

BOARD OF DIRECTORS	:	Shri Sushil Patwari	—	Chairman
		Shri Sunil Patwari	—	Managing Director
		Shri Mohan Kishen Ogra	—	Director
		Shri Bibhuti Charan Talukdar	—	Director
		Ms. Surabhi Sanganerla	—	Director
COMPANY SECRETARY	:	Mr. Vivek Jaiswal		
CHIEF FINANCIAL OFFICER	:	Mr. Sanjeev Agarwal		
CORPORATE IDENTIFICATION NO.	:	L65999WB1994PLC065725		
BANKERS	:	Canara Bank, Overseas Branch, Kolkata		
		HDFC Bank Limited, Stephen House Branch, Kolkata		
AUDITORS	:	M/s. P. K. Pachisia & Co.		
		Chartered Accountants		
		P-236, C. I. T. Road, Scheme - IV(M)		
		Kolkata - 700 010		
TRANSFER AGENT	:	M/s. Maheshwari Datamatics Pvt. Ltd.		
		23, R. N. Mukherjee Road, 5th Floor		
		Kolkata - 700 001		
REGISTERED OFFICE	:	18, R. N. Mukherjee Road		
		Kolkata - 700 001		
CORPORATE OFFICE	:	21-22, Kala Bhavan, 3, Mathew Road,		
		Mumbai - 400 004		

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## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors have pleasure in presenting the 24th Annual Report on the affairs of your Company together with the Audited Statements of Account for the Year ended March 31st, 2018.

### FINANCIAL RESULT

	<b>2017-2018</b> <b>(Rs. In lacs)</b>	2016-2017 (Rs. In lacs)
<b>Revenue from Operations</b>	9,917.53	1,283.27
Other Income	<u>1,103.52</u>	<u>1,352.67</u>
Total Income	<u>11,021.05</u>	<u>2,635.94</u>
<b>PBIDT</b>	2,220.68	1,507.93
Interest	1,793.23	1,362.39
Depreciation	<u>2.30</u>	<u>2.31</u>
<b>PROFIT BEFORE TAXATION</b>	425.15	143.23
Mat Credit Entitlement	(1.10)	-
Deferred Tax	(2,137.31)	(282.60)
Contingent Provisions against Standard Assets	<u>(2.25)</u>	<u>6.37</u>
<b>PROFIT/(LOSS) AFTER TAXATION</b>	(1,715.52)	(133.00)
Profit Brought Forward from Previous Year	<u>1,583.76</u>	<u>1744.84</u>
<b>PROFIT AVAILABLE FOR APPROPRIATIONS</b>	(131.76)	1611.84
Transfer to Statutory Reserve	84.58	28.08
Accrued Dividend on Preference Shares	92.21	-
Balance carried to Balance Sheet	<u>(308.55)</u>	<u>1583.76</u>

### DIVIDEND

In view of loss after tax, no dividend is recommended for the year ended 31st March, 2018.

### ECONOMIC SCENARIO

Indian economy is poised to win back its tag of the fastest growing economy in the world. The recent upgrade of India's rating by the US based credit rating agency Moody's (Baa2 from Baa3) in recognition of the reforms agenda pursued by the Government is a major boost to investor confidence. Further, as the short term disruptions caused by major reforms such as the Goods and Services Tax (GST) and demonetization wave, the economy is on the rebound and is likely to achieve higher growth targets in the New Year.

After registering GDP growth of over 7% for the third year in succession in 2016-17, the Indian economy is headed for somewhat slower growth, estimated to be 6.5% in 2017-18, as per first Advance Estimates released by CSO. This is slightly lower than the projection based on recent developments, which is the highest among the major economies of the world. That this growth has been achieved in a milieu of inflation, improved current account balance and notable reduction in the fiscal deficit to GDP ratio makes it all the more creditable. In addition to the introduction of GST, the year also witnessed significant steps being undertaken towards resolution of problems associated with non-performing assets of the banks, further liberalization of FDI, etc., thus strengthening the momentum of reforms.

However, from Sectoral point of view, we see that the agricultural sector registered moderate growth as erratic monsoon in several parts and flooding in some states impacted performance. Industrial growth accelerated sharply during the second quarter of FY 2018 and jumped to 6.9% from 1.5% in the previous quarter, on account of a sharp increase in manufacturing and electricity, gas, water supply and utility services. Services sector grew at 6.6% in the second quarter as compared to 7.8% in the previous quarter.

## DIRECTORS' REPORT (Contd.)

### PERFORMANCE REVIEW

The Operating Income of the Company is derived from a mix of dividend and securities trading. The inventory or investments as on 31st March, 2018, comprised of mostly Quoted scripts and few unquoted scripts and mutual funds.

The Company's total income for the year is Rs. 11021.05 Lakhs in comparison to Rs. 2,635.94 lakhs in the previous year. The Profit before Tax for the Year is Rs. 425.15 Lakhs in comparison to profit of Rs. 143.23 lakhs during the previous year. Your Directors are confident of improving the performance in the present period.

### SHARE CAPITAL

During the year under review, the Company has increased its Authorized Share Capital from Rs. 7,00,00,000/- (Rupees Seven Crore only) comprising 1,40,00,000 Equity Shares of Rs.5/- each to Rs. 19,00,00,000/- (Rupees Nineteen Crore only) comprising 1,40,00,000 Equity shares of Rs.5/- each and 1,20,00,000 Preference shares of Rs.10/- each.

During the year under review, the Company issued and allotted 1,20,00,000, 15% Non-convertible Redeemable Preference Shares of Rs.10/- each at a premium of Rs.30/- per preference shares on preferential basis. Consequently the paid up share capital of the Company increased to Rs. 18,30,76,500/- as at 31st March, 2018 as detailed below:

1) 1,26,15,300 Equity Shares of Rs. 5/- each	= Rs. 6,30,76,500/-
2) 1,20,00,000, 15% Non Convertible Redeemable Preference Shares of Rs.10/- each	= Rs.12,00,00,000/-
<b>Total</b>	<b>Rs.18,30,76,500/-</b>

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr.Sushil Patwari (DIN 00023980) is liable to retire by rotation and being eligible has offered himself for re-appointment. The company has received declaration from him specifying his eligibility to be re-appointed as such.

Further, the term of appointment of Mr. Bibhuti Charan Talukdar (DIN 00024015) and Mr. Mohan Kishen Ogra (DIN 01081215) will end on 31/03/2019. The Nomination and Remuneration Committee at its meeting held on 25/05/2018, has recommended their respective appointment for a further period of 5 years with effect from 01/04/2019 to 31/03/2024, subject, to approval of the members of the Company at the ensuing Annual General Meeting. The Directors have expressed their willingness to be re-appointed as Independent Directors.

The brief resume of the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting in pursuance of relevant provisions of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given in the notice convening the aforesaid Annual General Meeting.

### COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND PAYMENT OF REMUNERATION

The Company's Policy on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, attributes of independence of Directors and other related matters provided under Section 178(3) of the Companies Act, 2013 are covered in Clause 3 of the Corporate Governance Report which forms part of this report. Further, information about element of remuneration of Individual Director is provided in the extract of the Annual Return as provided under Section 92(3) of the Companies Act, 2013, and is enclosed as Annexure "E", in the prescribed Form MGT9 and forms part of this report. It is also available on the website of the Company.

### DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors fulfill the criteria of independence specified in Section 149 (6) of the Companies Act, 2013 and Rules made there-under and also meet requirement of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors of the Company have filed their respective declaration with the Company, at the beginning of the Financial Year 2018-19, affirming that they continue to meet the criteria of Independence as provided in Section 149(7) of the Companies Act, 2013 in respect of their position as "Independent Director of the Company".

### MANAGEMENT DISCUSSION AND ANALYSIS

As per Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis is annexed hereto and marked as Annexure "A".

## DIRECTORS' REPORT (Contd.)

### CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance, is annexed as a part of this Annual Report and marked as Annexure "B". Requisite Certificate from the Auditors of the Company, namely M/s. P.K. Pachisia & CO., (FRN 318129E), Chartered Accountants, regarding compliance of Corporate Governance as stipulated under Regulation 34(3)(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the report of Corporate Governance.

### MEETINGS OF THE BOARD OF DIRECTORS

Five Board meetings were held during the year 2017-18. The Company has held at least one Board meeting in every quarter and the maximum time gap between any two meetings was not more than one hundred and twenty days, thereby complying with applicable statutory requirements. Further, the detail of the meeting of the Board of Directors held during the year is stated in Corporate Governance report which forms part of this Report.

### BOARD EVALUATION

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects.

The Board of Directors has expressed its satisfaction with the evaluation process.

One separate meeting of Independent Directors was held during the year 2017-18, which reviewed the performance of the Non-Independent Directors and the Chairman of the Board. It also reviewed the performance of the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the company management and the Board and its members that is necessary for the board to effectively and reasonably perform their duties.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 (3)(c) of the Companies Act, 2013 and based on the representations received from the management, your Directors state that:

- (a) In the preparation of the annual Financial Statements for the year ended March 31, 2018, the applicable Accounting Standards have been followed with no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the loss of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual Financial Statements on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### MATERIAL CHANGES AFFECTING THE COMPANY

There were no material change and commitment made, affecting the financial position of the Company, between 1st April, 2018 and 26th May, 2018 which is the date of the report.

There were no significant and material orders passed by any regulators or courts or tribunal impacting the going concern status and company's operations in future.

### DEPOSITS

Your Company is a non deposit taking Company (NBFC-ND-SI). The Company has not accepted any deposit within the meaning of

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## **DIRECTORS' REPORT (Contd.)**

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Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and accordingly no amount was outstanding as on the date of Balance Sheet. The Company has passed a Board Resolution for non-acceptance of deposits from public.

### **RBI GUIDELINES**

Reserve Bank of India (RBI) granted the Certificate of Registration to the Company in September 2008 vide Registration No.- N 05.06774, to commence the business of a Non-Banking Financial Institution without accepting deposits. Your Company is a Systemically Important Non-Banking Financial Company (NBFC-ND-SI). The Company has complied with and continues to comply with all the applicable regulations and directions of the RBI.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES**

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism / Whistle Blower Policy are posted on the website of the Company.

### **DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has in place an internal complaints committee which has been set up to redress complaints regarding Sexual Harassment of women at workplace. The following is the summary of sexual harassment complaints received and disposed off during the year:

- i) No. of Complaints received during the year: Nil
- ii) No. of complaints disposed off during the year: Nil

All employees (Permanent, Contractual, Temporary, Trainees) are covered under this Act.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Your Company being an Non-Banking Finance Company, whose main objective is investment in securities and the provisions of section 186(11)(b) of the Companies Act, 2013 are not applicable. It may kindly be noted that the Members of the Company has passed special resolution in the Annual General Meeting dated 10th September, 2014 for making loans and investments for an amount not exceeding Rs. 500 Crores only. The investments of the Company are well within the sanctioned limits till date.

### **STATUTORY AUDITORS**

At the 23rd Annual General Meeting held on 18th September, 2017, M/s. P.K. Pachisia & CO., (FRN 318129E), Chartered Accountants, Kolkata were appointed as the Statutory Auditors for a period of 5 years from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting to be held in the year 2022.

Your Directors have to state that as per the recent notification dated 7th May, 2018 issued by the Ministry of Corporate affairs, Government of India, now the matter relating to ratification of appointment of Statutory Auditors is not required. The above notification has come into effect from 7th May, 2018.

### **AUDITORS' REPORT**

The Auditors' Report does not contain any qualification, reservation or adverse remark on the Financial Statements for the year ended March 31, 2018. The statements made by the Auditors in their Report are self-explanatory and do not call for any further comments.

### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there-under, the Company had appointed M/s M.K. Sharma & Associates, Company Secretary in practice to undertake the Secretarial Audit of the Company for the financial year 2017-18. The same is attached as Annexure "D" and forms an integral part of this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

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## DIRECTORS' REPORT (Contd.)

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### ANNUAL RETURN EXTRACT

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 the details forming part of Extract of the Annual Return in Form No MGT - 9 is annexed hereto as Annexure "E"

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUT GO

The provisions of Section 134(3)(m) of the Companies Act, 2013 and the rules made there under relating to conservation of energy, technology absorption do not apply to your Company as it is not a manufacturing company. However, your Company has been increasingly using information technology in its operations and promotes conservation of resources.

During the year under review, there has been no foreign exchange earnings or expenditure in the Company.

### PARTICULARS OF EMPLOYEES

None of the employees are drawing remuneration exceeding Rs. 8.50 Lakhs per month or Rs.102.00 Lakhs per year. Hence, details required to be furnished in accordance with Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not applicable.

The information required pursuant to section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of the Employees of the Company in detailed is separately attached as Annexure "C" to this report.

### SECRETARIAL STANDARDS

The Company has followed the applicable provisions of Secretarial Standard 1 and Secretarial Standard 2 of the Institute of Company Secretaries of India.

