kayaguru Capital Market Pvt Ltd 4. Rockon Capital market Pvt Ltd 5. Tilak Ventures Limited 6. Banas Finance Limited 7. Axon Ventures Limited 8. Proaim Enterprises Limited	1. Banas Finance Limited
10	Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	<u>Membership / Chairmanship of Committees of the following</u> <ul style="list-style-type: none"> • Member of AC and SRC of Proaim Enterprises ltd • Member of AC and SRC of Axon Ventures Ltd • Member of AC and SRC of Tilak Enterprises Ltd • Member of AC and SRC of Banas Finance Ltd 	<u>Membership / Chairmanship of Committees of the following</u> <ul style="list-style-type: none"> • Member of AC and SRC of Rockon enterprises ltd
11	Relationships, if any between Directors, interest.	Spouse of Mrs. Tanu Giriraj Kishor Agarwal	No

BOARD OF DIRECTORS' REPORT

**To
The Members of,
Rockon Enterprises Limited**

Your Directors present to you the 43rd Annual report and the Audited Financial Statements for the Financial Year ended 31st March, 2019.

Financial results:

Summary of the Company's financial performance for F.Y. 2018-2019 as compared to the previous financial year is given below:

PARTICULARS	(Figures in Lacs)	
	F.Y. 2018- 2019	F.Y. 2017-2018
Income from Commodity Trading	107.24	101.05
Income from Finance Activities	81.05	86.27
Total Operational Revenue	188.29	187.32
Other Incomes	0.27	146.18
Total Revenue	188.56	333.50
Profit before Depreciation & Interest	(160.524)	21.45
Depreciation	0.247	0.27
Interest	9.007	11.04
Profit after Depreciation & Interest	(169.778)	10.14
Provision for taxation	-	-
Deffered tax	0.030	-
Tax adjustment for earlier years	4.409	0.15
+Profit after tax	(174.22)	9.99
Other Comprehensive income for the Year	(37.62)	(7.99)
Balance carried forward to balance sheet	(211.84)	2.00

Financial performance:

During the year under review company has two reporting segments i.e. Commodity Trading and Finance segment, from which company has generated its revenue. It can be clearly seen from the figures above that the total revenue of the company is Rs.188.56 Lakhs including other income as compared to Rs.333.502 Lacs in the previous year and thereby registering a fall of 43.46%. However, due to volatile market conditions, which has affected the company adversely due to company make Net Loss of Rs. '(174.218) Lakhs against the Net profit of Rs. '9.993 Lakhs in the previous year. Thus, the management is striving hard to work with great efforts and maintain high level of optimism to increase the revenue and profits of the organization in coming years.

Board of Directors and Key Managerial Personnels

During the year under review Mr. Gaurang Chauhan resigned from the post of Chief Financial Officer (CFO) of the Company w.e.f. 13/11/2018, Mr.Kirti Anilkumar Patel resigned from the post of Director of the company w.e.f.03.07.2018, Ms.Bhavna Dave resigned from the post of company secretary cum compliance officer of the company w.e.f 04.01.2019 and Ms.Kajol Tak resigned from the post of company secretary cum compliance officer of the company w.e.f.03.07.2018 The Board is thankful for there guidance and contribution to the company.

In accordance with the provisions of the Act and in terms of Articles of Association of the Company, board approved the change of designation of Mrs.Tanu Giriraj Agarwal from the whole time director to Managing Director for a period of five years commencing from 1st august 2018, Mr. Girraj Kishor Agrawal, Director of the company, retires by rotation at the ensuing AGM and being eligible, offer himself for reappointment on the recommendation of Nomination and Remuneration Committee.

Further, the Board appointed Mr.Vinod Prabhu as Chief Financial Officer (CFO) of the Company w.e.f. 13/11/2018, Bhavna dave as company secretary cum compliance officer w.e.f. 29.09.2018, Sonakshi agarwal as company secretary cum compliace officer of the company w.e.f. 04.01.2019 Further, Profiles of these Directors, as required under Listing Regulations, are given in the Notice of the 43rd AGM As required under Regulation 36(3) of the listing Regulations.

Dividend:

With view to conserve financial resources of the Company, your Directors do not recommend any dividend on equity shares for the year ended 31st March, 2019.

Deposits:

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

Amounts to be transferred to Reserves:

No amount has been transferred to General Reserve for the year.

Number of Meetings of the Board:

The Board met ten (10) times during the financial year. The Meeting details are provided in the Corporate Governance Report. The maximum gap between any two meetings did not exceed 120 days, as prescribed in the Companies Act 2013.

Directors' Responsibility Statement:

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2019 the applicable accounting standards have been followed.
2. Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2019 and of the profit of the Company for the year ended on that date.
3. Proper and sufficient care to the best of their knowledge and ability 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.
4. The Annual Accounts of the Company have been prepared on the ongoing concern basis.
5. That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.
6. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Declarations given by Independent Directors:

All the Non-Executive and Independent Directors viz. Ms. Jyotsana Bhatt, and Mr. Harikkumar Kabariya have confirmed to the Board that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR), 2015. These confirmations have been placed before, and noted by the Board.

Policy on Director's Appointment and Remuneration:

In accordance with the provisions of Section 178(3) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has Director's Appointment and Remuneration policy in place. The objectives and key features of this Policy are:

- (a) Formulation of the criteria for determining qualifications, positive attributes of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel and also independence of Independent Directors;
- (b) Aligning the remuneration of Directors, KMPs and Senior Management Personnel with the Company's financial position, remuneration paid by its industry peers etc;
- (c) Performance evaluation of the Board, its Committees and Directors including Independent Directors;
- (d) Ensuring Board diversity;

Evaluation of Board of Directors:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, as well as the evaluation of the working of its Committees and Individual Directors, including Chairman of the Board. The performance evaluation of the Board as a Whole, Chairman and the Non-Independent Directors was carried out by the Independent Directors.

While evaluating the performance and effectiveness of the Board, various aspects of the Board's functioning such as adequacy of the composition and quality of the Board, time devoted by the Board to Company's long-term strategic issues, quality and transparency of Board discussions, execution and performance of specific duties, obligations and governance were taken into consideration. Directors expressed their satisfaction with the evaluation process.

Statutory Auditors:

M/s DMKH & Co. Chartered Accountants having Registration No. 116886W, was appointed as Statutory Auditors of the Company in 41st Annual General Meeting of the company for a period of 5 years till the conclusion of 46th Annual General Meeting of the company to be held in the year 2022. There are continued to be a Statutory Auditors for F.Y. 2019-20. The Statutory Auditors have confirmed their eligibility pursuant to section 139 of the Companies Act 2013.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 43rd AGM.

Explanation on observations made by the Statutory Auditors:

The Statutory Auditors of the company have drawn the attention of the management on some observations in their CARO and Internal Financial Control Reports. In connection with the same, management herewith giving the explanations as follows:

As far as contingent liability of Rs.3,26,141/- for the A.Y.2007-08 and Rs.20,04,460/- for the A.Y.2011-12 u/s 147 of Income Tax Act, 1961 is concerned, It is a matter of fact that the demand was raised by the jurisdictional assessing officer u/s 147 read with section 143(3) of the Income Tax Act, 1961 for income escaping assessment conducted by the Income Tax Authorities, However the contingent liability for the same is not provided as the management feels that the demand raised is likely to be either deleted or substantially reduced as the company has filed appeal in response to the demand raised by the Assessing Officer.

Secretarial Auditors:

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. P.D. Pandya & Associates, Company Secretary in Practice to conduct the Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report as received from M/s. P.D. Pandya & Associates is appended to this Report as Annexure A.

Explanation on observation and qualification made by the Secretarial Auditors:

The Secretarial Auditors of the company have drawn the attention of the management on some Non Compliances which marked as qualification in their audit report. In connection with the same, management herewith giving the explanations as follows:

As per regulation 17(8) of securities and exchange board of india (listing obligation and disclosure requirement) regulation, 2015 chief financial officer certificate should be signed by the CFO but due to CFO resigned before the meeting, certificate was signed by managing director. As per companies act 2013 if the office of any whole-time KMP is vacated, the position so vacated must be replaced with another appropriate personnel within six months from the date of such vacancy, so there for company is under process to appoint new CFO.

As far as contingent liability of Rs.3,26,141/- for the A.Y.2007-08 and Rs.20,04,460/- for the A.Y.2011-12 u/s 147 of Income Tax Act, 1961 is concerned, It is a matter of fact that the demand was raised by the jurisdictional assessing officer u/s 147 read with section 143(3) of the Income Tax Act, 1961 for income escaping assessment conducted by the Income Tax Authorities, However the contingent liability for the same is not provided as the management feels that the demand raised is likely to be either deleted or substantially reduced as the company has filed appeal in response to the demand raised by the Assessing Officer.

Contracts or Arrangements with Related Parties:

In line with the requirements of the Companies Act, 2013 and Listing Regulations 2015, all Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on yearly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All Related Party Transactions entered during the year 2018-19 were in Ordinary Course of the Business and on Arm's Length basis; and there were no material contracts and arrangements.

Transactions, if any, which are not in ordinary course of business and not at arm length, are disclosure in Form AOC-2 given in the Report as Annexure B.

Committees of the Board:

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

Corporate Social Responsibility:

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Company is not required to spend any amount towards CSR Expenditure as none of the thresholds limits as specified in Section 135 is crossed.

Risk Management

The Board has reviewed the Risk assessment and Minimization procedure as per Regulation 17 (9) of the SEBI (LODR) Requirements, 2015; there are no material risk which in the opinion of the management affects the continuity and existence of the business. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

Extract of Annual Return:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as Annexure C.

Report on Corporate Governance:

The reports on Corporate Governance for the year under review, as stipulated under Schedule V read with Regulation 34(3) of LODR Regulation, 2015 forms the part of the Annual Report. The certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed to the Corporate Governance Report.

Management Discussion and Analysis Report:

Separate Management Discussion and Analysis Report covering a wide range of issues relating to Industry Trends, Company Performance, SWOT analysis, Corporate Process, and internal control as per SEBI (LODR) 2015, is annexed to this Report.

Internal Financial Controls and their Adequacy:

The Company has put in place adequate internal financial controls with reference to the Financial Statements commensurate with the size of the Company. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanism, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Postal Ballot:

During the year the company has not passed any resolution through postal Ballot.

Foreign Exchange:

There is no inflow and outflow of Foreign Exchange.

Vigil Mechanism/Whistle Blower Policy:

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The details of the said Policy are included in the Report on Corporate Governance which forms part of the Annual Report. The policy is available at the following weblink: www.rockonfintech.files.wordpress.com/2015/06/rockon_whistle_blower_policy1.pdf During the financial year 2018-19, no cases under this mechanism were reported in the Company and any of its subsidiaries/ associates.

Particulars of Loans, Guarantees or Investments:

Details of the Investments covered under the provisions of Section 186 of the Companies Act, 2013 (Act) will be produced for verification to the members at the registered office of the Company on their request.

Policy for Prevention, Prohibition and Redressal of Sexual Harassment:

The Company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaint Committee (ICC) has been set up in compliance with the said Act. During the year under review no cases in the nature of sexual harassment were reported at any workplace of the company.

Significant and Material orders passed by the regulators or Courts or Tribunals:

During the year under report, there were no significant material orders passed by the Regulators/ Courts/ Tribunals impacting the going concern status and Company's operations in future.

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification:

The Chief Executive Officer and Chief Financial Officer Certification as required under Listing Regulations and Chief Executive Officer declaration about the Code of Conduct is Annexed to this Report in Annexure E.

Certificate Of Non-Disqualification Of Directors:

Certificate from secretarial auditor regarding none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority as per item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015,annexed to this report in Annexure D.