### RISK MANAGEMENT

The Company has an approved Risk Management policy by the Board. Risk Evaluation and Management is ongoing process within the organization and is periodically reviewed by the Board of Directors.

### RELATED PARTY TRANSACTIONS

The Company has formulated a Policy on dealing with Related Party Transactions. The Policy is disclosed on the website of the Company.

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year were in the ordinary course of business and on an arms-length basis. There were no material significant related party transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large and thus Form AOC-2 is not applicable to the Company.

Audit Committee reviews and approves all the related party transactions and based thereon final approval of the Board is obtained.

### ACKNOWLEDGEMENT

Your Directors acknowledge various agencies of the Central and State Government(s) for their support and Co-operation. Your Directors are also thankful to all stakeholders including customers, bankers and suppliers for their continued assistance, co-operation and support. Your Directors wish to place on record their sincere appreciation of all employees for their commitment and contribution to the Company.

For and on behalf of the Board of Directors

Place : Kolkata  
Dated : 26.05.2018

**Sushil Patwari**  
Chairman - 00023980

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## ANNEXURE “A” TO DIRECTORS’ REPORT

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### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### 1. Economic Outlook

The economy of India is a developing economy and it is poised to win back its tag of the fastest growing economy in the world. The recent upgrade of India's rating by the US based credit rating agency Moody's (Baa2 from Baa3) in recognition of the reforms agenda pursued by the Government is a major boost to investor confidence. Further, as the short term disruptions caused by major reforms such as the Goods and Services Tax (GST) and demonetization, recede the economy is on the rebound and is likely to achieve higher growth targets in the Year 2018-19. The GDP growth for the fiscal year 2017-18 is at a four-year low of 6.6 %, mainly due to the poor performance of agriculture and manufacturing sector, as against 7.1% in the last fiscal year.

In the financial year 2017-18, the Current account deficit (CAD) widened to 1.9% of the GDP from 0.7% in 2016-17. The widening of the CAD on a year-on-year (y-o-y) basis was primarily on account of a higher trade deficit (US\$ 44.1 billion) brought about by a larger increase in merchandise imports relating to exports. In April-December 2017, there was an accretion of US\$ 30.3 billion to the foreign exchange reserves. as against a net outflow of US\$ 3.2 billion a year ago. The Economic Survey 2017-18 tabled in Parliament said that foreign exchange reserves grew by 14.1 per cent at the end of December 2017. Economic growth is picking up partly because the temporary impact of demonetization and GST has dissipated, and corrective actions have been taken. For the entire financial Year 2017-18, the growth rate of Indian economy is 6.5 %. The Reserve Bank of India expects 7.4 % growth in the financial year 2018-19.

#### 2. Industry Structure and Developments

Non-Banking Financial Companies (NBFCs) have played a critical role in stimulating the growth of the Indian economy and have made a significant contribution towards supporting the government's agenda of extending financial inclusion. In fact, they have emerged as key financiers to businesses, especially the high-potential, credit-hungry MSME sector.

Your Company operates in only one segment for investment. The Business Segment has been identified in accordance with Accounting Standard. The market for this activity offers high potential for growth. There have been a number of reasons behind growth of Indian economy in last couple of years. A number of market reforms have been instituted by Indian government and there has been significant amount of foreign direct investment made in India. Much of this amount has been invested into several businesses including knowledge process outsourcing industries. India's foreign exchange reserves have gone up continuously in last few years. Real estate sector as well as information technology industries of India have taken off. Capital markets of India are doing quite well too. All these factors have contributed to growth of Indian economy.

#### 3. Opportunities

Non-banking Finance Companies, in India, are expected to see 18% compounded annual growth rate (CAGR) for the next two and a half years and raise their share in total credit to 19 per cent by 2020, according to rating agency CRISIL.

To enable the NBFCs to realize their true potential in the economy, the regulatory framework must succeed in walking the thin line between under-regulation and over-regulation. It will be interesting to see how the NBFC sector and the regulator work with each other to usher in an era of financial inclusion. There are great opportunities in NBFC Sector in the year to come.

Non-banking finance companies (NBFCs) are an integral part of the Country's financial system because of their complementary and as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers.

#### 4. Threat

The major threat being faced by Investment & Finance Companies are regulatory changes in NBFCs, Interest Rate hikes by RBI, Inflation, aggressive marketing of banks and volatility in global equity and commodity Market.

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**ANNEXURE “A” (Contd.)**

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**5. Risk & Concern**

Risk and concern is inherent in every Business in Today's Complex Business Environment. As an NBFC, your Company is exposed to various risks like credit risk, market risk, liquidity risk, operations risk, regulatory and compliance risks, business continuity risk and general risks arising out of multifarious macro- economic factors. The Capital market industry in which your Company is operating is subject to extensive regulation. The Company evaluates the technological obsolescence and the associated risk and makes investment accordingly. The Company's success largely depends upon the quality and competence of its management team and key personnel. Timely and effective risk management is of prime importance to Organization's success.

Your company's performance, to a large extent, depends upon the scenario of the capital markets, RBI policies, industry performance and the general economic outlook of the country. The volatility in the stock Market, rate of interest and GDP will affect the profitability of the company.

**6. Internal Control System**

The Company has well defined and adequate internal control system to safeguard all assets and ensure operational excellence. 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.

**7. Human Resource / Industrial Relations**

Human resource is considered as key to the future growth strategy of the Company and looks upon to focus its efforts to further align human resource policies and processes to meet its business needs. The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's growth. Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement.

**8. Cautionary Statement:**

Statement in the Management Discussion and Analysis and Directors Report describing the company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. The actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors.

The Company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.



## ANNEXURE “B” TO DIRECTORS’ REPORT

### REPORT ON CORPORATE GOVERNANCE

To uphold the spirit of best and transparent business governance, the Company actively seeks to adopt good corporate governance practices and to ensure compliance with all relevant laws and regulations. The company conducts business in a manner that is fair and transparent and also perceived to be such by others. In compliance with the requirement of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (SEBI (LODR) Regulations, 2015) your directors submits the Report on Corporate Governance as under.

#### 1. COMPANY’S PHILOSOPHY ON THE CODE OF GOVERNANCE

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhancing the Share Holders’ Value. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important Policy matters.

#### 2. BOARD OF DIRECTORS

##### COMPOSITION

The Company’s Board at present has Five (5) directors comprising of One Non-Executive Chairman, One Managing Director and Three Non-Executive Independent Directors. The number of non-executive Directors are more than 50% of total number of Directors and also the strength of Independent Directors is more than 50% of the of the total number of Directors. Further, the Company has one Woman Director on Board.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees (in compliance to the requirements of Regulation 26(1) of the SEBI (LODR) Regulations, 2015) across all the companies in which he is a Director. All the Directors have made requisite disclosures regarding committee positions occupied by them in other companies

The Board met 5 times, on the following dates, during the financial year 2017-18:

24/05/2017	14/08/2017	26/09/2017	14/11/2017	14/02/2018
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The names and categories of Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting as also the number of Directorships and committee positions as held by them in other Public Limited Companies as on 31.03.2018 are given below:

Name	Category	No. of Board Meeting held during the Financial Year	No. of Board Meetings attended during 17-18	Whether Attended AGM held on 18.09.17	No. of Directorship in Public Companies (Including this Company)	No. of Committee Positions held in other Public Companies (Including this Company)*		No. of Shares held in the Company as at 31.03.2018
						Member	Chairman	
Mr. Sushil Patwari	Promoter Non-Executive	5	5	Yes	5	4	2	792100
Mr. Sunil Patwari	Promoter Executive	5	5	No	3	3	1	934900
Mr. M. K. Ogra	Independent	5	5	Yes	5	4	4	Nil
Mr. B. C. Talukdar	Independent	5	5	Yes	3	5	1	Nil
Ms. Surabhi Sangneria	Independent	5	5	No	3	4	0	Nil

\*Only covers Membership/Chairman of Audit Committee and Stakeholders’ Relationship Committee of other Public Companies including this company.

Policy for familiarization of Independent Directors with the Company objectives including their roles, rights, responsibilities, business model and nature of industry of the Company was duly formulated and implemented

#### SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Regulation 25(3) of the 5SEBI (LODR) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 14th February, 2018 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its’ Committees which is necessary to effectively and reasonably perform and discharge their duties. The performance evaluation of the Independent Directors was carried out by the entire Board which also evaluated the performance of the Board as a whole and also that of the Chairman of the Board. The Board also carried out evaluation of its various Committees and the Directors expressed their satisfaction with the evaluation process.

## ANNEXURE “B” (Contd.)

### 3. COMMITTEES OF THE BOARD

#### A) AUDIT COMMITTEE

The Audit Committee comprises of Four Directors and met four times during the year, the details of which are given below. Mr. Vivek Jaiswal, Company Secretary, is the Secretary of the Audit Committee. The terms of reference of the Audit Committee are as contained in Regulation 18 of the SEBI (LODR) Regulations, 2015 :

The Audit Committee met on the following dates during the financial year 2017-18

24/05/2017	14/08/2017	14/11/2017	14/02/2018
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#### COMPOSITION AND ATTENDANCE OF THE AUDIT COMMITTEE MEETING:

Name of the Directors	Category	Number of Meeting Held	Number of Meeting Attended
Mr. M.K.Ogra, Chairman	Non-executive Independent	4	4
Mr. B.C.Talukdar, Member	Non-Executive Independent	4	4
Mr. Sunil.Patwari, Member	Executive Director	4	3
Ms. Surabhi Sangneria, Member	Non-Executive Independent	4	4

Necessary quorum was present at the meeting. Representatives of Statutory Auditors of the Company were invited to the meetings, as and when required. The Chairman of the Audit Committee was present in the last Annual General Meeting.

#### B) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of Three Directors and met four times during year, the Details of which are given below. The terms of reference of the said Committee are as contained in regulation in Regulation 20 of the SEBI (LODR) Regulations, 2015.

#### THE COMPOSITION OF THE STAKEHOLDERS' RELATIONSHIP COMMITTEE:

1. Mr. M.K. Ogra	Chairman	Non Executive Independent
2. Mr. B.C. Talukdar	Member	Non Executive Independent
3. Mr. Sushil Patwari	Member	Non-Executive

The Committee met three times, on the following dates, during the financial year 2017-18:

24/05/2017	14/08/2017	14/11/2017	14/02/2018
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The Committee is prompt in attending to the requests received for transfers, as well as issue of duplicate certificates. The number of Complaints received during the Financial Year 2017-18 are as under:

Number of complaints received from Investors comprising of Non-receipt of Dividend and Annual Reports, Share sent for Transfer and Transmission, Complaints received from SEBI Stock Exchanges and direct from Investors, Registrar of Companies etc.	2
Number of Complaints resolved	2
Number of Complaints pending as on 31.03.2018	NIL

#### C) NOMINATION AND REMUNERATION COMMITTEE

The Committee was formed to align with the requirements prescribed under the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Committee of the Board met two times on 24.05.2017 and 14.02.2018 respectively.

#### Terms of Reference of the Committee are as under:

The primary purpose of the Committee, among other things, is to determine and propose the following for Board's approval:-

**ANNEXURE “B” (Contd.)**

- to identify persons who are qualified to become Directors and also who may be appointed in senior management positions in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- to formulate the criteria for performance evaluation of Independent Directors and the Board;
- to carry out performance evaluation of Independent Directors along with the Board as a whole ;
- to evaluate the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate Directors.

The Nomination and Remuneration Committee comprises of the following three Directors of the Company:

1. Mr. M.K. Ogra	Chairman	Non Executive Independent
2. Mr. B.C. Talukdar	Member	Non Executive Independent
3. Mr. Sushil Patwari	Member	Non-Executive

The Company has paid remuneration to Directors including Executive Directors according to approval granted by the members of the Company in the concerned Annual General Meetings.

Given below are the details of remuneration to Directors during the financial year 2017-18:

Name of Directors	Sitting Fees (Rs.) (Rs.)	Salary (Rs.)	Perquisites (Rs.)	Commission (for 2017-18 paid during the year ) (Rs.)
1. Mr. Sushil Patwari	-	-	-	NIL
2. Mr. Sunil Patwari	-	-	-	NIL
3. Mr. M.K. Ogra	45000/-	-	-	NIL
4. Mr. B.C. Talukdar	45000/-	-	-	NIL
5. Ms. Surabhi Sanganeria	33000/-	-	-	NIL

Non-executive Directors are paid remuneration by way of sitting fees. The Company does not pays remuneration to its Chairman / Managing Director by way of salary and perquisites. Remuneration is paid as approved by the Remuneration Committee, Board of Directors and shareholders. The Board, on the recommendations of the Remuneration Committee, approves the annual increments. The appointment / reappointment of Managing / Whole Time Directors are contractual and subject to termination by three months' notice in writing on either side.

**D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company has also formed Corporate Social Responsibility (CSR) Committee with the following Directors as per the requirements of Section 135 of the Companies Act, 2013:

1. Mr. M.K. Ogra	Chairman	Non Executive Independent
2. Mr. B.C. Talukdar	Member	Non Executive Independent
3. Mr. Sushil Patwari	Member	Non Executive

The Company is not obligated to spend any amount on Corporate Social Responsibility.

**PREVENTION OF INSIDER TRADING CODE:**

As per SEBI (Prevention of Insider Trading) Regulation, 1992, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees at Senior Management level and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the

**ANNEXURE “B” (Contd.)**

time of declaration of results and occurrence of any material events as per the code. The Company has appointed the Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company’s securities. During the year under review there has been due compliance with the said code.

**4. SUBSIDIARY**

The Company does not have any subsidiary Company.

**5. DISCLOSURE OF ACCOUNTING TREATMENT IN PREPERATION OF FINANCIAL STATEMENTS**

The Company has followed the accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

**6. DETAILS OF NON- COMPLIANCE BY THE COMPANY IN THE LAST THREE YEARS**

Your Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges and SEBI Regulations. No penalties or strictures have been imposed on your Company by the Stock Exchanges or SEBI or any other Statutory Authority in connection with violation of Capital Market norms, rules, regulations, etc. in the last three years.

**7. DETAILS OF GENERAL MEETINGS**

Locations, Date and Time of last three Annual General Meetings held are as under:

Sr.No	Year	Location	AGM/ EGM	Date	Day	Time	No. of Special Resolution Passed
1.	2016-17	Bengal National Chamber of Commerce and Industry, 23, R. N. Mukherjee Road, Kolkata - 700 001	23rd A.G.M.	18.09.17	Monday	11.30 am	One
2.	2015-16	Bengal National Chamber of Commerce and Industry, 23, R. N. Mukherjee Road, Kolkata - 700 001	22nd A.G.M	29.09.16	Thursday	11.30 am	Nil
3.	2014-15	Bengal National Chamber of Commerce and Industry, 23, R. N. Mukherjee Road, Kolkata - 700 001	21st A.G.M	28.09.15	Monday	11.30 am	Nil

No item was passed by any resolution through postal ballot during the financial year 2017-18.

At the forthcoming Annual General Meeting, there is no item in the Agenda which needs approval by way of Special Resolution through Postal Ballot.

**9. DISCLOSURES**

- (i) There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management Staffs as defined in Regulation 23 of the SEBI (LODR) Regulations, 2015, where they have personal interest that may have a potential conflict with the interests of the Company at large requiring disclosure by them to the Board of Directors of the Company;
- (ii) The particulars of transactions between the Company and its related parties in accordance with Accounting Standard 18 are set out in Note No. 24 to the Accounts. These transactions are in the ordinary course and are not likely to have any conflict with the interest of the Company;

**ANNEXURE “B” (Contd.)**

- (iii) All Accounting Standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same;
- (iv) Risk assessment and its minimization procedures have been laid down by the Company and the same have been informed to Board Members. These procedures are periodically reviewed to ensure that executive management controls risks through means properly defined;
- (v) No penalties or strictures have been imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years; and
- (vi) Management Discussion and Analysis forms part of the Annual Report to the members and it includes discussion on matters as as required under the provisions of uniform listing agreement with stock exchange

**9. CODE OF CONDUCT OF DIRECTORS AND SENIOR MANAGEMENT STAFF**

The Company adopted a Code of Conduct for its Directors and Senior Management Staff. The Code has also been posted on the company's website.

**10. CEO / CFO CERTIFICATION**

A Certificate duly signed by the Mr. Sunil Patwari, Managing Director (DIN 00024007) and Mr. Sanjeev Agarwal, CFO of the Company, relating to Financial Statements and Internal Controls and Internal Control Systems for financial reporting as per the format provided in Regulation 17(8) of the SEBI (LODR) Regulations, 2015 was placed before the Board, which took the same on record.

**11. GENERAL SHAREHOLDER INFORMATION:**

The Company has paid the Annual Listing Fees to Bombay Stock Exchange Limited and National Stock Exchange of India Limited for the financial year 2018-19.

**I. 23RD ANNUAL GENERAL MEETING**

<b>Day, Date and Time</b>	Thursday, 20th September, 2018 at 11.30 A.M.
<b>Venue</b>	Bengal National Chamber of Commerce & Industry 23, R. N. Mukherjee Road, Kolkata - 700 001

**II. FINANCIAL YEAR AND TENTATIVE FINANCIAL CALENDER**

The Financial Year of the Company is 1st April to 31st March.  
Tentative Financial Reporting for the Financial Year 2018-19 is as under:

Result of Quarter ending June 30, 2018	On or before August 14, 2018
Result of Quarter ending September 30, 2018	On or before November 14, 2018
Result of Quarter ending December 31, 2018	On or before February 14, 2019
Result of Quarter ending March 31, 2019	On or before May 30, 2019
Annual General Meeting for the year ending March 31, 2019	On or before September 30, 2019

**III. BOOK CLOSURE DATE**

The Register of members and share Transfer books will remain closed from 14th September, 2018 to 20th September, 2018 (Both days Inclusive) for the purpose of Annual General Meeting.

**12. LISTING ON STOCK EXCHANGES**

<b>Name of Stock Exchange</b>	<b>Code</b>
Bombay Stock Exchange Limited	532895
National Stock Exchange of India Limited	NAGREEKCAP

The Company had paid the Annual Listing fees for the year 2018-19 to the above said Stock Exchange.

## ANNEXURE “B” (Contd.)

### 13. PLANT LOCATION

The Company operates in Capital market and as such there are no plants, and hence no locations are disclosed.

### 14. MEANS FOR COMMUNICAION

The quarterly results are published in the leading English daily Newspaper (The Echo of India) and Bengali Newspapers (Arthik Lipi).

### 15. DEMATERIALISATION OF SHARES

As on 31st March, 2018, 95.81% of the Share Capital comprising 1,20,87,046 shares are in dematerialized form. Under the depository system the International Securities Identification Number (ISIN) allotted to the company's shares is INE245I01016. The Company has issued and allotted 120,00,000 15% Non Convertible Redeemable Preference Shares during the year under reporting but the same were not listed in the any stock Exchange.

### 16. ADDRESS FOR CORRESPONDENCE

For any assistance regarding transfer or transmissions of shares, change of address, non-receipt of dividends and Annual report, issue of duplicate share certificates, dematerialization and other query relating Shares of the Company investor may please write on the following address given below:

Maheshwari Datamatics (P) Ltd., Unit : Nagreeka Capital & Infrastructure Ltd 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Phone Nos. 2248-2248, 2243-5029 Fax No. (033) 2248-4787, E-mail ID: mdpldc@yahoo.com Website: www.mdpl.in	The Company Secretary Nagreeka Capital & Infrastructure Limited, 18, R. N. Mukherjee Road, Kolkata - 700 001. Phone No. 2248-4922, 2248-4943, Fax No. (033) 2248-1693 E-mail ID: compsect.ncil@nagreeka.com Website : www.nagreeka.com
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### DISTRIBUTION OF SHARE HOLDING PATTERN BY SIZE AS ON 31.03.2018

Category	No. of Shareholders	Percentage	No. of Shares	Percentage
1) 1 to 50	1393	12.70	33611	0.27
2) 51 to 100	6668	60.77	660857	5.24
3) 101 to 150	184	1.68	24692	0.20
4) 151 to 250	1082	9.86	218208	1.73
5) 251 to 500	771	7.03	300647	2.38
6) 501 to 5000	750	6.83	1136507	9.00
7) 5001 and Above	124	1.13	10240778	81.18
<b>TOTAL</b>	<b>10972</b>	<b>100.00</b>	<b>12615300</b>	<b>100.00</b>

### DISTRIBUTION OF SHARE HOLDING BY VALUE AS ON 31.03.2018

Nominal Value of (Rs.)	No. of Shareholders	Percentage	Amount	Percentage
1) Upto 5000	10498	95.68	7849140	12.44
2) 5001 to 10000	198	1.80	1517525	2.40
3) 10001 to 20000	113	1.03	1593485	2.53
4) 20001 to 30000	51	0.47	1252745	1.99
5) 30001 to 40000	17	0.15	593750	0.94
6) 40001 to 50000	20	0.18	927110	1.47
7) 50001 to 100000	25	0.23	1848150	2.93
8) Above 100000	50	0.46	47494595	75.30
<b>TOTAL</b>	<b>10972</b>	<b>100.00</b>	<b>63076500</b>	<b>100.00</b>

## ANNEXURE "B" (Contd.)

### CATEGORY OF SHAREHOLDERS AS ON 31.03.2018:

Category	No. of Shares Held	Percentage of shareholding
<b>A. PROMOTER'S HOLDING</b>		
(a) Individual / Huf	4493000	35.62
(b) Bodies Corporate	2220786	17.60
<b>Sub-Total(A)</b>	<b>6713786</b>	<b>53.22</b>
<b>B PUBLIC HOLDING</b>		
<b>1. INSTITUTIONS</b>		
(a) Mutual Funds and UTI	3300	0.03
(b) Banks/ Financial Institutions	400	0.00
(c) FIs	300	0.00
(d) Qualified Foreign Investor		
<b>Sub- Total(B)(1)</b>	<b>4000</b>	<b>0.03</b>
<b>2. NON-INSTITUTIONALS</b>		
(a) Bodies Corporate	2270727	18.00
(b) Individuals		
(i) Individual shareholders holding nominal share capital Upto Rs. 2 Lakh.	3012123	23.88
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	312009	2.47
(c) Any Other		
(i) Non-Resident Individuals	233967	1.86
(ii) Clearing Member	68688	0.54
<b>Sub-Total(B)(2)</b>	<b>5897514</b>	<b>46.75</b>
<b>Sub-Total (B=B1+B2)</b>	<b>5901514</b>	<b>46.78</b>
<b>Grand Total (A+B)</b>	<b>12615300</b>	<b>100.00</b>

## ANNEXURE "B" (Contd.)

### 17. MARKET PRICE DATA (Rs.)

MONTH	Bombay Stock Exchange Limited		National Stock Exchange of India Limited	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr'2017	20.40	12.39	20.50	12.50
May'2017	19.70	18.50	19.75	16.05
Jun'2017	20.60	14.45	21.65	14.40
Jul'2017	22.15	18.00	20.95	15.60
Aug'2017	17.50	13.55	17.25	12.70
Sep'2017	18.09	14.16	17.60	14.10
Oct'2017	20.90	14.00	21.50	15.35
Nov'2017	45.80	18.30	47.60	18.50
Dec'2017	78.00	47.50	79.55	47.20
Jan'2018	63.15	39.15	64.40	39.30
Feb'2018	52.00	35.80	51.95	35.60
Mar'2018	44.30	31.15	45.00	32.40

For & on behalf of the Board of Directors

Place: Kolkata  
Date: 26th May, 2018

**Mr. Sushil Patwari**  
Chairman - 00023980

### DECLARATION ON CODE OF CONDUCT

A Code of Conduct for the Directors and Senior Management Personnel exists for the Company, duly approved by the Board of Directors of the Company. As stipulated under the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the Financial Year ended 31st March, 2018.

Place: Kolkata  
Date: 26th May, 2018

**Mr. Sushil Patwari**  
Chairman - 00023980



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**ANNEXURE “B” (Contd.)**

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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

TO THE MEMBERS  
**NAGREEKA CAPITAL & INFRASTRUCTURE LIMITED**

We have examined the compliance of conditions of corporate governance by Nagreeka Capital & Infrastructure Limited, for the year ended on 31st March, 2018, as per the relevant provisions of Securities and Exchange Board (Listing Obligations and Disclosures Requirements) Regulation, 2015 [SEBI (LODR) Regulations, 2015].

The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, in accordance with the guidance note on Corporate Governance Certificate issued by the ICAI, adopted by the Company for ensuring compliance 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 Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchange(s).

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders' grievance Committee.