Particulars of Employees and Related Information:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/KMP	Remuneration Received (In Rs. Lakh)	% increase in Remuneration in the Financial year 2018-19	Ratio of remuneration of each Director to median remuneration of employees
1.	Smt. Tanu Giriraj Agarwal (Whole Time Director)	-	-	-
2.	Ms. Jyotsana Bhatt (Non-Executive Independent Director)	-	-	-
3.	Mr. Hardikkumar Kabariya (Non-Executive Independent Director)	-	-	-
4.	Mr. Girraj Kishor Agrawal (Non - Executive Director)	-	-	-
5.	Sonakshi Agarwal@ (Company secretary)	0.21	-	0.19
6.	Gaurang Chauhan)! (CFO)	0.26	-	0.24
7.	Mr. Vinod Prabhu# (CFO)	1.08	-	1.00
8.	Bhavan Dave* (Company Secretary)	1.34	-	1.24
9.	Ms.Kajol Tak\$ (Company secretary)	1.65	85.717	1.53

Note - @ Appointment-w.e.f.04.01.2019, \$ Resignation-w.e.f.03.07.2018, #Appointment-w.e.f.13.11.2018,!resignationw.e.f.13.11.2018 *resignation w.e.f.04.01.2019.

- All appointments are / were non-contractual.

- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Remuneration on Cash basis

- The median remuneration of employees of the Company during the financial year was Rs. 1.08 Lakh

- There were 7 employees on the rolls of Company as on March 31, 2019.

Green initiative in Corporate Governance:

The Ministry of Corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode.

Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with Companies RTA.

Acknowledgement:

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year

For and On behalf of the Board

Sd/-
Tanu Agarwal
(Managing Director)

Sd/-
Girraj Kishor Agrawal
(Director)

Date:10/08/2019

Place: Mumbai

ANNEXURE – A**Secretarial Audit Report****For Financial Year Ended on March 31, 2019****Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies****(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

To,
The Member,
ROCKON ENTERPRISES LIMITED
E-109, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai-400053

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "ROCKON ENTERPRISES LIMITED"(hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 (SEBI Act);
 - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 –Not applicable as the Company has not issued any shares during the year under review;
 - (d)]The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;
6. Other Laws applicable to the Company ;
 - i. Textiles (Development and Regulation) Order, The Equal Remuneration Act, 1976
 - ii. The Bombay Shops and Establishments Act, 1948.
 - iii. The Payment of Gratuity Act,1972

iv. The Maharashtra State Tax on Professions, Trades, Callings and Employments act 1975

We have also examined compliance with the applicable clause of the following;

I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, except the following

1. The Company has not complied with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. According to the information and explanation given to us, there is no dispute pending in respect of dues of provident fund/- sales tax/wealth tax/service tax/custom duty/excise duty/cess/value added tax, were in arrears as at 31st march, 2019 for a period of more than six month from the date they became payable, except

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount related	Forum where dispute pending
Income Tax Act	Income Tax And Interest	326141	Assessment Year 2007-08	Assessing Officer of Income Tax
Income Tax Act	Income Tax And Interest	2004460	Assessment Year 2011-12	Assessing Officer of Income Tax

We further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review following changes in the Board of Directors have taken

- Mr. Kirti Anilkumar Patel resigned from the post of executive director w.e.f. 03/07/2018.

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

- Decisions at the Board Meetings and Committee Meetings were taken unanimously and are captured and recorded as part of the minutes of the meetings.

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

For, M/s. Paresh D Pandya & Associates
COP Number: 4869

SD/-
Paresh D Pandya
Proprietor
ACS No. 12123

Place: Mumbai
Date: 10th August, 2019

ANNEXURE TO THE SECRETARIAL AUDIT REPORT: //

To,
The Member,
ROCKON ENTERPRISES LIMITED
E-109, Crystal Plaza, New Link Road
Opp. Infinity Mall, Andheri (West),
Mumbai-400053

Our report of even date is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, M/s. Paresh D Pandya & Associates
COP Number: 4869

SD/-
Paresh D Pandya
Proprietor
ACS No. 12123

Place: Mumbai
Date: 10th August, 2019

ANNEXURE – B

FORM AOC-2 RELATED PARTY TRANSACTION

(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 Act including certain arm's length transactions under third proviso thereto:

1) Details of material contracts or arrangements or transactions not at arm's length basis: None of the transactions with related parties fall in this category. - None

2) Details of contracts or arrangement or transactions at arm's length basis:

Name of Related Party	Nature of contract /arrangement /transactions	Duration of the contract / arrangement /transactions	Nature of Relationship	Date(s) of approval by the Board	Amount
M/S Proaim Enterprises Ltd	The Company has purchased 70,000 equity shares of M/s. Rockon Capital Market Pvt. Ltd. for Rs.13.30 Lakhs and 1,85,000 equity shares of M/s. Kayaguru Capital Market Pvt. Ltd for Rs.29.60 lakhs From M/S Proaim Enterprises Ltd	completed	Group Company	14.04.2018	42.90 Lakhs
M/s. Banas Finance Ltd	The Company has Given loan for Rs.38 Lakhs to M/s. Banas Finance Ltd.	completed	Group Company	14.04.2018	38 Lakhs
M/s Agarwal Bullion Ltd	The Company has Given loan for Rs.15 Lakhs to M/s Agarwal Bullion Ltd	completed	Group Company	14.04.2018	15 Lakhs
M/s Handful Investrade Pvt Ltd	The Company has purchased 65,200 equity shares for Rs.51 Lakhs From M/s Handful Investrade Pvt Ltd	completed	Group Company	14.04.2018	51 Lakhs
Kajol Tak	Salary	completed	KMP	14.04.2018	1.64 Lakhs
Sonakshi Agarwal	Salary	completed	KMP	14.04.2018	0.21 Lakhs
Gaurang Chauhan	Salary	completed	KMP	14.04.2018	0.26 Lakhs
Vinod Prabhu	Salary	completed	KMP	14.04.2018	1.07 Lakhs
Bhavna Dave	Salary	completed	KMP	14.04.2018	1.33 Lakhs

*Some of the above mentioned transactions are not material one, however they are still being provided here for disclosure purpose.
For and On behalf of the Board

Sd/-
Tanu Agarwal
(Managing Director)
Date: 10/08/2019
Place: Mumbai

Sd/-
Girraj Kishor Agrawal
(Director)

ANNEXURE – C

Form No. MGT-9 Extract of Annual Return

[Pursuant to Section 92(3) of the Companies Act 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I Registration & Other Details:	
CIN	L65923MH1976PLC019072
Registration Date	10.06.1976
Name of the Company	ROCKON ENTERPRISES LIMITED
Category/Sub-category of the Company	Company listed by Shares
Address of the Registered office & contact details	E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Opp. Infinity Mall, Andheri (West), Mumbai-400053 Tel: 9152096140 / 41 / 42 Email Id: rockonfintech123@gmail.com
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Purva Share Registry (India) Pvt Ltd 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hosp., Lower Parel (E), Mumbai-400011, Maharashtra Contact No.: Tel: 022 - 23016761 / 23018261 Email Id: busicomp@gmail.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			
Sl. No.	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Share Trading, Finance & Investments	9971	43.13%
2	Commodity Trading	9962	56.87%

III Particulars of Holding , Subsidiary & Associate Companies					
Sr. No	Name & Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	-	-	-	-	-

IV. Shareholding Pattern (Equity Share capital Break up as % to total Equity)										
(i) Category of Shareholders as on 31.03.2019	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				change during the year	% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp	664586	0	664586	4.02	664586	0	664586	4.02	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A)(1)	664586	0	664586	4.02	664586	0	664586	4.02	0	0
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0

c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A)(2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter(A)=(A)(1)+(A)(2)	664586	0	664586	4.02	664586	0	664586	4.02	0	0
B. Pub										
lic Shareholding										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	100000	0	100000	0.61	100000	0	100000	0.61	0	0
C) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL(B)(1):	100000	0	100000	0.61	100000	0	100000	0.61	0	0
(2) Non Institutions										
a) Bodies Corporate										
i) Indian	2670005	31400	2701405	16.35	2517134	31400	2548534	15.43	(152871)	(0.93)
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	987977	990180	1978157	11.98	1000273	987580	1987853	12.03	9696	0.06
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	9890572	1015744	10906316	66.03	10036514	1015744	11052258	66.91	145942	0.88
c) Others (specify)										
i) NRI	3649	8800	12449	0.08	3849	8800	12649	0.08	200	0
ii) HUF	25900	0	25900	0.16	26500	0	26500	0.16	600	0
iii) Clearing Member	128877	0	128877	0.78	125310	0	125310	0.76	(3567)	(0.02)
SUB TOTAL (B)(2):	13706980	2046124	15753104	95.37	13709580	2043524	15753104	95.37	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	13806980	2046124	15853104	95.98	13809580	2043524	15853104	95.98	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	14471566	2046124	16517690	100	14474166	2043524	16517690	100	0	0

(ii) Shareholding of promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the Co.	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the Co.	% of shares pledged encumbered to total Shares	
1	Handful Investrade Pvt Ltd	605686	3.67	0	605686	3.67	0	0
2	Proaim Enterprises Ltd	58900	0.36	0	58900	0.36	0	0
Total		664586	4.03	0.00	664586	4.03	0.00	0.00

(iii) Change in Promoters' Shareholding as on the financial year ended on March 31, 2019

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Co.	No. of Shares	% of total shares of the Co.
At the beginning of the year	664586	4.03	664586	4.03
Date wise Increase/Decrease in Promoters shareholding 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	664586	4.03	664586	4.03

(iv) Shareholding pattern of directors and key managerial personnel

Sr. No.	Shareholder's Name	Shareholding		Date	Increase/Decrease in Share holding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	% of total Shares of the Co.
		No. of Shares at the beginning (01-04-18) end of the year (31-03-19)	% of total Shares of the Co.				No. of Shares	
1	Tanu Giriraj Agarwal	NIL	-	-	-	-	-	-
2	Girraj Kishor Agrawal	NIL	-	-	-	-	-	-
3	Vinod Prabhu*	NIL	-	-	-	-	-	-
4	Jyotsana Bhatt	NIL	-	-	-	-	-	-
5	Kajol Tak#	NIL	-	-	-	-	-	-
6	Sonakshi Agarwal	NIL	-	-	-	-	-	-
7	Hardikkumar Kabariya	NIL	-	-	-	-	-	-
8	Bhavna Dave#	NIL	-	-	-	-	-	-
9	Gaurang Chauhan#	NIL	-	-	-	-	-	-
Total		NIL	-	-	-	-	-	-

#Resignation * Appointment
Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

Sr.No	Name	No.of Shares at the beginning	% of the Shares of the company	Date	Increasing/Decreasing in shareholding	Reason	No.Of shares at the end of the Year	% of total Shares of the company
1	Chandrakant Babu Mohite	1000744	6.06	01.0.4.2018				
	Closing Balance			31.03.2019	-1000744	Sold	0	0
2	Sunil Kukreja	800000	4.84	01.0.4.2018				
	Closing Balance			31.03.2019		No change	800000	4.84
3	Mohan Kukreja	800000	4.84	01.0.4.2018				
	Closing Balance			31.03.2019		No change	800000	4.84
4	Dhirendra Kumar Jha	780942	4.73	01.0.4.2018				
	Closing Balance			31.03.2019		No change	780942	4.73

5	Hemangini Vinitkumar Parikh	707437	4.28	01.04.2018				
	Closing Balance			31.03.2019		No change	707437	4.28
6	Shweta Shyam Pedamkar	670117	4.06	01.04.2018				
	Closing Balance			31.03.2019		No change	670117	4.06
7	Ambalal Jhaverbhai Patel	646238	3.91	01.04.2018				
	Closing Balance			31.03.2019		No change	646238	3.91
8	Vishal Shivakant Mishra	594935	3.60	01.04.2018				
	Closing Balance			31.03.2019	-594935	Sold	0	0
9	Snowblue Stockiest Private Limited	536914	3.25	01.04.2018				
	Closing Balance			31.03.2019		No change	536914	3.25
10	Rafiyudeen Narudeen Saeyd	499208	3.02	01.04.2018				
	Closing Balance			31.03.2019		No change	499208	3.02
11	Ankit Jagdishbhai Pithava	0	0	01.04.2018				
				20.07.2018	393160	Buy		
				21.09.2018	70000	Buy		
				28.09.2018	168701	Buy		
	Closing Balance			31.03.2019			631861	3.83
12	Dharmeshbhai J Vaghela	0	0	01.04.2018				
				13.07.2018	594935	Buy		
	Closing Balance						594935	3.60
13	Sejal Patel	0	0	01.04.2018				
				30.03.2019	500744	Buy		
	Closing Balance			31.03.2019			500744	3.03

VI. Remuneration of directors and key managerial personnel
A. Remuneration to Whole Time Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Ms. Tanu Giriraj Agarwal (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) I.T. Act, 1961	NIL		NIL
2	Stock Option	NIL		NIL
3	Sweat Equity - -	NIL		NIL
4	Commission	NIL		NIL
	- as % of profit	NIL		NIL
	- Others, specify...	NIL		NIL
5	Others, please specify	NIL		NIL
Total (A)		NIL		NIL
Ceiling as per the Act		-		-

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Hardikkumar Kabariya	Ms. Jyotsana Bhatt	
1	Independent Directors	Mr. Hardikkumar Kabariya	Ms. Jyotsana Bhatt	
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others (Fee for attending Independent Directors meeting)	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
Total (B)=(1+2)		NIL	NIL	NIL
Total Remuneration to Non-Executive & Independent Director		NIL	NIL	NIL
Overall Ceiling as per the Act		-	-	-

C. Remuneration to KMP other than MD/Manager/WTD :

Sr. No.	Particulars of Remuneration	Key Managerial Personnel					Total Amount
		Company Secretary	Chief Financial Officer	Company Secretary	Chief Financial Officer	Company Secretary	
		Ms. Kajol Tak\$	Mr.Vinod Prabhu#	Ms.Bhavna Dave*	Mr.Gaurang Chauhan!	Ms.Sonakshi Agarwal@	
1	Gross salary	1,64,182	1,07,000	1,33,419	26,415	21,000	4,52,016 /-
a	Salary as per provisions contained in section 17(1) of the I.T. Act, 1961	1,64,182	1,07,000	1,33,419	26,415	21,000	4,52,016 /-
b	Value of perquisites u/s 17(2) I.T. Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil
c	Profits in lieu of salary under section 17(3) I.T. Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity - -	Nil	Nil	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil	Nil	Nil
	- Others, specify...	Nil	Nil	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
Total (A)		1,64,182	1,07,000	1,33,419	26,415	21,000	4,52,016/-

Ceiling as per the Act				
@ Appointment-w.e.f.04.01.2019, \$ Resignation-w.e.f.03.07.2018, #Appointment-w.e.f.13.11.2018,!resignationw.e.f.13.11.2018 *resignation w.e.f.04.01.2019				
(VII) Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	10000000	-	10000000
ii) Interest due but not paid	-	450000	-	450000
iii) Interest accrued but not due	-	NIL	-	NIL
Total (i+ii+iii)	-	10450000	-	10450000
Change in Indebtedness during the financial year				
Additions	-	810000	-	810000
Reduction	-	-	-	-
Net Change	-	810000	-	810000
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,00,00,000	-	10000000
ii) Interest due but not paid	-	12,60,000	-	1260000
iii) Interest accrued but not due	-	NIL	-	NIL
Total (i+ii+iii)	-	11260000	-	11260000

VIII. Penalties/punishment/compounding of offences					
Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. Company					
Penalty			None		
Punishment					
Compounding					
B. Directors					
Penalty			None		
Punishment					
Compounding					
C. Other officers in default					
Penalty			None		
Punishment					
Compounding					

For and On behalf of the Board

Sd/-
Tanu Agarwal
(Managing Director)

Sd/-
Girraj Kishor Agrawal
(Director)

Date:
Place: Mumbai

ANNEXURE – D

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

{Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.}

We have examined and verified the records of the Board of Directors available and maintained on the online portal of Ministry of Corporate Affairs of ROCKON ENTERPRISES LIMITED (hereinafter will known as “the Company”), having its Registered Office at E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai -400053, Maharashtra, India incorporated vide its Company Registration Number L65923MH1976PLC019072 on 10th June, 1976 under the jurisdiction of Registrar of Companies, Mumbai, Maharashtra.

On the basis of examination and verification, we hereby state that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as the directors of companies by the Securities Exchange Board of India / MCA or any such statutory authority for the Financial Year ending on 31st March,2019

The Board of Directors of the Company comprises of 4 (Four) Directors and the Board is composed as follows:

Sr. No	Name of the Director	DIN	Type of the Director	Status of the Director
1	GIRRAJ KISHOR AGRAWAL	00290959	Non-Executive Director	Active
2	TANU GIRIRAJ AGARWAL	00290966	Executive Director	Active
3	HARDIKKUMAR BHARATBHAI KABARIYA	07566240	Independent Director	Active
4	JYOTSANA BHATT	07934126	Independent Director	Active

Ensuring the eligibility for the appointment/ continuity of each director on the board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on the verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. This Certificate is being issued at the request of the Company for the rightful compliance with Para 3(x) (c) (iii) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

**For VKM & ASSOCIATES
(Practicing Company Secretaries)**

SD/-
(Vijay Kumar Mishra)
Proprietor
M. No. F-5023
COP No.4279

Place: Mumbai
Date: 03/06/2019

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE:

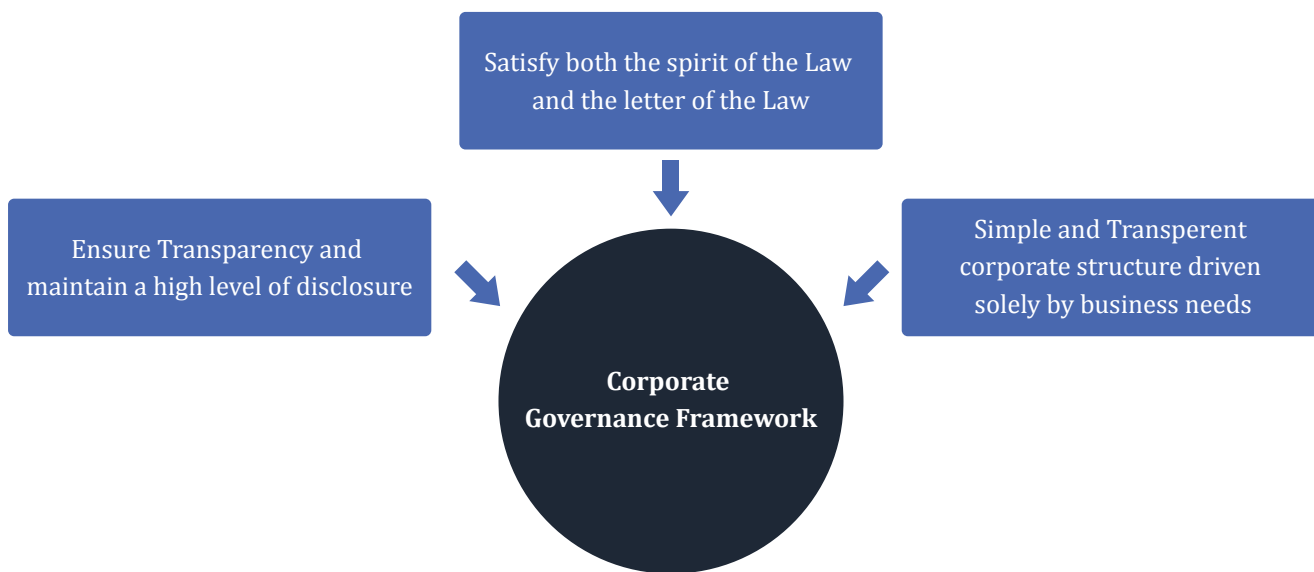
Corporate Governance represents the value framework, rules, practices by which a Company conducts its business activities. Corporate Governance essentially involves balancing the interests of many stakeholders in a company which include its shareholders, management, customers, suppliers, financiers, government and the community.

Philosophy of Rockon on Corporate Governance:

At Rockon Enterprises Limited, we believe in adopting the best in class Corporate Governance practices and strive to improve them continuously. We emphasize the importance of transparency and accountability in all our businesses. We believe good Corporate Governance is not just a principle but it is embedded in the manner every individual working in our companies conducts himself/herself.

Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical, in the interest of our stakeholders and is in compliance with applicable legislation. Our values reflect our continued commitment to ethical business practices across our operations. Securities and Exchange Board of India has issued guidelines on the Corporate Governance for all listed companies. These are incorporated in Listing Regulations. At Rockon Enterprises Limited, we diligently follow these guidelines.

Our multiple initiatives towards maintaining the highest standards of governance are detailed:



Board of Directors

The Board of Directors of the Company are eminent people from various fields who in their individual capacity also focus on following the good governance practices. The Board oversees various aspects of business operations with an eye on right business practices. The Board of the Company is well structured with adequate blend of Executive and Independent Directors.

Composition of the Board

At the end of the year the Board comprises of 4(Four) Directors of which 1 (one) is Managing Director Viz. Mrs. Tanu Giriraj Kishor Agarwal; 1(one) Non Executive-Non Independent Director Viz Mr. Girraj Kishor Agrawal and 2 (Two) are Non-executive and Independent Directors Viz. Mr. Hardikkumar Bharatbhai Kabariya and Ms. Jyotsana Bhatt.

During the year Mr. Kirti Anil Kumar Patel has Resigned from the post of Executive Director w.e.f.03.07.2018 and Mr.Gaurang Jayantibhai Chauhan also resigned from the post of Chief Financial Officer w.e.f.13.11.2018.

The Board also met the requirement of Woman Director as prescribed under Listing Regulations, 2015. The Board has received confirmation from the Non- Executive and Independent Directors that they qualify to be considered as independent as per the definition of ‘Independent Director’ stipulated in Regulation 16 (1)(b) of the Listing Regulations

and Section 149(6) of the Companies Act, 2013 (hereinafter called “the Act”). None of the Directors of the Company is related to each other.

None of the Directors hold directorships in more than 20 companies. Further, any individual director’s directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

Memberships on other Boards:

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public companies as on March 31, 2019 are given below:

Sr. No.	Name of Director and DIN	Category	No. of Other Directorship	No. of equity shares held in company	Member/Chairperson of the committee	
					Member	Chairman
1	Mrs. Tanu Giriraj Agarwal DIN: 00290966	Managing Director	4	-	3	-
2	Mr. Girraj Kishor Agrawal DIN: 00290959	Non Independent Non - Executive Director	5	-	8	-
3	Ms. Jyotsana Bhatt DIN: 07934126	Independent Non-Executive Director	1	-	2	-
4	Mr. Hardikkumar Kabariya DIN: 07566240	Independent Non-Executive Director	4	-	9	2

NOTES

- Directorships mentioned as above do not include directorships of private limited companies, companies under Section 8 of the Act and of companies incorporated outside India.
- Positions in only the Audit Committee and Stakeholders’ Relationship Committee are considered for the purpose of reckoning the number of Chairmanships and Memberships held by the Directors.
- None of the Non-Executive and Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.

BOARD MEETING & BOARD PROCEDURE

Terms of reference:

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required.

A detailed notice and agenda files were sent to all the directors well in time of the Board Meeting. The Chairman/Director briefs the Directors at every Board Meeting, overall performance of the company. Any meeting called with shorter notice, the approval of Independent Directors were sought.

Meetings Held and Attendance:

The Board meets at regular intervals to discuss and decide on the company’s policies and strategy apart from other Board matters. During the Financial year 2018-2019, 9 (nine) Board Meetings were held viz. 14/04/2018, 05/05/2018, 15/05/2018, 03/07/2018, 10/08/2018, 09/10/2018, 17/10/2018, 13/11/2018, 04/01/2019, 08/02/2019.