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

Place : Kolkata  
Date : 26th May, 2018

For **P. K. Pachisia & Co.**  
Chartered Accountants  
Firm's Registration No. 318129E

**(PAWAN KUMAR PACHISIA)**  
Proprietor  
M. No. : 053836

**ANNEXURE "B" (Contd.)**

**COMPLIANCE CERTIFICATE**

Ref: Regulation 17(8) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors  
**Nagreeka Capital & Infrastructure Limited**  
18, R.N. Mukherjee Road,  
Kolkata - 700 001

We, Sunil Patwari, Managing Director and Sanjeev Agarwal, Chief Financial Officer of the Company hereby certify that:

- A. We have reviewed the financial statements and cash flow statement for the year ended March 31, 2018 and that to the best of our knowledge and belief:
1. These 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 Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2018 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 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 have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and Audit Committee that there are no:
1. Significant changes in internal control over financial reporting during the year;
  2. Significant changes in accounting policies during the year requiring disclosure 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 any employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata  
Date : 26th May, 2018

**Sunil Patwari**  
Managing Director - 00024007  
**Sanjeev Agrawal**  
Chief Financial Officer

**ANNEXURE “C” TO DIRECTORS’ REPORT**

Statement under Section 197(12) of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule	Particulars		
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-18	Mr. Sunil Patwari Mr. Sunil Patwari	N.A. N.A. None of the Directors received any remuneration during 2017-18
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary, in the financial year 2017-18 Director : Mr. Sushil Patwari, Chairman Mr. Sunil Patwari, Managing Director C.F.O. : Mr. Sanjeev Agarwal C.S. : Mr. Somnath Chattopadhyay* C.S. : Mr. Vivek Jaiswal*		N.A. N.A. NIL NIL
(iii)	The percentage increase in the median remuneration of employees in the financial year;		NIL
(iv)	The number of permanent employees on the rolls of company		7
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	No salary increment was effected to the employees during the period under reporting. No salary increment to KMP was effected during the period under report. Sitting Fees of the Board and Committees thereof were increased during the period under report.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	Yes	

\* Mr. Vivek Jaiswal appointed as a Company Secretary w.e.f. 14/08/2017 and Mr. Somnath Chattopadhyay resigned from the post of Company Secretary w.e.f. 14/08/2017.

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**ANNEXURE - "D" TO DIRECTORS' REPORT**

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**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2018**  
[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 Members,  
**Nagreeka Capital & Infrastructure Limited**  
18, R. N. Mukherjee Road  
Kolkata-700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nagreeka Capital & Infrastructure Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a 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, the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that the Company has, during the audit period covering the financial year ended on 31st March, 2018, generally 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 reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31 March, 2018 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit period).
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;; (Not applicable to the Company during the Audit period)
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the Company during the Audit period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period).
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the

**ANNEXURE - D (Contd.)**

Company during the audit period) and

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
  - i. The other regulations of the Securities & Exchange Board of India as may be applicable to the Company;
- VI. Other laws, including the laws relating to Non Banking Financial Companies to the extent applicable to the Company as per the representations made by the Company.

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

- i. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited and National Stock Exchange of India Limited.
- ii. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above

We further report that:

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

Adequate 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 to all directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **M. K. Sharma & Associates**  
Company Secretaries

**CS Manoj Kumar Sharma**  
(Proprietor)  
ACS No. 12932  
C P No: 3137

Place : Kolkata

Date : 26th May, 2018

**Note :** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

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**ANNEXURE - "A"**

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To,  
The Members,  
**Nagreeka Capital & Infrastructure Limited**  
18, R. N. Mukherjee Road  
Kolkata-700001

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process 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. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **M.K.Sharma & Associates**  
Company Secretaries

**CS Manoj Kumar Sharma**  
(Proprietor)  
ACS No. 12932  
C P No: 3137

Place : Kolkata  
Date : 26th May, 2018

## ANNEXURE - "E" TO DIRECTORS' REPORT

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31/03/2018

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

### I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L65999WB1994PLC065725  
 ii) Registration Date : 31/10/1994  
 iii) Name of the Company : NAGREEKA CAPITAL & INFRASTRUCTURE LIMITED  
 iv) Category / Sub-Category of the Company : Public Company  
 v) Address of the Registered office and contact details: 18, R. N. Mukherjee Road, Kolkata - 700 001.  
 vi) Whether listed company : Yes  
 vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Maheswari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road 5th Floor, Kolkata - 700 001.

### 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 and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Securities Sale	6430	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NO HOLDING/ SUBSIDIARY/ ASSOCIATE COMPANIES

Shareholding Pattern (Equity Share Capital Breakup as percentage of total Equity)

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

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-April-2017)				No. of Shares held at the end of the year (As on 31-March-2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/ HUF	4492800	0	4492800	35.6139	4493000	0	4493000	35.6155	0.0016
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	2220786	0	2220786	17.6039	2220786	0	2220786	17.6039	0.0000
e) Banks/Fi	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(1)</b>	<b>6713586</b>	<b>0</b>	<b>6713586</b>	<b>53.2178</b>	<b>6713786</b>	<b>0</b>	<b>6713786</b>	<b>53.2194</b>	<b>0.0016</b>

## ANNEXURE - E (Contd.)

<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total shareholding of Promoter</b>									
<b>(A)=(A)(1)+(A)(2)</b>	<b>6713586</b>	<b>0</b>	<b>6713586</b>	<b>53.2178</b>	<b>6713786</b>	<b>0</b>	<b>6713786</b>	<b>53.2194</b>	<b>0.0016</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	1100	2200	3300	0.0262	1100	2200	3300	0.0262	0.00
b) Banks/FI	200	200	400	0.0032	200	200	400	0.0032	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	300	300	0.0024	0	300	300	0.0024	0.0000
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
Provident Pension Funds	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(1):-</b>	<b>1300</b>	<b>2700</b>	<b>4000</b>	<b>0.0318</b>	<b>1300</b>	<b>2700</b>	<b>4000</b>	<b>0.0318</b>	<b>0.0000</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	0	0	0	0					
i) Indian	2194789	1701	2196490	17.4113	2269026	1701	2270727	17.9998	0.05885
ii) Overseas	0	0	0	0					
b) Individuals	0	0	0	0					
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2259474	412653	2672127	21.1816	2244536	403253	2647789	20.9887	-0.1929



## ANNEXURE - E (Contd.)

ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	776415	0	776415	6.1546	676343	0	676343	5.3613	-0.7933
<b>c) Others (Specify)</b>									
Non Resident Indians	103110	121400	224510	1.7797	113367	120600	233967	1.8546	0.0749
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Custodian Enemy Property	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	28172	0	28172	0.2233	68688	0	68688	0.5445	0.3212
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies-D R	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
Employee Trusts	0	0	0	0	0	0	0	0	0
Domestic Corporate Unclaimed Shares Account	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(2):-</b>	<b>5361960</b>	<b>535754</b>	<b>5897714</b>	<b>46.7505</b>	<b>5371960</b>	<b>525554</b>	<b>5897514</b>	<b>46.7489</b>	<b>-0.0016</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>5363260</b>	<b>538454</b>	<b>5901714</b>	<b>46.7823</b>	<b>5373260</b>	<b>528254</b>	<b>5901514</b>	<b>46.7807</b>	<b>-0.0016</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>				0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>12076846</b>	<b>538454</b>	<b>12615300</b>	<b>100.00</b>	<b>12087046</b>	<b>528254</b>	<b>12615300</b>	<b>100.00</b>	<b>0.0000</b>

## ANNEXURE - E (Contd.)

### ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 01.04.2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Dadra Eximp Pvt. Ltd. (Formerly known as NAGREEKA SYNTHETICS PRIVATE LIMITED)	2105186	16.6876	0.0000	2105186	16.6876	0.0000	0.0000
2	SUNIL PATWARI	934900	7.4108	0.0000	934900	7.4108	0.0000	0.0000
3	SUSHIL PATWARI	791900	6.2773	0.0000	792100	6.2789	0.0000	0.0016
4	MAHENDRA PATWARI	534900	4.2401	0.0000	534900	4.2401	0.0000	0.0000
5	SATISH PATWARI	533000	4.2250	0.0000	533000	4.2250	0.0000	0.0000
6	MINAKSHI PATWARI	389600	3.0883	0.0000	389600	3.0883	0.0000	0.0000
7	ISHWAR LAL MAHENDRA KUMAR (HUF)	262500	2.0808	0.0000	262500	2.0808	0.0000	0.0000
8	ISHWAR LAL SATISH KUMAR (HUF)	195000	1.5457	0.0000	195000	1.5457	0.0000	0.0000
9	ISHWAR LAL PATWARI & SONS (HUF)	155000	1.2287	0.0000	155000	1.2287	0.0000	0.0000
10	SUSHIL PATWARI (HUF)	150000	1.1890	0.0000	150000	1.1890	0.0000	0.0000
11	NAGREEKA EXPORTS LIMITED	115600	0.9163	0.0000	115600	0.9163	0.0000	0.0000
12	RASHI SARAF	100000	0.7927	0.0000	100000	0.7927	0.0000	0.0000
13	ANITA PATWARI	90000	0.7134	0.0000	90000	0.7134	0.0000	0.0000
14	USHA PATWARI	86000	0.6817	0.0000	86000	0.6817	0.0000	0.0000
15	SUNIL PATWARI (HUF)	70000	0.5549	0.0000	70000	0.5549	0.0000	0.0000
16	ISHWAR LAL PATWARI	70000	0.5549	0.0000	70000	0.5549	0.0000	0.0000
17	SARITA PATWARI	70000	0.5549	0.0000	70000	0.5549	0.0000	0.0000
18	RAHUL PATWARI	20000	0.1585	0.0000	20000	0.1585	0.0000	0.0000
19	PRATYUSH PATWARI	20000	0.1585	0.0000	20000	0.1585	0.0000	0.0000
20	SUSHIL PATWARI (Trustee Patwari Nidhi)	20000	0.1585	0.0000	20000	0.1585	0.0000	0.0000
	<b>TOTAL</b>	<b>6713586</b>	<b>53.2178</b>	<b>0.0000</b>	<b>6713786</b>	<b>53.2194</b>	<b>0.0000</b>	<b>0.0000</b>

## ANNEXURE - E (Contd.)

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

Sl. No.	Name	Shareholding at the beginning [01.04.17] end of the year [31.03.18]		Cumulative Shareholding during the year [01.04.17 to 31.03.18]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	DADRA EXIMP PVT. LTD. (FORMERLY KNOWN AS NAGREEKA SYNTHETICS PVT. LTD.)				
	01-04-17	2105186	16.6876		
	31-03-18	2105186	16.6876	2105186	16.6876
2	NAGREEKA EXPORTS LIMITED				
	01-04-17	115600	0.9163		
	31-03-18	115600	0.9163	115600	0.9163
3	ISHWAR LAL SATISH KUMAR (HUF)				
	01-04-17	195000	1.5457		
	31-03-18	195000	1.5457	195000	1.5457
4	ISHWAR LAL MAHENDRA KUMAR (HUF)				
	01-04-17	262500	2.0808		
	31-03-18	262500	2.0808	262500	2.0808
5	ISHWAR LAL PATWARI & SONS (HUF)				
	01-04-17	155000	1.2287		
	31-03-18	155000	1.2287	155000	1.2287
6	ISHWAR LAL PATWARI				
	01-04-17	70000	0.5549		
	31-03-18	70000	0.5549	70000	0.5549
7	SUSHIL PATWARI (Trustee Patwari Nidhi)				
	01-04-17	20000	0.1585		
	31-03-18	20000	0.1585	20000	0.1585
8	USHA PATWARI				
	01-04-17	86000	0.6817		
	31-03-18	86000	0.6817	86000	0.6817
9	SUSHIL PATWARI (HUF)				
	01-04-17	150000	1.1890		
	31-03-18	150000	1.1890	150000	1.1890
10	SUNIL PATWARI (HUF)				
	01-04-17	70000	0.5549		
	31-03-18	70000	0.5549	70000	0.5549

**ANNEXURE - E (Contd.)**

11	MINAKSHI PATWARI				
	01-04-17	389600	3.0883		
	31-03-18	389600	3.0883	389600	3.0883
12	SUSHIL PATWARI			533000	4.2250
	01-04-17	791900	6.2773		
	12-05-17- Transfer	200	0.0016	792100	
	31-03-18	792100	6.2789	792100	6.2789
13	SATISH PATWARI				
	01-04-17	533000	4.2250		
	31-03-18	533000	4.2250	533000	4.2250
14	MAHENDRA PATWARI				
	01-04-17	534900	4.2401		
	31-03-18	534900	4.2401	534900	4.2401
15.	ANITA PATWARI				
	01-04-17	90000	0.7134		
	31-03-18	90000	0.7134	90000	0.7134
16	SUNIL PATWARI				
	01-04-17	934900	7.4108		
	31-03-18	934900	7.4108	934900	7.4108
17	SARITA PATWARI				
	01-04-17	70000	0.5549		
	31-03-18	70000	0.5549	70000	0.5549
18	RASHI SARAF				
	01-04-17	100000	0.7927		
	31-03-18	100000	0.7927	100000	0.7927
19	RAHUL PATWARI				
	01-04-17	20000	0.1585		
	31-03-18	20000	0.1585	20000	0.1585
20.	PRATYUSH PATWARI				
	01-04-17	20000	0.1585		
	31-03-18	20000	0.1585	20000	0.1585