The gap between two meetings did not exceed 120 days.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

Name of Director and DIN	No. of Board Meetings held and attended during the tenure										42nd AGM
	14.04.2018	05.05.2018	15.05.2018	03.07.2018	10.08.2018	09.10.2018	17.10.2018	13.11.2018	04.01.2019	08.02.2019	
Mrs. Tanu Agrawal DIN: 00290966	√	√	√	√	√	√	√	√	√	√	Yes
Mr. Kirti anil kumar Patel* DIN: 07527600	√	-	-	√	NA	NA	NA	NA	NA	NA	NA

Mr. Girraj Kishor Agrawal DIN: 00290959	√	√	√	√	√	√	√	√	√	√	Yes
Ms. Jyotsana Bhatt# DIN: 07934126	√	-	-	√	-	√	-	√	√	√	No
Mr. Hardik Kabariya DIN: 07566240	√	√	√	√	√	√	√	√	√	√	Yes

Seperate Meeting of Independent Directors

The Company's Independent Directors met on 28th March, 2019 without the presence of the Chairman & Whole Time Director and the Senior Management team. The meeting was attended by all the Independent Directors and inter alia discussed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Code of Conduct

The Company has adopted a Code of Conduct ("Code") which applies to all the Board members and Senior Management Personnel of the Company. It is the responsibility of all Board members and Senior Management Personnel to familiarize them with Code and comply with its provisions. The Code has been circulated to all the members of the Board and Senior Management Personnel and they have confirmed compliance with the Code. A declaration signed by the Whole Time Director to this effect is annexed to the report.

Committees of the Board

The Board Committees focus on specific areas mentioned in their terms of reference and make informed decisions within the authority delegated to them. Each Committee of the Board is guided by its terms of reference. The Committees also make specific recommendations to the Board on various matters required. All observations, recommendations and decisions of the Committees are placed before the Board for its information or approval. All the minutes of committee meetings are placed before the Board for its noting.

The Company has following Committees of the Board. Specific terms of reference have been laid out for each of them

Constitution of Committees

Audit Committee

- Hardikkumar Kabariya
- Tanu Giriraj Agarwal
- Jyotsana Bhatt

Nomination &

Remuneration Committee

- Hardikkumar Kabariya
- Girraj Kishor Agrawal
- Jyotsana Bhatt

Stakeholder & Investor

Grievance Committee

- Hardikkumar Kabariya
- Jyotsana Bhatt
- Tanu Agarwal

Audit Committee:

Constitution:

The Audit Committee consists of three directors out of which 2 (two) are Non – Executive and Independent Directors and 1 (One) is Executive Director. Mr. Hardikkumar Kabariya is the Chairman of the Committee. The Company Secretary acts as the Secretary of the Committee.

Terms of reference:

The terms of reference of the Committee are aligned with the terms of reference provided under Section 177 of the Companies Act, 2013 and Para B of Part D of Schedule II of the Listing Regulations.

Meetings Held:

7 (Seven) meetings of the Committee were held during the year ended 31 March, 2019 Viz: 05/04/2018, 05/05/2018, 12/05/2018, 03/07/2018, 10/08/2018, 13/11/2018 and 08/02/2019.

Nomination and Remuneration Committee:

Constitution:

The Nomination & Remuneration Committee consists of three directors out of which 2 (two) are Non – Executive and Independent Directors and 1 (One) is Non-Executive Non- Independent Director. Mr. Hardikkumar Kabariya is the Chairman of the Committee.

Terms of reference:

The composition of this Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 Para- A of Part D of Schedule II of the Listing Regulations and Regulation 19 of the Listing Regulations.

Meetings Held:

5 (five) meeting of the Committee was held during the year ended 31 March, 2019 viz: 03/07/2018, 09/08/2018, 09/10/2018, 13/11/2018 and 04/01/2019.

Procedure:

The purpose of the Committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as EDs, NEDs and IDs consistent with criteria approved by the Board and to recommend, for approval by the Board.

The Committee discharges the Board's responsibilities relating to compensation of the Company's EDs and senior management .The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmes for EDs and the senior management. The Committee reviews and recommends to the Board, to approve for the EDs, the base salary, incentives/commission, other benefits, compensation or arrangements and executive employment agreements .The Committee further coordinates and oversees the annual self-evaluation of the performance of the Board, Committees' and of individual Directors.

Remuneration to Directors and KMP:

Name	Salary	Commission	Sitting Fees	Contribution to Various Funds	Total (Rs.)
Sonakshi Agarwal@ (Company secretary)	21,000	-	-	-	21,000
Gaurang Chauhan! (CFO)	26,415	-	-	-	26,415
Mr. Vinod Prabhu# (CFO)	1,07,550	-	-	-	1,07,550
Bhavan Dave* (Company Secretary)	1,34,419				1,34,419
Ms.Kajol Tak\$ (Company secretary)	1,64,982	-	-	-	1,64,982
Ms. Jyotsana Bhatt (Non-Executiv Independent Director)	-	-	30,000	-	30,000

Note - @ Appointment-w.e.f.04.01.2019, \$ Resignation-w.e.f.03.07.2018, #Appointment-w.e.f.13.11.2018,!resignationw.e.f 13.11.2018
*resignation w.e.f.04.01.2019

Stakeholder Relationship Committee:

Constitution:

The Stakeholder Relationship Committee consists of three directors out of which 2 (two) are Non – Executive and Independent Directors and 1 (One) is Executive Director. Mr. Hardikkumar Kabariya is the Chairman of the Committee.

Terms of Reference:

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board re-named the then "Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The remit of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

Meetings Held:

2 (Two) meetings of the Committee were held during the year ended 31st March 2019 viz: 28/04/2018 and 13/11/2018.

The composition of the Committees and the attendance details of the members are given below:

Name of Members	Category	No. of Meetings Attended		
		Audit Committee	Nomination & Remuneration Committee	Stakeholder Investor & Grievance Committee
Girraj Agarwal	Non Executive director	NA	4	NA
Jyotsana Bhatt	Independent Director	7	5	2
Hardikkumar Kabariya	Independent Director	7	5	2
Tanu Agarwal	Managing Director	7	NA	1

Nature of complaints received and attended to during F.Y. 2018-2019:

Name of the compliance Officer: Ranjan Patel

Designation: Company Secretary

- Number of complaints received: NIL
- Number of complaints resolved: NIL
- Number of Complaints pending: NIL
- Number of Share transfers pending for approval, as on March 31, 2019: NIL

Details of Non-Compliance:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. There has been no instance of non-compliance with any legal requirements, nor have there been any strictures imposed by any stock exchange or SEBI, on any matters relating to the capital market over the last three years.

GENERAL BODY MEETINGS:

The location, time and venue of the last three Annual General Meetings are as under:

F.Y.	Type of Meeting	Location	Meeting Date and Time	Whether Special Resolution passed	Summary of Special Resolutions passed
2017-18	AGM	E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400053	28/09/2018 At 3.30 P.M.	No	-
2016-17	AGM	E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400053	28/09/2017 At 2.00 P.M.	No	-
2015-16	AGM	E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400053	29/09/2016 At 2.00 P.M.	No	-

Disclosure:

Details of Non Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years – None.

Listing Agreement:

The Listing Agreement entered into by the company with BSE limited on 18th January 2016 pursuant to SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 effective from 1st December, 2015.

Details of Subsidiary and Associate Companies:

The Company does not have any Subsidiary and Associate Companies as on 31st March, 2019.

Policy Determining Material Subsidiaries and Related Party Transactions:

Pursuant to requirements of Listing Regulations, 2015 the Company has adopted the policy determining material subsidiaries and the policy on related party transactions and the said policies are available on the Company's website at the following links https://rockonfintech.files.wordpress.com/2016/04/policy-on-material-subsidiaries_rockon.pdf and <https://rockonfintech.files.wordpress.com/2016/04/rpt-policy.pdf>

Disclosure on Material Related Party Transactions:

All material transactions entered into with related parties as defined under the Act and Listing Regulations during the financial year 2018-2019 were in the ordinary course of business. All materially significant related party transactions have been entered into during financial year 2018-19 are given at Annexure B – AOC-2 of the Report.

Orderly Succession Planning:

The Board has framed a policy which lays down a framework in relation to Orderly succession of Directors and senior Management based on recommendation made by Nomination and Remuneration Committee.

The key features of the policy are as follows:

1. Criteria for appointment and removal of Director, key managerial personnel and senior management.
2. Criteria for performance evaluation.
3. Criteria for fixing the remuneration of Director, key managerial personnel and senior management.

Preservation of Documents

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a Policy on preservation of documents approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents. The Policy has been uploaded on the Company's web-site at the following link https://rockonfintech.files.wordpress.com/2016/04/preservation-of-document-policy_rockon-enterprises.pdf.

Policy for Determination of Materiality of Events and information and Archival Policy:

In accordance with Regulation 30 of SEBI Regulations, 2015, the Company has framed a Policy on Determination of Materiality for Disclosures to disclose events or information which, in the opinion of the Board of Directors of the Company, are material. Further the Company has an Archival Policy in line with the requirements of SEBI Regulations to ensure that information relating to the Company is adequately disclosed on its web-site as required by law. The Policy has been uploaded on the Company's web-site at the following link https://rockonfintech.files.wordpress.com/2016/07/policy-on-material-event_rockon.pdf.

Policy for Prohibition of Insider Trading

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities. The Compliance Officer of the company ensures the compliance of the said Code by all the Directors, Senior Management Personnel and employees who likely to have access to unpublished price sensitive information. The policy is available on the company's website at the following link <https://rockonfintech.files.wordpress.com/2016/07/policy-of-insider-trading-pdf.pdf>

General Information for Members

Annual General Meeting – The 43rd Annual General Meeting of the Company will be held on

Date: 26th September, 2019, Thursday at 02.00 p.m.

Venue: 412 ,Hubtown, Solaris, , Sai Wadi ,Andheri (East), Mumbai- 400069

Financial Calendar for F.Y. 2019-2020

Financial Calendar	April 1 to March 31
For consideration of quarterly / yearly result	
First Quarter Results Declared	On or before August 14, 2019
Second Quarter Results Declared	On or before November 14, 2019
Third Quarter Results Declared	On or before February 14, 2020
Fourth Quarter Results Declared	On or before May 30, 2020

Book Closure Date: 20/09/2019 to 26/09/2019

Dividend payment date: Not applicable

a) Listing of Equity Shares: Bombay Stock Exchange

b) Listing fees is duly paid to the Bombay stock exchange Limited as per listing agreement.

c) BSE Scrip Code: 531447

d) Demat ISIN Numbers in NSDL & CDSL INE644B01049 for Equity Share

MARKET INFORMATION

Share Price Data at BSE during the year 2018-2019

Month	High	Low	Close	No. of Shares
April 2018	1.55	1.55	1.55	10
May 2018	1.7	1.62	1.7	310
June 2018	1.7	1.62	1.62	235
July 2018	1.54	1.27	1.39	21600
Aug 2018	1.33	1.33	1.33	300
Sept 2018	1.27	1.27	1.27	15
Oct 2018	1.36	1.36	1.36	375
Nov 2018	1.36	1.36	1.36	51
Dec 2018	1.3	1.3	1.3	181
Jan 2019	-	-	-	-
Feb 2019	-	-	-	-
March 2019	-	-	-	-

Distribution of Shareholding as on 31stMarch, 2019

Shareholders			Shareholding	
No. of Shares	Nos.	%	Holding in Rs.	%
Up to 5000	2583	71.59	6412930	3.88
5001 - 10000	638	17.68	4891190	2.96
10001 - 20000	171	4.74	2697260	1.63
20001 - 30000	72	2.00	1818150	1.10
30001 - 40000	26	0.72	942110	0.57
40001 - 50000	27	0.75	1267480	0.77
50001 - 100000	35	0.97	2596660	1.57
100001 and above	56	1.55	144551120	87.51
Total	3608	100	165176900	100

Shareholding Pattern As On 31stMarch, 2019

Category	No. of Shares held	% of Share holding
A Promoter's Holding		
1 Promoters		
- Indian Promoters	664586	4.02
- Foreign Promoters	-	-
2 Persons acting in concert	-	-
Sub - Total	664586	4.02
B Non-Promoter's Holding		
3 Institutional Investors	-	-
a) Mutual Funds and UTI	-	-
b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Government Institutions)	-	-
C FII's	100000	0.61
Sub - Total	764586	4.63
4 Others		
a) Private Corporate Bodies	2548534	15.43
b) Indian Public	13040111	78.94
c) NRI's/OCB's - NRI	12649	0.08
d) Any Other (Please specify) - HUF	26500	0.16
-Clearing Member	125310	0.76
Sub-Total	15753104	95.37
Grand Total	16517690	100.00

Categories of Shares as on 31st March, 2019

Mode	No. of Shares	% Shares
Physical Form	2043524	12.37%
Electronic Form with NSDL	7153415	43.31%
Electronic Form with CDSL	7320751	44.32%
Total	16517690	100.00%

Quarterly Audit of Share Capital

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Stakeholder Relationship Committee on a quarterly basis.