## ANNEXURE - E (Contd.)

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

Sl. No.	Name	Shareholding at the beginning [01.04.17] end of the year [31.03.18]		Cumulative Shareholding during the year [01.04.17 to 31.03.18]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	EDELWEISS BROKING LIMITED *				
	01/04/2017	313	0.0025		
	14/04/2017 - Transfer	500	0.0040	813	0.0064
	21/04/2017 - Transfer	1687	0.0134	2500	0.0198
	28/04/2017 - Transfer	3751	0.0297	6251	0.0496
	05/05/2017 - Transfer	4000	0.0317	10251	0.0813
	12/05/2017 - Transfer	7000	0.0555	17251	0.1367
	19/05/2017 - Transfer	2425	0.0192	19676	0.1560
	26/05/2017 - Transfer	10000	0.0793	29676	0.2352
	02/06/2017 - Transfer	2941	0.0233	32617	0.2586
	09/06/2017 - Transfer	59	0.0005	32676	0.2590
	16/06/2017 - Transfer	38	0.0003	32714	0.2593
	23/06/2017 - Transfer	66	0.0005	32780	0.2598
	30/06/2017 - Transfer	50	0.0004	32830	0.2602
	07/07/2017 - Transfer	1	0.0000	32831	0.2602
	14/07/2017 - Transfer	-50	0.0004	32781	0.2599
	21/07/2017 - Transfer	860	0.0068	33641	0.2667
	28/07/2017 - Transfer	496	0.0039	34137	0.2706
	11/08/2017 - Transfer	656	0.0052	34793	0.2758
	18/08/2017 - Transfer	1978	0.0157	36771	0.2915
	25/08/2017 - Transfer	73	0.0006	36844	0.2921
	01/09/2017 - Transfer	90	0.0007	36934	0.2928
	08/09/2017 - Transfer	300	0.0024	37234	0.2951
	15/09/2017 - Transfer	920	0.0073	38154	0.3024
	22/09/2017 - Transfer	322	0.0026	38476	0.3050
	30/09/2017 - Transfer	892	0.0071	39368	0.3121
	06/10/2017 - Transfer	250	0.0020	39618	0.3140

## ANNEXURE - E (Contd.)

	13/10/2017 - Transfer	105	0.0008	39723	0.3149
	20/10/2017 - Transfer	159	0.0013	39882	0.3161
	27/10/2017 - Transfer	900	0.0071	40782	0.3233
	03/11/2017 - Transfer	504	0.0040	41286	0.3273
	10/11/2017 - Transfer	255	0.0020	41541	0.3293
	17/11/2017 - Transfer	2503	0.0198	44044	0.3491
	24/11/2017 - Transfer	-3469	0.0275	40575	0.3216
	01/12/2017 - Transfer	709	0.0056	41284	0.3273
	08/12/2017 - Transfer	5863	0.0465	47147	0.3737
	15/12/2017 - Transfer	-2570	0.0204	44577	0.3534
	22/12/2017 - Transfer	1098	0.0087	45675	0.3621
	29/12/2017 - Transfer	-325	0.0026	45350	0.3595
	05/01/2018 - Transfer	8221	0.0652	53571	0.4247
	12/01/2018 - Transfer	1739	0.0138	55310	0.4384
	19/01/2018 - Transfer	3976	0.0315	59286	0.4699
	26/01/2018 - Transfer	3857	0.0306	63143	0.5005
	02/02/2018 - Transfer	2755	0.0218	65898	0.5224
	09/02/2018 - Transfer	-85	0.0007	65813	0.5217
	16/02/2018 - Transfer	196	0.0016	66009	0.5232
	23/02/2018 - Transfer	-20575	0.1631	45434	0.3601
	02/03/2018 - Transfer	83	0.0007	45517	0.3608
	09/03/2018 - Transfer	1529	0.0121	47046	0.3729
	16/03/2018 - Transfer	-1952	0.0155	45094	0.3575
	23/03/2018 - Transfer	6151	0.0488	51245	0.4062
	30/03/2018 - Transfer	-1080	0.0086	50165	0.3977
	31/03/2018	50165	0.3977	50165	0.3977
2	INDIRA SECURITIES PRIVATE LIMITED				
	01/04/2017	0	0.0000		
	21/04/2017 - Transfer	921	0.0073	921	0.0073
	28/04/2017 - Transfer	-921	0.0073	0	0.0000
	10/11/2017 - Transfer	16	0.0001	16	0.0001
	17/11/2017 - Transfer	352	0.0028	368	0.0029

## ANNEXURE - E (Contd.)

	24/11/2017 - Transfer	2200	0.0174	2568	0.0204
	01/12/2017 - Transfer	-2200	0.0174	368	0.0029
	08/12/2017 - Transfer	26787	0.2123	27155	0.2153
	15/12/2017 - Transfer	6644	0.0527	33799	0.2679
	22/12/2017 - Transfer	-33772	0.2677	27	0.0002
	29/12/2017 - Transfer	49403	0.3916	49430	0.3918
	30/12/2017 - Transfer	-7942	0.0630	41488	0.3289
	05/01/2018 - Transfer	-40938	0.3245	550	0.0044
	12/01/2018 - Transfer	-489	0.0039	61	0.0005
	19/01/2018 - Transfer	-61	0.0005	0	0.0000
	23/02/2018 - Transfer	2000	0.0159	2000	0.0159
	02/03/2018 - Transfer	-2000	0.0159	0	0.0000
	3/31/2018	0	0.0000	0	0.0000
3	MEENAKSHI N RUIA				
	01/04/2017	42500	0.3369		
	31/03/2018	42500	0.3369	42500	0.3369
4	ALPS VINIYOG PRIVATE LIMITED				
	01/04/2017	431706	3.4221		
	31/03/2018	431706	3.4221	431706	3.4221
5	MAHADEVI PROJECTS PVT. LTD.				
	4/1/2017	45252	0.3587		
	31/03/2018	45252	0.3587	45252	0.3587
6	SHREE VINIYOG PRIVATE LIMITED				
	01/04/2017	328030	2.6003		
	31/03/2018	328030	2.6003	328030	2.6003
7	SRI KRISHNA VINIYOG PRIVATE LIMITED				
	01/04/2017	417569	3.3100		
	31/03/2018	417569	3.3100	417569	3.3100
8	LAKECITY VENTURES PVT LTD				
	01/04/2017	814823	6.4590		
	31/03/2018	814823	6.4590	814823	6.4590

## ANNEXURE - E (Contd.)

9	RASHMI NAVINBHAI MEHTA				
	01/04/2017	0	0.0000		
	21/04/2017 - Transfer	12010	0.0952	12010	0.0952
	28/04/2017 - Transfer	3122	0.0247	15132	0.1199
	05/05/2017 - Transfer	711	0.0056	15843	0.1256
	23/06/2017 - Transfer	2089	0.0166	17932	0.1421
	30/06/2017 - Transfer	-285	0.0023	17647	0.1399
	14/07/2017 - Transfer	-91	0.0007	17556	0.1392
	18/08/2017 - Transfer	-311	0.0025	17245	0.1367
	25/08/2017 - Transfer	-1057	0.0084	16188	0.1283
	01/09/2017 - Transfer	-95	0.0008	16093	0.1276
	06/10/2017 - Transfer	1000	0.0079	17093	0.1355
	13/10/2017 - Transfer	7405	0.0587	24498	0.1942
	20/10/2017 - Transfer	-660	0.0052	23838	0.1890
	27/10/2017 - Transfer	2500	0.0198	26338	0.2088
	03/11/2017 - Transfer	-637	0.0050	26975	0.2138
	10/11/2017 - Transfer	-2682	0.0213	29657	0.2351
	17/11/2017 - Transfer	15725	0.1247	45382	0.3597
	24/11/2017 - Transfer	-741	0.0059	44641	0.3539
	01/12/2017 - Transfer	-30000	0.2378	14641	0.1161
	08/12/2017 - Transfer	-14641	0.1161	0	0.0000
	31/03/2018	0	0.0000	0	0.0000
10	SUNIL PARAKH #				
	01/04/2017	54854	0.4348		
	06/10/2017 - Transfer	-9986	0.0792	44868	0.3557
	03/11/2017 - Transfer	-8514	0.0675	36354	0.2882
	10/11/2017 - Transfer	-36354	0.2882	0	0.0000
	31/03/2018	0	0.0000	0	0.0000
11	VANDANA KAJARIA				
	01/04/2017	44001	0.3488		
	31/03/2018	44001	0.3488	44001	0.3488



## ANNEXURE - E (Contd.)

12	AJAY PRAKH *				
	01/04/2017	19933	0.1580		
	21/04/2017 - Transfer	-4600	0.0365	15333	0.1215
	28/04/2017 - Transfer	-130	0.0010	15203	0.1205
	05/05/2017 - Transfer	2891	0.0229	18094	0.1434
	19/05/2017 - Transfer	-400	0.0032	17694	0.1403
	26/05/2017 - Transfer	-6	0.0000	17688	0.1402
	30/06/2017 - Transfer	-4502	0.0357	13186	0.1045
	28/07/2017 - Transfer	-500	0.0040	12686	0.1006
	01/12/2017 - Transfer	22000	0.1744	34686	0.2750
	08/12/2017 - Transfer	-6286	0.0498	28400	0.2251
	15/12/2017 - Transfer	-5640	0.0447	22760	0.1804
	29/12/2017 - Transfer	1000	0.0079	23760	0.1883
	05/01/2018 - Transfer	-447	0.0035	23313	0.1848
	12/01/2018 - Transfer	1842	0.0146	25155	0.1994
	19/01/2018 - Transfer	2025	0.0161	27180	0.2154
	26/01/2018 - Transfer	- 92	0.0007	27272	0.2162
	02/02/2018 - Transfer	7457	0.0591	34729	0.2753
	09/02/2018 - Transfer	7438	0.0590	42167	0.3343
	16/02/2018 - Transfer	4102	0.0325	46269	0.3668
	23/02/2018 - Transfer	1443	0.0114	47712	0.3782
	16/03/2018 - Transfer	257	0.0020	47969	0.3802
	23/03/2018 - Transfer	-737	0.0058	47232	0.3744
	31/03/2018	47232	0.3744	47232	0.3744
13	RAMAKANT RAMNIWAS KASAT				
	01/04/2017	68132	0.5401		
	31/03/2018	68132	0.5401	68132	0.5401
14	Gopal Jhunjhunwala				
	01/04/2017	65500	0.5192		
	31/03/2018	65500	0.5192	65500	0.5192
15	KUNJBIHARI RAMNIWAS KASAT #				
	01/04/2017	43000	0.3409		

## ANNEXURE - E (Contd.)

	31/03/2018	43000	0.3409	43000	0.3409
16	PRIYA CHANDRAKANT JALGAONKAR				
	01/04/2017	0	0.0000		
	03/11/2017 - Transfer	10858	0.0861	10858	0.0861
	10/11/2017 - Transfer	1300	0.0103	12158	0.0964
	24/11/2017 - Transfer	48430	0.3839	60588	0.4803
	08/12/2017 - Transfer	-5588	0.0443	55000	0.4360
	22/12/2017 - Transfer	-55000	0.4360	0	0.0000
	31/03/2018	0	0.0000	0	0.0000
17	PRIYA YOGESH PHALAK				
	01/04/2017	0	0.0000		
	10/11/2017 - Transfer	48996	0.3884	48996	0.3884
	17/11/2017 - Transfer	-48996	0.3884	0	0.0000
	31/03/2018	0	0.0000	0	0.0000

\* Not in the list of Top 10 shareholders as on 01/04/2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2018.

# Ceased to be in the list of Top 10 shareholders as on 31/03/2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2017.

### v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (01.04.2017 to 31.03.2018)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	SUSHIL PATWARI				
	01/04/2017	791900	6.2773		
	12/05/2017-Transfer	200	0.0016	792100	
	31/03/2017	792100	6.2789	792100	6.2789
2.	SUNIL PATWARI				
	01/04/2017	934900	7.4108		
	31/03/2018	934900	7.4108	934900	7.4108

**ANNEXURE - E (Contd.)**

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	88,49,10,493	1,19,39,21,693	-	2,078,832,186
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>88,49,10,493</b>	<b>1,19,39,21,693</b>	<b>-</b>	<b>2,078,832,186</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	1,57,50,96,354	-	-	1,57,50,96,354
· Reduction	-	(79,23,88,005)	-	(79,23,88,005)
<b>Net Change</b>	<b>1,57,50,96,354</b>	<b>(79,23,88,005)</b>	<b>-</b>	<b>78,27,08,349</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,46,00,06,847	40,15,33,688	-	286,15,40,535
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>2,46,00,06,847</b>	<b>40,15,33,688</b>	<b>-</b>	<b>2,86,15,40,535</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Sunil Patwari, MD	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify Sitting Fees	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	84	84

## ANNEXURE - E (Contd.)

### B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. M. K. Ogra	Mr. B. C. Talukdar	Ms. S. Sanganeria	Mr. Sushil Patwari	
1.	Independent Directors					
	• Fee for attending board committee meetings	0.45	0.45	0.33	0.00	1.23
	<b>Total (1)</b>	<b>0.45</b>	<b>0.45</b>	<b>0.33</b>	<b>0.00</b>	<b>1.23</b>
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings					
	• Commission					
	• Others, please specify					
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	<b>0.45</b>	<b>0.45</b>	<b>0.33</b>	<b>0.00</b>	<b>1.23</b>
	Overall Ceiling as per the Act	-	-	-	-	-

### C. Remuneration to Key Managerial Personnel other than MD/Manager/ WTD

Sl. No.	Particulars of Remuneration	Key managerial Personnel				
		CEO	Company Secretary (Mr. Somnath Chattopadhyay)*	Company Secretary (Mr. Vivek Jaiswal)**	CFO	Total
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,30,000	4,02,000	5,43,000	10,75,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	<b>Total</b>	-	<b>1,30,000</b>	<b>4,02,000</b>	<b>5,43,000</b>	<b>10,75,000</b>

\*Mr. Somnath Chattopadhyay resigned w.e.f 14.08.2017.

\*\*Mr. Vivek Jaiswal appointed w.e.f 14.08.2017.

**ANNEXURE - E (Contd.)**

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :**

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

Place: Kolkata  
Date: 26th May, 2018

For & on behalf of the Board of Directors

**Mr. Sushil Patwari**  
Chairman - 00023980

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## INDEPENDENT AUDITORS' REPORT

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To the Members of Nagreeka Capital and Infrastructure Limited

### Report on the Financial Statements

We have audited the accompanying financial statements of NAGREEKA CAPITAL AND INFRASTRUCTURE LIMITED ("the Company") which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board Of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the 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 accounting records, relevant to the preparation and fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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

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

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

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

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

### Opinion

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

- i. in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2018;
- ii. in the case of the statement of profit and loss, of the profit of the Company for the year ended on that date; and
- iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable :

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**INDEPENDENT AUDITORS' REPORT (Contd.)**

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2. As required by section 143(3) of the Act, we report that:
- a. we have sought & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 as amended;
  - e. on the basis of written representations received from the directors as on 31st March 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. with respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure - B'; and
  - g. with respect to the others matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company has disclosed the impact of pending litigations on its financial position in its financial statement as stated in Note - 26 of the financial statement.
    - ii. The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, as required on long term contracts including derivative contracts;
    - iii. No amount is required to be transferred, to the Investor Education and Protection Fund, in accordance with the relevant provisions of the Companies Act' 2013 and the rules made thereunder.

For **P. K. PACHISIA & CO.**  
Chartered Accountants  
Firm's Registration No. 318129E

**(PAWAN KUMAR PACHISIA)**  
Proprietor  
M. No. : 053836

Place : Kolkata  
Date : 26th May, 2018

## INDEPENDENT AUDITORS' REPORT (Contd.)

### Annexure "A" to the Auditors' Report

#### Annexure "A" to the Independent Auditors' Report on the financial statements of Nagreeka Capital & Infrastructure Ltd.

(Referred to in paragraph 1 under the heading "Report on other and regulatory requirements section" of our Report of even date) We report that:

- II. a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available informations
- b. The company has a regular programme of physical verification of its Fixed Assets at periodic intervals. In accordance with this programme, fixed assets were physically verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.
- c. According to the explanation given to us and on the basis of our examination of the records of the company produced before us, the title deeds of immovable properties are held in the name of the company.
- II. As explained to us, Inventories consisting of stock and securities in physical form otherwise than in demat form, have been physically verified by the management during the year. In our opinion the frequency of verification is reasonable and no material discrepancies were noticed on such verification.
- III. The Company has not granted any loans, secured or unsecured to companies, firms, LLP's or other parties covered in the register maintained under Section 189 of the Act.
- IV. In our opinion and according to the information and explanations given to us, the Company does not have any transactions to which the provisions of Section 185 apply. The Company has complied with the provisions of Section 186 of the Act, with respect to the loans, investments, guarantees and security.
- V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public in pursuance to sections 73 to 76 or any other relevant provisions of the Companies Act'2013 and the rules framed thereunder.
- VI. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the products or services rendered by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company
- VII. a. According to the information and explanation given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the company did not have any dues on account of employees' state insurance and duty of excise.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales-tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no material dues of customs, service tax, Goods and Service Tax, sales tax, duty of excise and value added tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us the following dues of income tax have not been deposited by the Company on account of disputes:



**INDEPENDENT AUDITORS' REPORT (Contd.)**

Name of the Statute	Nature of the dues	Amount Rs.	Period to which the amount relates (Assessment year)	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	9,830	2010-11	The Honorable High Court
		39,423	2011-12	The Honorable High Court
		12,12,390	2012-13	Commissioner of Income Tax, Kolkata
		2,19,39,790	2013-14	Commissioner of Income Tax, Kolkata
		7,27,390	2014-15	Commissioner of Income Tax, Kolkata

- VIII. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its dues to the financial institutions. The Company did not have any outstanding dues to any banks, government 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. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees 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 records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company.
- 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 financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has issued and allotted 1,20,00,000 15% Cumulative Non convertible redeemable Preference shares of Rs 10/- per preference share on preferential basis during the year to strengthen the net owned fund of the company and it was utilized for the same purpose.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- XVI. According to the information and explanation given to us and based on our examination of the records of the Company, the Company is a Non- Banking Finance Company and it is registered under section 45-IA of the Reserve bank of Indian Act, 1934.

For **P. K. PACHISIA & CO.**  
Chartered Accountants  
Firm's Registration No. 318129E

**(PAWAN KUMAR PACHISIA)**  
Proprietor  
M. No. : 053836

Place : Kolkata  
Date : 26th May, 2018

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## **INDEPENDENT AUDITORS' REPORT (Contd.)**

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**Annexure "B" to the Independent Auditors' Report on the financial statements of Nagreeka Capital & Infrastructure Ltd**

**(Referred to in paragraph 2(f) under the heading "Report on other and regulatory requirements section" of our Report of even date)**

**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 Nagreeka Capital and Infrastructure Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

### **Auditors' Responsibility**

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

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

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

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

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

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**INDEPENDENT AUDITORS' REPORT (Contd.)**

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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.

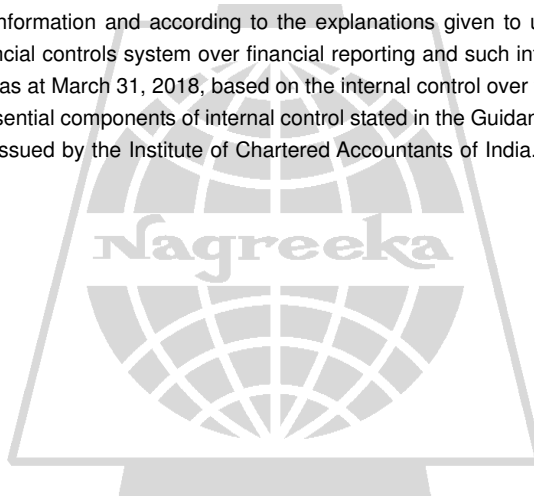
**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

Place : Kolkata  
Date : 26th May, 2018



For **P. K. PACHISIA & CO.**  
Chartered Accountants  
Firm's Registration No. 318129E

**(PAWAN KUMAR PACHISIA)**  
Proprietor  
M. No. : 053836

## BALANCE SHEET AS AT 31ST MARCH, 2018

	Note No.	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	183,076,500	63,076,500
Reserves and surplus	3	<u>826,255,555</u>	<u>647,028,972</u>
		<b>1,009,332,055</b>	<b>710,105,472</b>
<b>Current liabilities</b>			
Short-term borrowings	4	2,861,540,535	2,078,832,186
Trade payables	5		
(i) Total Outstanding dues of micro enterprises and small enterprises			
(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprise		150,771,791	6,331,889
Other current liabilities	6	14,084,404	7,792,872
Short-term provisions	7	<u>11,421,449</u>	<u>2,879,778</u>
		<b>3,037,818,178</b>	<b>2,095,836,725</b>
<b>Total</b>		<b><u>4,047,150,233</u></b>	<b><u>2,805,942,197</u></b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	8	11,981,845	12,184,765
Non-current investments	9	58,983,170	49,336,112
Deferred tax assets (net)	10	809,497,596	1,023,228,568
Long-term loans and advances	11	<u>2,320,930</u>	<u>2,320,930</u>
		<b>882,783,541</b>	<b>1,087,070,375</b>
<b>Current assets</b>			
Inventories	12	2,345,037,081	1,022,299,213
Trade receivables	13	3,552,463	13,581,336
Cash and cash equivalents	14	3,550,077	1,148,611
Short-term loans and advances	15	44,262,286	18,540,740
Other current assets	16	<u>767,964,785</u>	<u>663,301,921</u>
		<b>3,164,366,692</b>	<b>1,718,871,821</b>
<b>Total</b>		<b><u>4,047,150,233</u></b>	<b><u>2,805,942,197</u></b>

The accompanying notes are forming part of the financial statements 1 to 29

As per our annexed report of even date.

For **P. K. PACHISIA & CO.**

Chartered Accountants

**(PAWAN KUMAR PACHISIA)**

Proprietor

Firm's Registration No. 318129E

M. No. 053836

Place : Kolkata

Date : 26th May, 2018

For and on behalf of the Board of Directors

**SUSHIL PATWARI**

DIN : 00023980

**MOHAN KISHEN OGRA**

DIN : 01081215

**VIVEK JAISWAL**

**SANJEEV KUMAR AGARWAL**

Chairman

Director

Company Secretary

C F O

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

	Note No.	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
<b>INCOME</b>			
Revenue from operations	17	1,102,105,353	263,593,882
<b>Total revenue</b>		<b>1,102,105,353</b>	<b>263,593,882</b>
<b>Expenses</b>			
Purchases of Traded goods	18	2,193,586,745	421,978,504
Changes in inventories	19	(1,322,737,868)	(314,213,979)
Employee benefits expense	20	1,537,074	1,498,983
Finance costs	21	179,322,702	136,238,715
Depreciation	8	229,874	231,002
Other expenses	22	7,651,684	3,537,401
<b>Total expenses</b>		<b>1,059,590,212</b>	<b>249,270,625</b>
<b>Profit /(Loss) before tax</b>		<b>42,515,141</b>	<b>14,323,256</b>
<b>Tax expense:</b>			
Current tax		-	(917,991)
MAT credit Entitelment		-	917,991
Taxes for earlier years		(110,608)	-
Deferred tax		(213,730,972)	(28,260,249)
Provisions against Standard Assets		(225,060)	637,344
<b>Profit / (Loss) for the year</b>		<b>(171,551,499)</b>	<b>(13,299,649)</b>
Basic/Diluted Earnings per share (of Rs. 5 each)	28	(13.60)	(1.05)

The accompanying notes are forming part of the financial statements 1 to 29

As per our annexed report of even date.

For **P. K. PACHISIA & CO.**  
Chartered Accountants

**(PAWAN KUMAR PACHISIA)**  
Proprietor  
Firm's Registration No. 318129E  
M. No. 053836  
Place : Kolkata  
Date : 26th May, 2018

For and on behalf of the Board of Directors

**SUSHIL PATWARI** Chairman  
DIN : 00023980  
**MOHAN KISHEN OGRA** Director  
DIN : 01081215  
**VIVEK JAISWAL** Company Secretary  
**SANJEEV KUMAR AGARWAL** C F O

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before extraordinary items and tax</b>	<b>42,515,141</b>	<b>14,323,256</b>
Additions		
Depreciation and amortisation	229,874	231,002
Finance costs	179,279,151	136,014,245
Net (gain) / loss on sale of investments	(53,446,912)	(74,604,502)
<b>Operating profit before working capital changes</b>	<b>168,577,254</b>	<b>75,964,001</b>
<b>Adjusted for</b>		
(Increase)/Decrease in Trade and other Receivables	(120,355,536)	243,327,842
(Increase)/Decrease in Inventories	(1,322,737,868)	(314,213,979)
Increase/( Decrease) in Trade and other Payables	149,826,126	421,686
Cash Generated from operations	(1,124,690,025)	5,499,550
Direct Taxes Paid/Refund received	(110,608)	(64,321)
<b>Net Cash flow from/(used in) Operating Activities</b>	<b>(1,124,800,633)</b>	<b>5,435,229</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on Fixed assets, including capital advances	-	-
Purchase of Investments	(23,742,381)	-
Sale of Current Investments	67,542,235	92,177,735
Purchase of Fixed Asset	(26,954)	-
<b>Net cash flow from /(used in) Investing Activities</b>	<b>43,772,900</b>	<b>92,177,735</b>
<b>C. Cash flow from financing activities</b>		
Issue of Preference Share	480,000,000	-
Net increase / (decrease) in working capital borrowings	782,708,349	39,136,892
Finance cost	(179,279,151)	(136,014,245)
<b>Net Cash flow from /(used in) Financing Activities</b>	<b>1,083,429,198</b>	<b>(96,877,353)</b>
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	<b>2,401,465</b>	<b>735,611</b>
Cash and cash equivalents at the beginning of the year	<b>1,148,611</b>	<b>413,000</b>
Cash and cash equivalents at the end of the year	<b>3,550,077</b>	<b>1,148,611</b>

### Notes:

The accompanying notes are forming part of the Financial Statement 1 to 29

As per our annexed report of even date.