Share Transfer / Transmission System & Process

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval.

The Chairman transfer/transmission requests received in physical form from time to time. Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

Familiarization Programme for Independent Directors

The Company has established a Familiarization Programme for Independent Directors. The framework together with the details of the Familiarization Programme conducted has been uploaded on the website of the Company. The web-link to this is <https://rockonfintech.files.wordpress.com/2018/04/familiarisation-of-independent-director-2018-19.pdf>

Means of Communication

At Rockon Enterprises Limited effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

Intimation to Stock Exchange - Your Company believes that all the stakeholders

should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of listing agreement.

Company's Website- the Financial Results were also displayed on the Company's website www.rockonfintech.com The Company also keeps on updating its website with other relevant information, as and when required. The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.

Newspapers Publications- the Financial Results and other Communications of the Company were normally published in 2 papers i.e. English 'Active Times' and Marathi 'Mumbai Lakshadweep'.

Annual Report- Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

Investor Correspondence

All documents, transfer deeds, Demat requests and other communications in relation thereto should be addressed to the R & T Agents at its following address for transfer/dematerialization of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the company.

OTHER DISCLOSURE

Policy for Prohibition of Insider Trading:

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities.

The Company has appointed the Compliance Officer to ensure compliance of the said Code by all the Directors, Senior Management Personnel and employees likely to have access to unpublished price sensitive information. The policy is available at website of the company at the following link <https://rockonfintech.files.wordpress.com/2016/07/policy-of-insider-trading-pdf.pdf>

Vigil Mechanism/Whistle Blower Policy:

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behaviour, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We affirm that no director or employee has been denied access to the Audit Committee during financial year 2018-2019. The Policy provides that no adverse action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Group. The policy is available at company's website https://rockonfintech.wordpress.com/?attachment_id=275

REGISTRAR AND SHARE TRANSFER AGENT:

**PURVA SHAREREGISTRY INDIA PVT LTD
9. SHIV SHAKTI INDUSTRIAL ESTATE,
J.R. BORICHA MARG, OPP. KASTURBA HOSPITAL,
LOWER PAREL (EAST), MUMBAI- 400011
Tel: 022 - 23016761 / 23018261**

ANY OTHER QUERY:

**ROCKON ENTERPRISES LIMITED:
E/109, CRYSTAL PLAZA, OPP. INFINITY MALL,
NEW LINK ROAD, ANDHERI (W),
MUMBAI- 400053 | Tel 9152096140 / 41
Website: www.rockonfintech.com
EmailId:rockonfintech123@gmail.com**

Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

Sr. No.	Particulars	Regulation	Compliance Status Yes/No/N.A	Compliance observed for the following:
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> ✓ Board Composition ✓ Meeting of Board of Directors ✓ Review of compliance reports ✓ Plans for orderly succession for appointments ✓ Code of Conduct ✓ Fees / compensation ✓ Minimum information to be placed before the Board ✓ Compliance Certificate ✓ Risk Assessment & Management ✓ Performance Evaluation of Independent Directors
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> ✓ Composition ✓ Meeting of Audit Committee ✓ Role of Audit Committee and review of information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> ✓ Composition ✓ Role of the Committee
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> ✓ Composition ✓ Role of the Committee
5.	Risk Management Committee	21	Not Applicable	<ul style="list-style-type: none"> ✓ The Company is not in the list of top 500 listed entities by market capitalization
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> ✓ Formulation of Vigil Mechanism for Directors and employees ✓ Direct access to Chairperson of Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> ✓ Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions ✓ Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company ✓ Review of transactions pursuant to aforesaid contracts
8.	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	<ul style="list-style-type: none"> ✓ The Company does not have any subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> ✓ Maximum Directorship and Tenure ✓ Meeting of Independent Directors ✓ Familiarization of Independent Directors
10.	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> ✓ Memberships / Chairmanships in Committees ✓ Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel ✓ Disclosure of shareholding by Non-executive Directors ✓ Disclosures by Senior Management about potential conflicts of interest
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> ✓ Compliance with discretionary requirements ✓ Filing of quarterly compliance report on Corporate Governance
12.	Website	46 (2) (b) to (i)	Yes	<ul style="list-style-type: none"> ✓ Terms and conditions of appointment of Independent Directors ✓ Composition of various Committees of the Board. ✓ Code of Business Conduct and Ethics for Directors and Management Personnel ✓ Details of establishment of Vigil Mechanism/ Whistle Blower Policy ✓ Policy on dealing with Related Party Transactions ✓ Details of familiarization programmes imparted to Independent Directors

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

**[Requirements under the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]**

**To,
The Board of,
ROCKON ENTERPRISES LIMITED**
E-109, Crystal Plaza, New Link Road
Opp. Infinity Mall, Andheri (West),
Mumbai – 400053

I have examined the compliance of conditions of corporate governance by Rockon Enterprises Limited ('the Company') for the year ended 31 March, 2019, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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

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

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

**For DMKH & Co.,
Chartered Accountants
FRN 116886W**

**Sd/-
CA. Manish Kankani
Partner
M.No. 158020**

**Place: Mumbai
Date: 10th August, 2019
UDIN :19158020AAAAGV9168**

CCERTIFICATE FOR ADHERENCE TO THE CODE OF CONDUCT

[Pursuant to schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Declaration by the Director

In accordance with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and senior management personnel of the Company to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended March 31 2019 as required under Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Rockon Enterprises Limited

**Sd/-
Tanu Giriraj Agarwal
(Managing Director)**

**Place: Mumbai
Date: 10/08/2019**

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2019.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Global Economic Outlook

In 2018, the global economy began its journey on a firm footing with estimated global economic growth of 3.6% (Source: World Economic Outlook by International Monetary Fund (IMF)). During the second half of 2018, this rate of development gradually declined, owing to impending US-China trade dispute and some slowdown across developed markets. Emerging and developing markets of Asia maintained their steady progress at 6.4% during 2018. However, it's important to note that India's economy expanded at 7.1% in 2018 vis-à-vis 6.7% in 2017.

India continues to be one of the fastest growing major economies in the world and is expected to be among the world's top three economic powers in the next 10-15 years. The Indian economy is expected to improve and close the year 2019 with a GDP growth of 7.3% (Source: IMF). Sustained real GDP growth of over 6% since FY 91 has led to a fundamental transformation of India's economy. Today, India is the world's seventh largest economy in real terms, backed by strong demand, positive consumption pattern and rising disposable income. In PPP terms, the economy is expected to be among the top five global economies by 2020.

Industry Structure & Development

Textile:

Global Textiles

The global textile industry is continuously evolving, over the years; it has witnessed multiple shifts in consumption and production patterns. The Textile trade is predicted to grow at 3.7% during the period 2018-2028.

Even though apparel textile industry is dominated by developed markets of EU and the US, emerging markets. Similarly, India and China have strong textile manufacturing base.

Indian Textiles:

India's Textiles industry is among the oldest industries in the country dating back several centuries. It is one of the largest contributors to the economy accounting for 4% of GDP. It is the second largest contributor towards employment generation. India is the second largest producer and exporter of textiles after China and fourth largest producer and exporter after China, Bangladesh and Vietnam. The Mitigation of the repercussions of currency fluctuation remains a challenge for the Industry.

Capital Market:

Capital markets recognize and drive capital to the best ideas and enterprises. Capitalism is a catalyst for innovation, opportunity and dynamism. Coupled with the free flow of capital, innovation is an integral component for supporting job creation, economic development and prosperity. Markets facilitate the transfer of funds from those who seek a return on their assets to those who need capital and credit to grow.

Clients benefiting from healthy capital markets include not just investors but also corporations and governments. Capital, raised through equity and debt, can be used to grow businesses, finance investments in new plant, equipment and technology and fund infrastructure projects. This creates jobs and flow money into the economy. Additionally, businesses and individuals can invest in securities to generate wealth.

Overview:

The Company operates in two reportable segments i.e. Commodity and Finance activities. The business Segments has been identified as separate segment in accordance with Accounting standard 17 'Segment Reporting'. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India.

Subsidiary Company:

As there is no subsidiary of the Company, Investment made in Subsidiaries is NIL.

Risk & Concerns:

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.

There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

Risk Management:

Risk Management is an important business aspect in the current economic environment and its objective is to identify, monitor and take mitigation measures on a timely basis in respect of the events that may pose risks for the business.

The Company has a robust Risk Management Policy and Procedure in place for effective identification and monitoring of risks and implementation of mitigation plans. The Risk Management Committee reviews and monitors the identified risks and mitigation plans at regular interval.

Opportunities and Threats:

Some of the key trends of the industry that are favourable to the company to exploit these emerging opportunities are:

Clients are more comfortable with uniform high quality and quick service and process across the enterprise. There are good prospects for expanding further activities in this direction.

Some of the key changes in the industry unfavourable to the company are:

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes

Internal Control Systems and their Adequacy:

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance.

Company complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It adheres to applicable accounting standards and polices.

Human Resources:

The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.

The Company provided excellent working environment so that the individual staff can reach his/her full potential.

The Company is poised to take on the challenges and march towards accomplishing its mission with success. The Company maintained good Industrial/Business relation in market which enhanced the credit worthiness of the Company.

Affirmation and disclosure:

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March, 2019 and a declaration to that effect, signed by the Managing Director, is attached and forms part of this Report. The members of the Management Committee have made disclosure to the Board of Directors relating to transactions with potential conflict of interest with the Company. There were no material, financial or commercial transaction, between the Company and members of the Management Committee that may have a potential conflict with the interest of the Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters. The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

Disclosure on website:

Following information has been disseminated on the website of the Company at www.rockonfintech.com

1. Details of business of the Company
2. Terms and conditions of appointment of Independent Directors
3. Composition of various Committees of Board of Directors
4. Code of Conduct for Board of Directors and Senior Management Personnel
5. Details of establishment of vigil mechanism/ Whistle Blower policy
6. Criteria of making payments to Non-Executive Directors
7. Policy on dealing with Related Party Transactions
8. Policy for determining 'material' subsidiaries
9. Details of familiarization programmes imparted to Independent Directors
10. Policy for determination of materiality of events

Disclosure of pending cases / Instances of Non-Compliance:

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years. The Company has been impleaded in certain legal cases related to disputes over title to shares arising in the ordinary course of share transfer operations. However, none of these cases are material in nature, which may lead to material loss or expenditure to the Company.

Secretarial Audit Report:

The Company has undertaken Secretarial Audit for the financial year 2018-19 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

Cautionary Statement:

Statement in the Management Discussion and Analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities etc. over which the company does not have any control.

ANNEXURE – E**CEO/CFO Certification****Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015**

To,
The Board of,
ROCKON ENTERPRISES LIMITED
E-109, Crystal Plaza, New Link Road
Opp. Infinity Mall, Andheri (West),
Mumbai-400053

A. I, Vinod Prabhu, Chief Financial Officer of Rockon Enterprises Limited, have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

- 1) Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing 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 violative 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 pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee

- 1) Significant changes in internal control over financial reporting during the year;
- 2) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
- 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For and on behalf of the Board

SD/-
Vinod Prabhu
(CFO)

Place: Mumbai
Date: 10/08/2019

INDEPENDENT AUDITORS REPORT

To
**The Members of
 Rockon Enterprises Limited**

Opinion

We have audited the standalone financial statements of Rockon Enterprises Limited (“the Company”), which comprise the Balance Sheet as at 31st March 2019, Statement of Profit and Loss, Statement of Changes in Equity 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.

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, 2019, and loss, and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be key audit matter to be communicated in our report.