For **P. K. PACHISIA & CO.**

Chartered Accountants

**(PAWAN KUMAR PACHISIA)**

Proprietor

Firm's Registration No. 318129E

M. No. 053836

Place : Kolkata

Date : 26th May, 2018

For and on behalf of the Board of Directors

**SUSHIL PATWARI**

Chairman

DIN : 00023980

**MOHAN KISHEN OGRA**

Director

DIN : 01081215

**VIVEK JAISWAL**

Company Secretary

**SANJEEV KUMAR AGARWAL** C F O

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018

### 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES :

#### a) BASIS OF PREPERATION OF FINANCIAL STATEMENT :

The financial statements are prepared as a going concern under historical cost convention on accrual basis, except those with significant uncertainty and in accordance with the Companies Act, 2013. Accounting policies not stated explicitly otherwise are consistent with generally accepted accounting principles.

All assets and liabilities have been classified as current or non current as per the company's normal operating cycle and other criteria set out in the schedule III to the companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

#### b) RECOGNITION OF INCOME AND EXPENDITURE :

i) Items of Income and Expenditure are recognised on accrual basis.

ii) Sales & Purchases are accounted for as and when deliveries are effected.

#### c) PROVISION FOR CURRENT AND DEFERRED TAX :

Provision for Current Tax is made on the basis of taxable income for the current accounting period and in accordance with the provisions as per Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future.

Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws. In case of tax payable as per provisions of MAT under section 115JB of the Income Tax Act 1961, deferred MAT credit entitlement is separately recognized under the head " Long-Term loans and Advances". Deferred MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

#### d) INVESTMENTS:

Investments are stated at cost. Provision for diminution in long term investments is made only, if such a decline is other than temporary.

Unquoted investments are stated at Cost.

#### e) FIXED ASSETS :

Fixed Assets are stated at cost of acquisition less accumulated depreciation

#### f) DEPRECIATION :

Depreciation on assets is provided on depreciable value of assets using straight-line method on the basis of useful life specified in Schedule II of the Companies Act, 2013.

#### g) PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS :

Provision involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statement.

#### h) IMPAIRMENT OF ASSETS :

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

#### i) INVENTORIES :

Inventories are valued at lower of cost or net realisable value on FIFO basis. The cost of inventories include cost of purchase and other costs incurred in bringing them to their present location and condition.

#### j) BORROWING COSTS :

Borrowing Cost that are attributable to the acquisition of fixed assets charged to the respective fixed assets till the date of commercial use. In respect of others, it is charged to Profit & Loss account in the year the same has been incurred.

#### k) RETIREMENT BENEFITS :

Gratuity benefit will be accounted for as and when applicable.

Leave encashment benefit is paid during the year.

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

### l) DERIVATIVE INSTRUMENTS :

In respect of derivative contracts, premium paid, gain/losses on settlement and provision for losses for cash flow hedges are recognized in the Profit & Loss Account, except in case, where they relate to borrowing costs that are attributable to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

### m) CASH FLOW STATEMENT :

Cash flows are reported using indirect method, where by profit/ (loss) before extraordinary items and 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 flow from operating, investing and financing activities of the company is segregated based on the available information.

	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
<b>2. SHARE CAPITAL :</b>		
<b>Authorised Share Capital</b>		
14,000,000 Equity shares of Rs.5/- each with voting rights (14,000,000)	70,000,000	70,000,000
12,000,000 15% Cumulative Non Convertible Redeemable Preference shares of Rs.10/- each	120,000,000	-
	<u>190,000,000</u>	<u>70,000,000</u>
<b>Issued</b>		
12,615,300 Equity shares of Rs.5/- each with voting rights (12,615,300)	63,076,500	63,076,500
12,000,000 15% Cumulative Non Convertible Redeemable Preference shares of Rs.10/- each (0)	120,000,000	-
	<u>183,076,500</u>	<u>63,076,500</u>
<b>Subscribed and fully paid up</b>		
12,615,300 Equity shares of Rs. 5/- each with voting rights (12,615,300)	63,076,500	63,076,500
12,000,000 15% Cumulative Non Convertible Redeemable Preference shares of Rs.10/- each (0)	120,000,000	-
<b>Total</b>	<u>183,076,500</u>	<u>63,076,500</u>

i) Reconciliation of number of equity shares and amount outstanding	2017-2018		2016-2017	
	Number	Rs.	Number	Rs.
Equity Shares with Voting rights				
Shares Outstanding at April 1, 2017	12,615,300	63,076,500	12,615,300	63,076,500
Shares Outstanding at March 31, 2018	12,615,300	63,076,500	12,615,300	63,076,500
<b>Preference shares</b>				
Shares Outstanding at April 1, 2017	-	-	-	-
Shares Outstanding at March 31, 2018	12,000,000	120,000,000	-	-
ii) The details of shareholders holding more than 5 % shares:	As at 31st March, 2018		As at 31st March, 2017	
<b>Name of shareholder</b>	Number	%	Number	%
<b>Equity shares</b>				
Sunil Patwari	934,900	7.41	934,900	7.41
Sushil Patwari	792,100	6.28	791,900	6.28
Lakecity Ventures Pvt.Ltd.	814,823	6.46	814,823	6.46
Dadra Eximp Pvt.Ltd. (Formerly known as Nagreeka Synthetics Pvt. Ltd.)	2,220,786	17.60	2,220,786	17.60
iii) The company has one class of equity share having a par value of Rs. 5 per share. Each shareholder is eligible for one vote per share held.				



## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

	As at 31st March, 2018		As at 31st March, 2017	
	Number	%	Number	%
Preference shares				
Sunil Patwari	3,100,000	25.83	-	-
Sushil Patwari	5,000,000	41.67	-	-
Mahendra Patwari	3,900,000	32.50	-	-

iv) 15% Dividend on Preference share will be paid as and when declared by the Board of Directors. Preference Shareholder shall have the cumulative right to receive dividend as and when declared and shall have preferential right of repayment of amount of Capital.

	As at 31st March, 2018		As at 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
<b>3. RESERVES AND SURPLUS :</b>				
<b>Capital Reserve</b>				
As per last Account		156,930,411		156,930,411
<b>General reserve</b>				
As per last Account		305,000,000		305,000,000
<b>Share Premium</b>				
Transfer during the year		360,000,000		-
<b>Statutory Reserve (As per RBI guidelines)</b>				
As per last Account		26,722,979		23,914,457
Add : Transfers during the year		8,458,016		2,808,522
		35,180,995		26,722,979
<b>Profit &amp; Loss Account</b>				
As per last Account		158,375,582		174,483,753
Add : Profit for the year		(171,551,499)		(13,299,649)
Less : Accrued Dividend on Pref. Shares		9,221,918		-
Less: Statutory Reserve		8,458,016		2,808,522
		(30,855,851)		158,375,583
<b>Total</b>		<b>826,255,555</b>		<b>647,028,972</b>
<b>4 SHORT TERM BORROWINGS :</b>				
Secured Loans		2,460,006,847		884,910,493
Unsecured Loans		274,910,000		508,711,553
From Directors & Relatives		126,623,688		685,210,140
From Others				
		401,533,688		1,193,921,693
<b>Total</b>		<b>2,861,540,535</b>		<b>2,078,832,186</b>

i) Secured Loan in the nature of working capital has been obtained from Aditya Birla Finance Ltd, Bajaj Finance Ltd, ECL Finance Ltd, IIFL Wealth Finance Ltd., JM Financial Capital Ltd. and JM Financial Products Ltd and are secured by deposit of quoted shares of company & its directors.

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
<b>5 TRADE PAYABLES :</b>		
Others	150,771,791	6,331,889
<b>Total</b>	<u>150,771,791</u>	<u>6,331,889</u>
i) The Company has not received any information from its suppliers regarding registration under " The Micro small and Medium Enterprises Development Act, 2006." Hence, the information required to be given in accordance with section 22 of the said Act, is not ascertainable. Hence not disclosed		
<b>6 OTHER CURRENT LIABILITIES :</b>		
Statutory Liabilities	6,901,600	7,792,872
Book Overdraft on Reconciliation	7,182,804	-
<b>Total</b>	<u>14,084,404</u>	<u>7,792,872</u>
i) Based on the information/documents available with the company, there was no unpaid dividend amount due and outstanding as on 31st March, 2018 which is to be transferred to Investors Education and Protection Fund under Section 125 of the companies Act, 2013.		
<b>7 SHORT TERM PROVISION :</b>		
Provision for employee benefits	281,053	268,369
Contingent Provisions Against Standard Assets	1,918,478	1,693,418
Accrued Dividend on Pref.Shares	9,221,918	
Provision for Tax	-	917,991
<b>Total</b>	<u>11,421,449</u>	<u>2,879,778</u>
<b>8 FIXED ASSETS :</b>		
Tangible Assets (Annexure Attached)	11,981,845	12,184,765

**NOTES : 8**

Forming part of the Financial Statements for the year ended 31st March, 2018

(Amount in Rupees)

PARTICULARS	GROSS BLOCK (At Cost)				DEPRECIATION			NET BLOCK	
	As at 1st April'2017	Addition during the year	As at 31st March'2018	Upto 31st March'2017	Addition during the year	For the Year	Upto 31st March'2018	As at 31st March'2018	As at 31st March'2017
Computers	40,200	-	40,200	40,199	-	-	40,199	1	1
Air Conditioner	-	26,954	26,954	-	-	14	14	26,940	-
Office Premises	14,361,435	-	14,361,435	2,176,671	-	229,860	2,406,531	11,954,904	12,184,764
<b>Total</b>	<b>14,401,635</b>	<b>26,954</b>	<b>14,428,589</b>	<b>2,216,870</b>	<b>-</b>	<b>229,874</b>	<b>2,446,744</b>	<b>11,981,845</b>	<b>12,184,765</b>
Previous Year	14,401,635	-	14,401,635	1,985,868	-	231,002	2,216,870	12,184,765	12,415,767

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

	Face Value		As at 31st March, 2018		As at 31st March, 2017	
	(Rs.)	No. of Shares	Rs.	No. of Shares	Rs.	
<b>9. NON CURRENT INVESTMENTS (LONG TERM INVESTMENTS)</b>						
<b>TRADE INVESTMENTS :</b>						
<b>A. Un Quoted (Fully paid up except otherwise stated)</b>						
<b>Investment in Equity Shares</b>						
G R M L Exports Ltd.	10	50,000	753,750	50,000	753,750	
Genuine Real Estate Pvt.Ltd.	10	18,324	1,212,648	18,324	1,212,648	
Nagreeka Fabrics Pvt.Ltd.	100	2,400	240,000	2,400	240,000	
Nagreeka Foils Ltd.	10	118,500	1,645,000	118,500	1,645,000	
Nagreeka Indcon Products P.Ltd. (Received on demerger of Nagreeka Foils Ltd.)	10	23,700	-	23,700	-	
Dadra Eximp P.Ltd. (Formerly known as Nagreeka Synthetics Pvt.Ltd.)	10	50,210	1,040,000	50,210	1,040,000	
Metropolitan Stock Exchange of India Ltd.	1	500,000	725,000	-	-	
Jaidka Motor Co.Ltd.	10	3,700	10,471,000	3,700	10,471,000	
Unique Heights P.Ltd	10	10,000	100,000	10,000	100,000	
<b>B. Un Quoted (Fully paid up except otherwise stated)</b>						
<b>Investment in Capital Venture Fund</b>						
CIG Realty Fund			10,000,000		10,000,000	
India Business Excellence Fund			9,923,142		13,764,834	
India Realty Excellence Fund			3,247,630		10,108,880	
India Business Excellence Fund (Series III)			6,625,000		-	
IIFL Special Opportunities Fund Series 5			5,000,000		-	
Edelweiss Crossover Opportunities Fund			8,000,000		-	
<b>Total</b>			<b>58,983,170</b>		<b>49,336,112</b>	
<b>Aggregate amount of unquoted investments</b>			<b>58,983,170</b>		<b>49,336,112</b>	
			<b>As at</b>		<b>As at</b>	
			<b>31st March, 2018</b>		<b>31st March, 2017</b>	
			<b>Rs.</b>		<b>Rs.</b>	
<b>10 DEFERRED TAX LIABILITY/(ASSETS) :</b>						
<b>a) Deferred Tax Liability</b>						
Depreciation			2,379,651		2,280,382	
<b>Total</b>			<b>2,379,651</b>		<b>2,280,382</b>	
<b>b) Deferred Tax Assets</b>						
Speculation Loss			277,985		463,786	
Unabsorbed Depreciation			3,177,454		3,002,181	
Business Loss			808,421,808		1,022,042,983	
<b>Total</b>			<b>811,877,247</b>		<b>1,025,508,950</b>	
Deferred Tax Assets (NET)			809,497,596		1,023,228,568	
<b>11 LONG TERM LOAN AND ADVANCES :</b>						
MAT credit entitlement			2,320,930		2,320,930	
<b>Total</b>			<b>2,320,930</b>		<b>2,320,930</b>	
<b>12 INVENTORIES : Current Investment</b>						
Shares & Securities			2,326,027,725		999,486,281	
Land			3,250,000		3,250,000	
Residential Flats			15,759,357		19,562,932	
<b>Total</b>			<b>2,345,037,081</b>		<b>1,022,299,213</b>	

Note : Residential Flats as Inventories is yet to be registered in the name of the Company.