Key Audit matters	How our audit addressed the key audit matter
(a) Impairment of financial assets (expected credit losses)	
<p>Inter Corporate Loans and Advances</p> <p>The Company’s impairment provision for receivables from financing is not based on the expected credit loss approach laid down under Ind AS 109. Bad debts during the year amounted to Rs.1,68,28,959/-. Under this approach, the management has been required to exercise judgment in areas such as;</p> <ul style="list-style-type: none"> - calculation of past default rates - applying macro-economic factors to arrive at forward looking probability of default; and - Significant assumption regarding the probability of various scenarios and discounting rates for different industries considering individual borrower profile. 	<p>For loans which are assessed for impairment on a portfolio basis we performed particularly the following procedures:</p> <ul style="list-style-type: none"> - We understood the methodology and policy laid down for loans given by the company. - We have verified the existence of recovery process plan in the event of default. - We have verified the historical trends of repayment of principal amount of loan and repayment of interest.

<p>In view of the high degree of estimation involved in the process of calculation impairment provision and considering its significance to the overall Ind AS financial statement, whereby any error or omission in estimation may give rise to a material misstatement of Ind AS financial statements, it is considered as a key audit matter.</p> <p>Measurement of Investment in accordance with Ind AS 109 “Financial Instruments”</p> <p>On initial recognition, investment is recognized at fair value in case of investment which is recognized at fair value through OCI. In that case that transaction costs are attributable to the acquisition value of the investments.</p> <p>The Company’s investment are subsequently classified into following categories based on the objective to manage the cash flows and options available in the standard:</p> <ul style="list-style-type: none"> • At amortised cost • At fair value through profit or loss (FVTPL) • At fair value through Other comprehensive Income (FVTOCI) <p>Since valuation of investment at fair value involves critical assumptions, significant risk in valuation and complexity in assessment of objectives, the valuation of investments as per Ind AS 109 is determined to be a key audit matter in our audit of the standalone financial statements. .</p>	<p>Principal Audit procedure:</p> <ul style="list-style-type: none"> • Obtaining an understanding of the companies objectives for such investments and assessment thereof in terms of Ind AS 109. • Obtaining an understanding of the determination of the measurement of the investments and tested the reasonableness of the significant judgement applied by the management. • Evaluated the design of internal controls relating to measurement and also tested the operating effectiveness of the aforesaid controls. • Obtaining understanding of basis of valuation adopted in respect of fair value investment and ensured that valuation techniques used are appropriate in circumstances and for which sufficient data are available to measure fair value. • Assessed the appropriateness of the discloser in the standalone financial statements in accordance with the applicable financial reporting framework.
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Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give 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 including other comprehensive income, 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,

e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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:

1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For DMKH & Co.
Chartered Accountants
FRN:-116886W

Sd/-
Manish Kankani
(Partner)
M.No.:-158020
Place: Mumbai
Date: 20/05/2019

ANNEXURE A TO THE AUDITORS' 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 March 31st, 2019, we report that:

(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 program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of one years. In accordance with this program, 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) There are no immovable properties held by the Company.

(ii) (a) There are no inventories held by the Company.

(iii) (a) The Company has granted loans to one party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'),

(b) In the case of the loans granted to any parties in the register maintained under section 189 of the act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with provision of section 185 and 186 of Act, with respect to the loan and investment made.

(v) The Company has not accepted any deposits during the year within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act, for any of the services rendered by the Company

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including provident fund, income tax, service tax, cess and other material statutory dues with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, duty of customs, value added tax, employees' state insurance and duty of excise.

(b) According to the information and explanation given to us, there is no dispute pending in respect of dues of provident fund/sales tax/wealth tax/service tax/custom duty/excise duty/cess/value added tax, were in arrears as at 31st march, 2019 for a period of more than six month from the date they became payable.

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount related	Forum where dispute pending
Income Tax Act	Income Tax And Interest	326141	Assessment Year 2007-08	Assessing Officer of Income Tax
Income Tax Act	Income Tax And Interest	2004460	Assessment Year 2011-12	Assessing Officer of Income Tax

(viii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) Based upon the audit procedure performed for purpose of reporting the true and fair view of the Financial Statements and According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the record of the Company, managerial remuneration has been paid/provided in accordance with the requisite approvals.

(xii) In our opinion and according to the information and explanations given to us, the company is not Nidhi Company. Accordingly paragraph 3(xii) of Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanations given to us, the provisions of the section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

For DMKH & Co.
Chartered Accountants
FRN:- 116886W

SD/-
Manish Kankani
(Partner)
M.No.:- 158020
Place: Mumbai
Date: 20/05/2019

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 Rockon Enterprises Limited ('the Company') as of 31st March 2019 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "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 the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial

Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 control over financial reporting issued by the Institute of Chartered Accountant of India.

For DMKH & Co.
Chartered Accountants
FRN:- 116886W

SD/-
Manish Kankani
(Partner)
M.No.:- 158020
Place: Mumbai
Date: 20/05/2019

ROCKON ENTERPRISES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Notes	As at 31.03.2019	As at 31.03.2018
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipments	2	4,238.00	28,903.00
(b) Capital Work in Progress		-	-
(c) Investment Property		-	-
(c) Intangible Assets		-	-
(d) Financial Assets			
(i) Investments	3	245,08,167.91	311,31,399.79
(ii) Trade receivables		-	-
(iii) Loans		-	-
(iv) Others Financial Assets		-	-
(e) Deferred Tax Assets (Net)		39,44,311.32	24,22,711.00
(f) Other Non Current Assets			
		284,56,717.23	335,83,013.79
Current Assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	4	3,50,000.00	3,51,023.00
(iii) Cash and Cash Equivalents	5	87,50,694.30	10,04,034.53
(iv) Loans and Advances	6	1153,26,486.28	1334,31,339.00
(c) Current Tax Assets (net)		-	-
(d) Other Current Assets	7	44,160	44,160
Current Tax Assets (net)		1244,71,341	1348,30,557
TOTAL ASSETS		1529,28,058	1684,13,570
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	8	1651,76,900.00	1651,76,900
(b) Other Equity	9	(241,50,433.11)	(73,57,256)
		1410,26,466.89	1578,19,644
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payable		-	-
(iii) Other financial Liabilities		-	-
(b) Provisions		-	-
(c) Other Non-Current Liabilities		-	-
(d) Deferred Tax Liabilities (net)		-	-
		-	-
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		112,60,000.00	104,50,000
(ii) Trade Payables	10	3,00,697.22	1,43,925
(iii) Other Financial Liabilities		-	-
(b) Provisions	11	3,40,892.00	-
(c) Other Current Liabilities		-	-
		119,01,589	105,93,925
TOTAL EQUITY AND LIABILITIES		1529,28,058	1684,13,570
Significant Accounting Policies and Notes forming part of accounts	1-28		
As per our Report of Even Date For DMKH & Co. Chartered Accountants FRN:- 116886W SD/- Manish Kankani (Partner) M.No. -158020		For and on behalf of the Board of Directors of ROCKON ENTERPRISES LIMITED SD/- Tanu Agarwal (Whole Time Director) DIN: 00290966	
Place : Mumbai Date : 20/05/2019		SD/- Ranjan Patel (Company Secretary)	
		SD/- Girraj Kishor Agrawal (Director) DIN: 00290959	
		SD/- Vinod Prabhu (Chief Financial Officer)	

ROCKON ENTERPRISES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amt in Rs.)			
PARTICULARS	NOTES	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
INCOME			
Revenue from Operations	12	188,28,688	187,32,165
Other Income	13	26,870	146,18,048
Total Income (I)		188,55,558	333,50,213
EXPENSES			
Purchase of traded goods	14	106,71,800	105,81,600
(Increase)/decrease in inventories of traded goods		-	-
Employee Benefits Expense	15	8,58,263	7,58,737
Finance Charges	16	9,00,690	11,03,826
Other Expenses	17	233,77,971	198,65,049
Depreciation	2	24,665	26,923
Total Expenses (II)		358,33,389	323,36,135
Profit for the year before Tax	(I - II)	(169,77,831)	10,14,078
Tax Expenses			
Current Tax		-	-
Taxes of Earlier Years		4,40,892	14,732
Deferred Tax		3,034	-
Profit/(Loss) for the period		(174,21,757)	9,99,346
Other Comprehensive Income For The Year			
A) i) Items that will not be reclassified to Profit & Loss			
ii) Fair Value changes in Financial Assets		(52,86,988)	(12,71,482)
iii) Deferred Income tax relating to these items		15,24,634	4,72,687
		(37,62,354)	(7,98,795)
B) Items that will be reclassified to Profit & Loss		-	-
Other Comprehensive income for the year		(37,62,354)	(7,98,795)
Total Comprehensive income for the year		(211,84,111)	2,00,551
Earning per equity share			
Basic		(1.055)	0.061
Diluted		(1.055)	0.061
Notes Forming Part Of Financial Statement	1-28		
<p>As per our Report of Even Date For DMKH & Co. Chartered Accountants FRN:- 116886W</p> <p>SD/- Manish Kankani (Partner) M.No.- 158020 Place : Mumbai Date : 20/05/2019</p>	<p>For and on behalf of the Board of Directors of ROCKON ENTERPRISES LIMITED</p> <p>SD/- Tanu Agarwal (Whole Time Director) DIN: 00290966</p> <p>SD/- Ranjan Patel (Company Secretary)</p>	<p>SD/- Girraj Kishor Agrawal (Director) DIN: 00290959</p> <p>SD/- Vinod Prabhu (Chief Financial Officer)</p>	

ROCKON ENTERPRISES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amt in Rs.)

Particulars	Year Ended 31st March, 2019		Year Ended 31st March, 2018	
A. Cash Flow from Operating Activities				
Profit Before Tax and Extraordinary items (As per Profit and Loss Account)	(248,10,367)	-	10,14,078	-
Adjustments for:				
Depreciation	24,665	-	(26,923)	-
Remeasurements of Defined benefits obligation recognised in other comprehensive income		-	(7,98,795)	-
interest	9,00,000	-		
gain/loss in sale	50,70,033	-		
Operating Profit before Working Capital Changes		(188,15,669)		1,88,360
Adjustments for:				
(Increase)/Decrease in Inventories		-		-
(Increase)/Decrease in Sundry Debtors		1,035		(3,51,023)
(Increase)/Decrease in Short Term Loans and Advances		195,30,409		60,35,422
(Increase)/Decrease in Other Current Assets		-		-
(Increase)/Decrease in Other Receivable		-		-
Increase/(Decrease) in Trade Payables		1,56,760		5,800
Increase/(Decrease) in Current Liabilities		8,10,000		2,21,684
(Increase)/Decrease in Short Term Provisions		3,40,892		-
Cash Generated From Operations				-
Less: Income Tax Paid of earlier year				14,732
Net Cash from / (Used in) Operating Activities A		20,23,427		61,14,975
Cash Flow from Investing Activities				
Receipt of Security Deposit				(4,72,687)
purchase of Fixed assets		-		-
Interest Expense		(9,00,000)		
Sale of Investments		66,23,232		(145,44,110)
Net Cash from / (Used in) Investing Activities B		57,23,232		(150,16,797)
Net Cash from Financial Activities C		-		-
Net Increase/ Decrease in Cash and Cash Equivalents (A+B+C)		77,46,659		(89,01,822)
Cash and Cash Equivalents - Opening Balance		10,04,035		99,05,857
Cash and Cash Equivalents - Closing Balance		87,50,694		10,04,035

As per our Report of Even Date

For DMKH & Co.

Chartered Accountants

FRN:- 116886W

SD/-
Manish Kankani
(Partner)
M. No.- 158020

Place : Mumbai
Date :20/05/2019

For and on behalf of the Board of Directors
of ROCKON ENTERPRISES LIMITED

SD/-
Tanu Agarwal
(Whole Time Director)
DIN: 00290966

SD/-
Ranjan Patel
(Company Secretary)

SD/-
Girraj Kishor Agrawal
(Director)
DIN: 00290959

SD/-
Vinod Prabhu
(Chief Financial Officer)

1. NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD 31.03.2019

A) Basis of preparation of financial statements

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2019, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements". The figures for the previous year ended 31st March, 2018.

B) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative.

C) Going Concern Assumption

The financial statements have been prepared assuming entity will be able to continue its operation in near foreseeable future and there is no material circumstances casting doubt over going concern ability of company and neither management intends to liquidate its operation. Though company has incurred loss in the current year, management has made sufficient viable plan to overcome such situation in future and the plan appears to be promising to validate the going concern assumption.