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
<b>13 TRADE RECEIVABLE :</b>		
(Unsecured, Considered good)		
Others	3,552,463	13,581,336
<b>Total</b>	<u>3,552,463</u>	<u>13,581,336</u>
<b>14 CASH AND CASH EQUIVALENTS :</b>		
Balances with banks		
i) In current accounts	2,338,867	261,627
Cash on hand	1,211,210	886,984
<b>Total</b>	<u>3,550,077</u>	<u>1,148,611</u>
<b>15 SHORT TERM LOANS AND ADVANCES :</b>		
(Unsecured, considered goods)		
Loans	35,789,973	10,075,567
Security deposits	36,389	33,432
Advances to staff	35,924	31,741
Others	8,400,000	8,400,000
<b>Total</b>	<u>44,262,286</u>	<u>18,540,740</u>
<b>16 OTHER CURRENT ASSETS :</b>		
Mark to Market Margin	750,559,410	656,411,672
Others	8,359,491	2,414,790
Income tax refund	9,045,884	4,475,459
<b>Total</b>	<u>767,964,785</u>	<u>663,301,921</u>
<b>17 REVENUE FROM OPERATIONS :</b>		
<b>Sale of products</b>		
Sales Revenue	991,752,817	128,327,268
Other operating revenues	110,352,536	135,266,614
	1,102,105,353	263,593,882
<b>Traded goods</b>		
Sale of Securities	983,752,817	128,327,268
Sale of Residential Flats	8,000,000	-
<b>Total</b>	<u>991,752,817</u>	<u>128,327,268</u>
<b>Other operating revenues comprise :</b>		
Dividend	129,374,818	9,187,359
Profit on Derivative Transactions	(78,236,995)	50,552,337
Interest on Loan/Investment	5,218,413	767,124
<b>Profit From Share Transactions</b>		
Profit on Sale of Long Term Investment	-	45,735,000
Short Term Profit/ (Loss) on Sale of MF	3,650	-
Speculation Profit	549,037	77,609
Gain from Venture Capital Fund	53,443,262	28,947,111
Miscellaneous Receipts	350	74
<b>Total</b>	<u>110,352,536</u>	<u>135,266,614</u>

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

	As at 31st March, 2018 Rs.	As at 31st March, 2017 Rs.
<b>18 PURCHASE OF TRADED GOODS :</b>		
Purchase of Securities	2,193,586,745	421,978,504
<b>Total</b>	<u>2,193,586,745</u>	<u>421,978,504</u>
<b>19 CHANGES IN INVENTORIES :</b>		
<b>Inventories at the end of the year:</b>		
Land	3,250,000	3,250,000
Residential Flats	15,759,357	19,562,932
Shares & Securities	2,326,027,725	999,486,281
<b>Total</b>	<u>2,345,037,081</u>	<u>1,022,299,213</u>
<b>Inventories at the beginning of the year:</b>		
Land	3,250,000	3,250,000
Residential Flats	19,562,932	19,562,932
Shares & Securities	999,486,281	685,272,301
<b>Total</b>	<u>1,022,299,213</u>	<u>708,085,234</u>
<b>Net (increase) / decrease</b>	<u>(1,322,737,868)</u>	<u>(314,213,979)</u>
<b>20 EMPLOYEE BENEFITS EXPENSE :</b>		
Salaries	1,524,390	1,426,218
Gratuity	12,684	72,765
<b>Total</b>	<u>1,537,074</u>	<u>1,498,983</u>
<b>21 FINANCE COSTS :</b>		
Interest on Borrowings	179,279,151	136,014,245
Others	27,260	211,445
Bank Charges	16,292	13,025
<b>Total</b>	<u>179,322,702</u>	<u>136,238,715</u>
<b>22 OTHER EXPENSES :</b>		
Demat Charges	75,209	19,242
Electricity Charges	229,120	243,342
Listing Fees	610,925	554,110
Office Maintenance Charges	85,848	85,848
Rates and taxes	206,711	91,041
Securities Transaction Charges	2,706,898	411,562
Share Maintenance Charges	124,500	139,977
Legal and professional	319,825	140,601
Payments to auditors (Refer Note (i) below)	45,000	92,413
Miscellaneous expenses	3,247,649	1,759,265
<b>Total</b>	<u>7,651,684</u>	<u>3,537,401</u>
<b>i) Payment to Statutory Auditor as:</b>		
Statutory Audit Fees	35,000	28,750
Tax Audit Fees	10,000	11,500
Other Services	-	52,163
<b>Total</b>	<u>45,000</u>	<u>92,413</u>

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

### 23 SEGMENT REPORTING :

The Company's Predominant business is investment in shares, securities and units of Mutual Funds. Other operations being very insignificant, Investment activity is the only reportable business segment as per Accounting standard 17 and there is no separate geographical segment.

### 24 RELATED PARTIES :

#### i) Key Management Personnels :

Mr. Sushil Patwari	: Chairman, Non Executive / Non Independent Director
Mr. Sunil Patwari	: Managing Director
Mr. Mohan Kishen Ogra	: Independent Director
Mr. Bibhuti Charan Talukdar	: Independent Director
Ms. Surabhi Sanganeris	: Independent Director
Mr. Somnath Chattopadhyay ( Upto 14th Aug'2017)	: Company Secretary
Mr. Vivek Jaiswal ( w.e.f.14th Aug'2017)	: Company Secretary
Mr. Sanjeev Agarwal	: C.F.O.

#### ii) Relatives of Key Management Personnels & Others :

Mr. Mahendra Patwari
Smt. Mala Patwari
Mr. Rahul Patwari
Mr. Satish Patwari
Smt. Usha Patwari

#### iii) Enterprises over which KMP significant influence : None

	(Rs. in Lacs) 2017-18	(Rs. in Lacs) 2016-17
	Rs.	Rs.
<b>iv) Nature of transaction &amp; with Whom :</b>		
Remuneration to Key Managerial Personnels		
Mr. Somnath Chattopadhyay ( Upto 14th Aug'2017)	1.30	6.66
Mr. Vivek Jaiswal ( w.e.f.14th Aug'2017)	4.02	-
Mr. Sanjeev Agarwal :	5.43	5.53
Sitting fees to Key Managerial Personnels		
Mr. M. K. Ogra	0.45	0.34
Mr. B C Talukdar	0.45	0.29
Ms. Surabhi Sanganeris	0.33	0.20
Outstanding Balances as on 31.03.2018		
Deposit / Loans & Advances :		
Key Managerial Personnels	2,749.10	5,087.12

### 25 CAPITAL COMMITMENTS :

Estimated amount of contracts remaining to be executed on Capital Account (Net of Advances) and not provided for Nil (Previous Year Nil)

### 26 CONTINGENT LIABILITIES :

The Income Tax Assessment of the Company have been completed upto Assessment Year 2015-16, Disputed Income Tax Liabilities for which appeal is pending before different appellate authorities for Assessment Year 2010-11, 2011-12, 2012-13, 2013-14 & 2014-15 are aggregating Rs.198.98 lacs. (Gross Amount Rs.238.98-Less paid during the year RS.40.00 lacs) (Previous Year Rs. 239.19 lacs)

## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

	As at 31st March, 2017 Rs.	As at 31st March, 2016 Rs.
27 Basic and diluted earning per share (EPS) of the face value of Rs. 5 each is calculated as under :-		
Net profit as per Profit and Loss Account available for Equity Share Holder	(171,551,499)	(13,299,649)
<b>Weighted average number of Equity Shares</b>		
For Basic Earning Per Share	12,615,300	12,615,300
For Diluted Earning Per Share	12,615,300	12,615,300
<b>Earning Per Share (Weighted Average)</b>		
Basic	(13.60)	(1.05)
Diluted	(13.60)	(1.05)
28 Aggregate value of the Equity Derivative contracts remaining outstanding as at 31st March, 2018 is Rs. 278.42 crores ( Previous Year Rs.330.88 crores).		
29 Notes to Balance Sheet of a non-deposit taking non-Banking financial company (as required in terms of Paragraph 13) of Non - Liabilities side :		
	<b>Amount Outstanding</b>	<b>Rs. in Lacs Amount Overdue</b>
1. Loans & Advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :		
a. Debentures :		
Secured	NIL	NIL
Unsecured (Other than falling within the meaning of public deposits)	NIL	NIL
b. Deferred Credits	NIL	NIL
c. Term Loans	NIL	NIL
d. Directors & Its relatives	2,749.10	-
d. Inter - Corporate Loans & Borrowings	1,266.24	NIL
e. Other Loans (specify nature) Short Term Borrowings	24,600.07	NIL
<b>Assets Side:</b>	<b>Amount Outstanding</b>	
2. Break-up of Loans & Advances including bills receivables (other than those included in (4) below) :		
a. Secured	NIL	
b. Unsecured	8,145.48	
3. Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities :		
i. Lease assets including lease rentals under sundry debtors		
a. Financial Lease	NIL	
b. Operating Lease	NIL	
ii. Stock on hire including hire charges under sundry debtors		
a. Assets on hire	NIL	
b. Repossessed Assets	NIL	
iii. Other loans counting towards AFC activities		
a. Loans where assets have been Repossessed	NIL	
b. Loans other than (a) above	NIL	



## NOTES forming part of the Financial Statements for the year ended 31st March, 2014 (Contd.)

### 4. Break-up of Investments :

#### Current Investments

#### 1. Quoted :

i. Shares	a. Equity	NIL
	b. Preference	NIL
ii. Debentures and Bonds		
iii. Units of Mutual Funds		
iv. Government Securities		
v. Others(Please specify)		

#### 2. Unquoted :

i. Shares	a. Equity	NIL
	b. Preference	NIL
ii. Debentures and Bonds		
iii. Units of Mutual Funds		
iv. Government Securities		
v. Others(Please specify)		

### Long Term Investments

#### 1. Quoted :

i. Shares	a. Equity (Net of Provisions)	NIL
	b. Preference	NIL
ii. Debentures and Bonds		
iii. Units of Mutual Funds		
iv. Government Securities		
v. Others(Please specify)		NIL

#### 2. Unquoted :

i. Shares	a. Equity (Net of Provisions)	161.87
	b. Preference	Nil
ii. Debentures and Bonds		Nil
iii. Units of Mutual Funds		427.96
iv. Government Securities		NIL
v. Others(Please specify)		NIL

### 5. Borrower group-wise classification of assets financed as in (2) and (3) above: Amount net of Provisions

Please see Note 2 below

#### Category

#### I. Related Parties

	<u>Secured</u>	<u>Unsecured</u>	<u>Total</u>
a. Subsidiaries	NIL	NIL	NIL
b. Companies in the same Group	NIL	NIL	NIL
c. Other related Parties	NIL	NIL	NIL

#### II. Other than related Parties

NIL	8,145.48	8,145.48
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### 6. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Market value / Breakup  
of fair value of NAV

Book value  
(Net of Provisions)

Please see Note 3 below

#### Category

#### I. Related Parties

a. Subsidiaries	NIL	NIL
b. Companies in the same Group	29.25	29.25
c. Other related Parties	NIL	NIL

#### II. Other than related Parties

560.58	560.58
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## NOTES forming part of the Financial Statements for the year ended 31st March, 2018 (Contd.)

### 7. Other Information :

Particulars	Amount
i. Gross Non- Performing Assets	
a. Related Parties	NIL
b. Other than related Parties	NIL
ii. Net Non- Performing Assets	
a. Related Parties	NIL
b. Other than related Parties	NIL
iii. Assets acquired in satisfaction of debt	NIL

### Notes :

- As defined in Paragraph 2(1)(Xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial ( Non-Deposit Accepting or Holding ) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other Assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted Investments and break-up/fair value /NAV in respect of unquoted Investments should be disclosed irrespective of whether they are classified as long term or current in column(4) above.

As per our annexed report of even date.  
For **P. K. PACHISIA & CO.**  
Chartered Accountants

**(PAWAN KUMAR PACHISIA)**  
Proprietor  
Firm's Registration No. 318129E  
M. No. 053836  
Place : Kolkata  
Date : 26th May, 2018

For and on behalf of the Board of Directors

**SUSHIL PATWARI** Chairman  
DIN : 00023980  
**MOHAN KISHEN OGRA** Director  
DIN : 01081215  
**VIVEK JAISWAL** Company Secretary  
**SANJEEV KUMAR AGARWAL** C F O