D) Inventory valuation

Company Does not hold any Inventory as at 31st March, 2019.

E) Use of Estimates

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. ii) The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors(including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Actual results may differ from these estimates under different assumptions and conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements.

F) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

G) Earnings per share

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

H) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Possible future obligations or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liabilities in the notes to accounts of financial statements.

I) FIXED ASSETS

Tangible Assets

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

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

a) Depreciation

Depreciation on tangible assets is provided using the Straight Line Method over the useful lives of the assets estimated by the Management. Depreciation for the assets purchased / sold during the year is proportionately charged as prescribed in Schedule II to the Companies Act, 2013. Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

b) **Impairment of assets**

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

c) **Investments**

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. The investments have been valued at fair value in compliance with the Indian Accounting Standards

d) **Taxation**

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognised as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

ROCKON ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2019

NOTE : 2 FIXED ASSETS

PARTICULARS	GROSS CARRING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT	
	1st April 2018	Addition	Deletion	As at 31st March 2018	1st April 2018	Addition	Deletions	As at 31st March 2019	As at 1st April 2018	As at 31st March 2019
TANGIBLE ASSETS										
Mobile	45,000	-	-	45,000	28,730	14,250		42,980	16,270	2,020
Laptop	20,349	-	-	20,349	15,149	4,183		19,332	5,200	1,017
Computer	19,672	-	-	19,672	12,239	6,232		18,471	7,433	1,201
Air Conditioner	-	-	-	-	-	-		-	-	-
Total	85,021	-	-	85,021	56,118	24,665	-	80,783	28,903	4,238

3 INVESTMENTS

Particulars	As at March 31, 2019			As at March 31, 2018	
	Face Value	QTY	Value	QTY	Value
Non Trade Investments (at FMV)					
Quoted					
Equity Instruments					
ADITYA BIRLA CAPITAL LTD	10	3,270	3,19,316	1,104	1,61,018
CONFIDENCE FINANCE & TRADING LTD	10			900	3,465
ESAAR (INDIA) LTD	10			21,460	63,307
FIVE X TRADECOM LTD	10			812	7,46,746
INDIABULLS REAL ESTATE LTD	2	45,323	41,78,780	47,000	85,11,700
INTELLECT DESING ARENA LTD	5	1	840	1,100	1,81,335
LIQUID GOLDMAN SACHS				13	12,759
NIVEDITA MERCANTILE & FINANCING LTD	10	44,000	9,83,400	44,000	15,81,800
TOYAM INDUSTRIES LTD	1			4,85,924	14,43,194
JAGRAN PRAKASHAN LTD	2	-	-	-	-
MANALI PETROCHEMICAL LTD	5	-	-	-	-
PARSVNATH DEVELOPERS LTD	5	-	-	-	-
SIKOZY REALTORS LTD	1	-	-	-	-
GOLD BAR		715.55 gms	23,06,932	715.55 gms	22,26,075
Total Value of Quoted Investments			77,89,268		149,31,399
Unquoted					
Equity Shares					
KAYAGURU CAPITAL MARKET PVT LTD	10	3,95,000	41,85,000	2,10,000	42,00,000
ROCKON CAPITAL MARKET PVT LTD	10	2,70,000	74,33,900	2,00,000	40,00,000
SEAROCK INTERNATIONAL PVT LTD	10	-	-	6,16,614	80,00,000
HANDFUL INVESTRADE PVT LTD	10	65,220	51,00,000	-	-
Total Value of Unquoted Investments			167,18,900		162,00,000
Total of Long Term Investments			245,08,168		311,31,399
Less: Provision for Diminution in the value of Investment			-		-
Net Value of Investment			245,08,168		311,31,399

ROCKON ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2019

	<u>PARTICULARS</u>	As at 31st March, 2019	As at 31st March, 2018
4	Trade Receivables		
	<u>PARTICULARS</u>		
	(Unsecured and Considered good)		
	Outstanding for More than six months	-	-
	Others	3,49,988	3,51,023
	Total Trade Receivables	3,49,988	3,51,023
5	<u>Cash and Cash Equivalentts</u>		
	Cash on hand	5,29,821	3,40,841
	Balance with bank	81,71,873	5,45,109
	Auto sweep Fixed Deposit	49,000	1,18,085
	Total Cash And Cash Equivalentts	87,50,694	10,04,035
6	<u>Short Term Loans and Advances</u>		
	Loan and advances	-	-
	Loans and advances to related parties	-	-
	Loans and advances to Others	1108,66,881	1296,76,575
	Balance with statutory/government authorities	44,59,605	37,54,764
		-	-
	Total Short Term Loans And Advances	1153,26,486	1334,31,339
7	<u>Other Current Assets</u>		
	Other Current Assests	44,160	44,160
	Total Other Current Assets	44,160	44,160

PARTICULARS		As at 31st March, 2019		As at 31st March, 2018
8	Share Capital			
	Authorized			
	1,80,00,000 Equity Shares of Rs. 10/- each (Previous year 1,80,00,000 Equity Shares of Rs. 10/- each)	1800,00,000		1800,00,000
	Total Authorized Share Capital	1800,00,000		1800,00,000
	Issued, Subscribed and Paid up			
	1,65,17,690 Equity Shares of Rs. 10 each (Previous year 1,65,17,690 Equity Shares of Rs. 10 each)	1651,76,900		1651,76,900
	Total Issued, Subscribed And Fully Paid Up Share Capital	1651,76,900		1651,76,900

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity shares of Rs. 10 each

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the period	165,17,690	1651,76,900	165,17,690	1651,76,900
Issued during the period	-	-	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	165,17,690	1651,76,900	165,17,690	1651,76,900

b. Terms/rights attached to equity shares

The Company has only one class of Equity Shares having par value of Rs. 10 Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors are subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company

Equity shares of Rs. 10 each fully paid

Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Numbers	% holding in the class	Numbers	% holding in the class
Chandrakant Babu Mohite	10,00,744	6.06	10,00,744	6.06
Total	10,00,744	6.06	10,00,744	6.06

9 Other Equity

Particulars	As at 31st March, 2019		As at 31st March, 2018
Capital Reserve			
Balance as per last financial statements	51,96,530		51,96,530
Less: Utilized for bonus issue/fresh equity shares	-		-
Closing balance	51,96,530		51,96,530
General reserve			
Balance as per last financial statements	3,62,649		3,62,649
Less: Utilized	-		-
Closing balance	3,62,649		3,62,649
Surplus/(deficit) in the Statement of Profit and Loss			
Balance as per last financial statements	(129,16,435)		(131,16,986)
Profit/ (loss) for the year	(167,93,177)		2,00,551
Less: Appropriations			
Total Surplus/(deficit) in the Statement of Profit and Loss	(297,09,612)		(129,16,435)
Other Comprehensive Income			
Closing balance	(241,50,433)		(73,57,256)

10 Trade Payables

PARTICULARS	As at 31st March, 2019		As at 31st March, 2018
Sundry Creditors for Expenses	3,00,685		1,43,925
Total Other Current Liabilities	3,00,685		1,43,925

11 Short Term Provisions

PARTICULARS	As at 31st March, 2019		As at 31st March, 2018
Duties and Taxes Payable	3,40,892		-
Total Short Term Provisions	3,40,892		-

ROCKON ENTERPRISES LIMITED

(FORMERLY KNOWN AS ROCKON FINTECH LIMITED)

(Amt in Rs.)

12 Revenue From Operations

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Commodity Sales	107,23,550	101,04,900
Interest on Loan	81,05,138	86,27,265
Total Revenue from Operations	188,28,688	187,32,165

13 Other Income

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Interest on Fixed Deposit	26,870	33,228
Long Term Gain /Loss on Share Trading	-	126,40,000
Short Term Capital Gain/ Loss	-	19,44,820
Total Other Income	26,870	146,18,048

14 Purchase of Traded Goods

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Commodity Purchase	106,71,800	105,81,600
Total Purchase of Traded Goods	106,71,800	105,81,600

15 Employee benefit expenses

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Salaries	8,24,383	6,03,333
Director Remuneration including sitting fees	30,000	1,45,000
Staff welfare expenses	3,880	10,404
Total Employee Benefit Expenses	8,58,263	7,58,737

16 Finance Charges

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Bank Charges	690	733
Interest Expense	9,00,000	11,03,093
Total Finance Charges	9,00,690	11,03,826

17 Other Expenses		
PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Audit Fees and Internal Audit Fees	1,56,000	1,18,000
Transaction Charges	27,922	81,940
Demat & Share Transfer Charges	10,725	54,424
Listing Fees	2,50,000	2,50,000
Share Transfer & Custodial Fees	1,26,566	1,08,057
Advertisement	27,687	31,982
Electricity	48,420	36,770
Printing, Stationery and postage charges	68,433	8,840
Professional Fees	33,500	75,500
Processing Charges	2,00,000	-
Rent , Rates & Taxes	35,989	31,282
ROC Expenses	11,400	10,100
Office Expenses	-	4,550
Telephone Expenses	3,311	4,405
Income/Loss From FNO	4,54,605	
Short Term Capital Gain/Loss	98,163	-
Long Term Gain /Loss on Share Trading	49,71,870	-
Transportation Charges	2,250	2,090
Warehouse Storage Charges	3,000	8,000
Bad Debt	168,28,959	170,08,062
Conveyance Exp.	3,300	10,900
Insurance Charges	-	20,00,000
Other Exp	15,872	20,147
Total Other Expenses	233,77,971	198,65,049

Particulars	As at 31.03.19 Amount in (Rs.)	As at 31.03.18 Amount in (Rs.)
NOTE : 18 - PAYMENT TO AUDITORS		
a) Statutory Audit Fees	1,10,000	1,00,000
b) Internal Audit Fees	18,000	18,000
c) Other Audit Fees	28,000	
	1,56,000	1,18,000
NOTE : 19 -EARNING PER SHARES (EPS)		
Net profit after tax as per Profit & Loss Statement	(174,21,757)	9,99,346
Weighted average number of shares used as denominator for calculation of EPS	165,17,690	165,17,690
Basic & Diluted Earning per shares	(1.055)	0.061
Face value of Equity shares	10.00	10.00
Note 20 : Contingent Liabilities and Commitments		
Contingent Liabilities not provided for	35,17,462	35,17,462
Capital Commitment not provided for	NIL	NIL
Others	NIL	NIL

The demand was raised by the jurisdictional assessing officer u/s 147 r.w.s 143(3) of the Income Tax Act, 1961 for income escaping assessment conducted by the Income Tax Authorities for the Assessment Year 2007-08. The management believes that the demand raised is likely to be either deleted or substantially reduced as the company has filed appeal in response to the demand raised by the Assessing officer and accordingly no provision is considered.

Note 21- RELATED PARTY TRANSACTIONS

List of related parties

1	BANAS FINANCE LIMITED
2	AXON VENTURES LIMITED
3	Proaim Enterprises Ltd.
4	Tanu Giriraj Kishor Agarwal
5	Tilak Ventures Limited
6	Agrawal Bullion Limited
7	Kayaguru Capital Market Pvt Ltd
8	Rockon Capital Market Pvt Ltd
9	Handful Investrade Pvt Ltd
10	Girraj Kishor Agrawal
11	Girraj Kishor Agrawal HUF
12	Saloni Girraj Kishor Agarwal
13	Sonakshi Agarwal
14	Gaurang Jayantibhai Chauhan
15	Bhavna Dave
16	Vinod Prabhu
17	Kajol Tak

Related Parties with their transactions

Sr.	Name of the Related Party	Nature of Transaction	2018-19	2017-18
1	Banas finance Ltd.	Loan Given	38,00,000	2,00,000
		Loan Recovered	38,00,000	2,00,000
		Interest Income	6,213	2,318
		Loan Taken	-	-
		Loan Repaid	-	-
2	Tilak Ventures Limited	Loan Given	-	170,00,000
		Loan Recovered	-	170,00,000
		Interest Income	-	2,09,145
3	Agrawal Bullion Limited	Loan Taken	-	72,00,000
		Loan Repaid	-	72,00,000
		Interest Expenses	-	1,03,093
		Loan Given	15,00,000	50,00,000
		Loan Recovered	15,00,000	50,00,000
		Interest Income	10,274	89,075
4	Kayaguru Capital Market Pvt Ltd	Share Sold	-	133,00,000
5	Rockon Capital Market Pvt Ltd	Share Sold	-	27,00,000
6	Five X tradecom Ltd.	Share Sold	2,84,088	-
7	Proaim Enterprises Ltd.	Share Purchase	42,90,000	-
8	Handful Investrade Pvt Ltd	Share Purchase	51,00,000	-
9	Girraj Kishor Agrawal	Expenses Paid on Behalf of Co.	-	12,374
		Office Rent Paid	-	-
		Bal at year End	-	-
10	Sonakshi Agarwal	Remuneration	21,000	-
11	Gaurang Jayantibhai Chauhan	Remuneration	26,415	-
12	Vinod Prabhu	Remuneration	1,07,550	-
13	Bhavna Dave	Remuneration	1,33,419	-
14	Kajol Tak	Remuneration	1,64,182	2,63,038

NOTE 22:- FINANCIAL RISK MANAGEMENT**(a) Risk Management Framework**

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial instruments.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Trade and Other Receivables

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses to the Company. The management has an advance collection /credit policy criteria in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Before accepting a new customer, the Company uses an internal credit system to assess the potential customer's credit quality and defines credit limits separately for each individual customer. **The gross carrying amount of trade receivables as at 31st March 2019 aggregates Rs. 3,49,988 (Previous year ended 31st March 2018 3,51,023)** and only insignificant trade receivables are due for more than six months from the reporting date. The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of trade receivables.

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation.

(c) Liquidity Risk management

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Note 23 : Employee Benefits

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Ind AS19 and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

Note 24: Valuation of investments in Unquoted shares

As the intention is to hold the unquoted securities for sale in short term and in absence of flow of periodic data, absence of liquidity and market related data closing stock of unquoted shares are valued at cost.

Note 25 : Loans and Advances

Majority of the loans given are demand loans, therefore in some cases the terms of repayment and loan agreement are not available. In view of the management all the loans outstanding are considered good and therefore no provision has been made for bad and doubtful assets. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.

Note 26: Compliance of section 45-IA of the RBI Act, 1934

The financial assets of the company constitute more than 50% of the total assets of the company. The company is also engaged in trading activity the income from which is less than 50% of the gross income of the company. Hence, the company does not fulfill one of the NBFC criterion prescribed in terms of section 45-IA of the RBI Act, 1934 in the current financial year and therefore NBFC provisions are not applicable in the current financial year.

Note 27. FAIR VALUE MEASUREMENTS
a) Financial instruments by category

PARTICULARS	March,31, 2019			March,31, 2018		
	FVOCL	Amortised Cost	Cost	FVOCL	Amortised Cost	Cost
Financial Assets						
Investments	245,08,168			311,31,400		
Loans		1153,26,486			1334,31,339	
Trade Receivable		3,50,000			3,51,023	
Cash and cash equivalents		87,50,694			10,04,035	
Other Current Financial Assets		44,160			44,160	
Total	245,08,168	1244,71,341	-	311,31,400	1348,30,557	
Financial Liabilities						
Borrowings		112,60,000			104,50,000	
Trade Payables		3,00,697			1,43,925	
Other current financial liabilities		-			-	
Total	-	115,60,697	-	-	105,93,925	-

28. FAIR VALUE HIERARCHY

(a) This section explain the judgements and estimates made in determining the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in determining fair value. The Company has classified its financial instruments into the three levels prescribed under the accounting standard

Financial assets and liabilities measured at fair value

PARTICULARS	March,31, 2019			March,31, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Investments	77,89,268		167,18,900	149,31,400		162,00,000
Loans			1153,26,486			1334,31,339
Trade receivable			3,50,000			3,51,023
Cash and Cash Equivalents			87,50,694			10,04,035
Others Financial assets			44,160			44,160
Financial Liabilities						
Short term burrowings			112,60,000			104,50,000
Trade Payable			3,00,697			1,43,925
Other financial liabilities			-			-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

(c) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments includes:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow or book value per share method analysis.

All the resulting fair value estimates are included in level 2 or level 3, where the fair value have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

(d) Fair value**Estimations**

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "**Financial Instruments: Disclosure**". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in a arm's length trasaction other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's Financial instruments, judgement is necessary in arriving at fair value, based on current economic conditions and specific risk atributable to the instrument. The estimates presented herein are not necessarily indicative of the

Dividend/Interest-bearing investments

Fair value is calculate based on discounted expected future principles and interest cash flows. The carrying amount on the Company's investment are valued at fair value on the basis of fair market rate with reference to the investment with similar credit risk level and

Trade & other receivable / Payables

The management assessed that Trade Receivables, Cash and Cash equivalents, Bank Balances, Deposits, other non derivative current financial assets, Short term borrowings, Trade payables, Non derivative Current Financial Liabilities approximate their carring amount largely due to the short-term maturities of these intruments.

There are no transfers between level 1 and level 2 during the year

As per our Report of Even Date

For DMKH & Co.
Chartered Accountants
FRN:- 116886W

SD/-
Manish Kankani
(Partner)
M.No. -158020
Place : Mumbai
Date : 20/05/2019

For and on behalf of the Board of Directors
of ROCKON ENTERPRISES LIMITED

SD/-
Tanu Agarwal
(Whole Time Director)
DIN: 00290966

SD/-
Girraj Kishor Agrawal
(Director)
DIN: 00290959

SD/-
Ranjan Patel
(Company Secretary)

SD/-
Vinod Prabhu
(Chief Financial Officer)

Rockon Enterprises Limited

Registered Office: E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai – 400053

Email: rockonfintech123@gmail.com | Website: www.rockonfintech.com | CIN: L65923MH1976PLC019072 | Tel: 9152096141

ATTENDANCE SLIP

Regd. Folio No.		* DP ID:	
No. of Equity Shares held		* Client ID:	
Name of the Shareholder			
Name of Proxy			

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 43rd Annual General Meeting of the Company on Thursday, September 26, 2019 at 2.00 p.m. at 412 Hubtown ,Solaris, , Sai Wadi Andheri (East) Mumbai- 400069

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

 If Member, please sign here

 If Proxy, please sign here

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholders are informed that no duplicate attendance slips will be issued at the venue of meeting. Members are requested to bring their copies of the Annual Report to the meeting.

-----Please tear here -----

Rockon Enterprises Limited

Registered Office: E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai – 400053

Email: rockonfintech123@gmail.com | Website: www.rockonfintech.com | CIN: L65923MH1976PLC019072 | Tel: 9152096141

43rd Annual General Meeting, September 26, 2019 at 02:00 P.M

Name of the member(s):	
Registered address:	
Email Id:	
Folio No./Client Id / DP ID:	

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at Thursday, September 26, 2019 at 2.00 p.m. At 412, Hubtown,Solaris, , Sai Wadi ,Andheri (East), Mumbai- 400069

1. Mr./Ms..... of in the district of or failing him / her
2. Mr./Ms..... of in the district of or failing him / her
3. Mr./Ms..... of in the district of

Signed this day of, 2019



Signature of the Member

Note: This form in order to be effective shall be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

Form No. MGT - 12 Ballot Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 (the Act) and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN:	L65923MH1976PLC019072
Name of Company:	Rockon Enterprises limited
Registered Office:	E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai -53
Email:	rockonfintech123@gmail.com Website: www.rockonfintech.com Tel: 9152096141

43rd Annual General Meeting, September 26, 2019 at 2:00 P.M.

Poll Paper		
Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

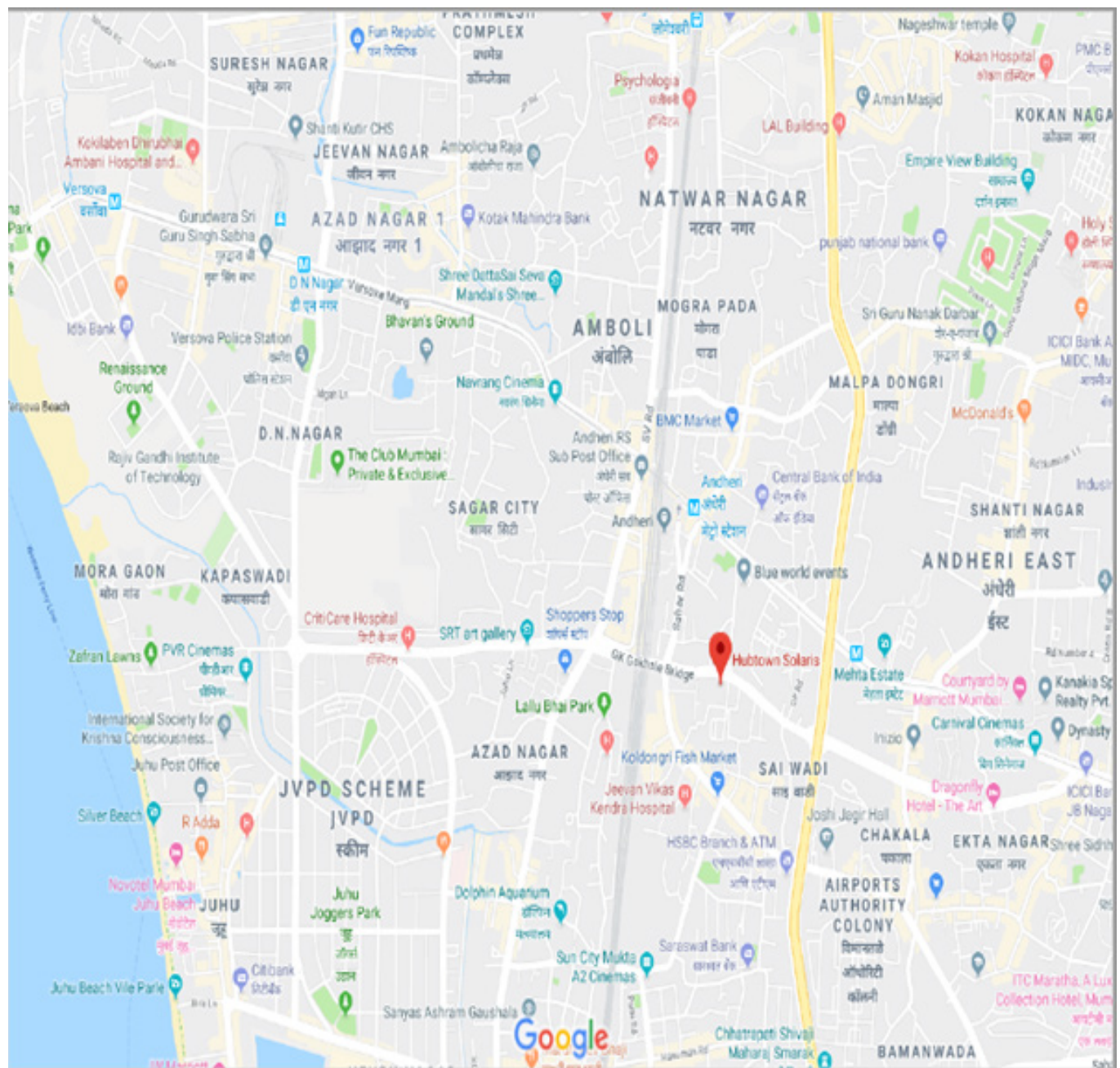
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.			
2	To appoint a Director in place of Mr. Girraj Kishor Agrawal (DIN: 00290959), Director, who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.			
3	To Re-appoint Ms. Jyotsana Bhatt (DIN: 07934126), an Independent Director of the Company to hold office for five consecutive years for a term commencing from this Annual general meeting to conclusion of 48th Annual general meeting.			

Place: Mumbai
Date: 10/08/2019

(Signature of Shareholder)

AGM ROUTE MAP



By Courier

If undelivered please return to:

Registered Office
 E/109, Crystal Plaza,
 Opp. Infinity Mall, New Link Road,
 Andheri (West), Mumbai- 400053
 Web Site: www.rockonfntech.com
 Email: rockonfntech123@gmail.com
 Tel: 9152096140/41