

# SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021.

Telephone : 6670 8600 • Fax : 6670 8650 • Email: saraswati.investor@gcvl.in

Website: www.saraswaticommercial.com • CIN : L51909MH1983PLC166605

28<sup>th</sup> September, 2018

To,

**BSE Limited**

Corporate Relationship Department

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai-400001

**Ref: Scrip code: 512020**

Dear Sirs,

**Sub: Annual Report 2017-2018**

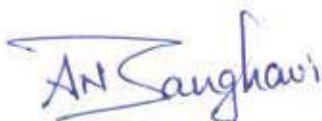
Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2017-2018 approved and adopted by the members at the 35<sup>th</sup> Annual General Meeting of the Company held on Thursday, 27<sup>th</sup> September, 2018 at 4.30 p.m. at Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001.

This is for your information and records.

Thanking you

Yours faithfully,

For **SARASWATI COMMERCIAL (INDIA) LIMITED**



**AVANI SANGHAVI**  
COMPANY SECRETARY & COMPLIANCE OFFICER





# **SARASWATI**

## **COMMERCIAL (INDIA) LIMITED**

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**35<sup>th</sup> ANNUAL REPORT**  
**2017 - 2018**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS AS ON 31<sup>ST</sup> MARCH, 2018

<b>Mr. Ritesh Zaveri*</b>	Non-Executive Director
<b>Mr. V V Sureshkumar</b>	Non-Executive Director
<b>Ms. Babita Thakar</b>	Independent Director
<b>Mr. Ketan Desai</b>	Independent Director

(Mr. Ritesh Zaveri was appointed w.e.f. 13.11.2017 & Mr. Harisingh Shyamsukha resigned w.e.f. 13.11.2017)

### BOARD COMMITTEES

#### **Audit Committee**

Ms. Babita Thakar- (Chairperson)  
Mr. Ritesh Zaveri  
Mr. Ketan Desai

#### **Stakeholder Relationship Committee**

Ms. Babita Thakar- (Chairperson)  
Mr. Ritesh Zaveri  
Mr. Ketan Desai

#### **Nomination & Remuneration Committee**

Ms. Babita Thakar- (Chairperson)  
Mr. Ritesh Zaveri  
Mr. Ketan Desai

#### **Corporate Social Responsibility Committee**

Mrs. Babita Thakar- (Chairperson)  
Mr. Ritesh Zaveri  
Mr. Ketan Desai

#### **Risk Management Committee**

Mr. V V Sureshkumar (Chairman)  
Ms. Babita Thakar  
Mr. Ritesh Zaveri

#### **Asset Liability Management Committee**

Mr. V V Sureshkumar (Chairman)  
Ms. Babita Thakar  
Mr. Ritesh Zaveri  
Mr. Rajiv Pathak

#### **IT Strategy Committee {Constituted w.e.f. 28.05.2018}**

Ms. Babita Thakar- (Chairperson)  
Mr. Sanket Baheti  
Mr. Shamim Ahmed  
(constituted w.e.f. 28.05.2018)

#### **Key Managerial Personnel**

Ms. Avani Sanghavi - Company Secretary & Compliance Officer  
Mr. Rajiv Pathak - CEO  
Ms. Vaishali Dhuri - CFO

#### **STATUTORY AUDITORS**

M/s Ajay Shobha & Co.  
Chartered Accountants  
A-701, La- Chapelle,  
Evershine Nagar, Malad (West),  
Mumbai- 400064

#### **INTERNAL AUDITORS**

M/s. Rajiv A Gupta & Associates  
Chartered Accountants  
1/234/3230, Tagore Nagar, Vikhroli (East), Mumbai - 400083

#### **SECRETARIAL AUDITORS**

M/s Nishant Jawa & Associates  
Company Secretaries  
A/103, New Ankur CHS Ltd.  
32 Bhardawadi Lane, Off J. P. Road  
Andheri (West), Mumbai - 400058

#### **REGISTRARS AND SHARE TRANSFER AGENTS**

TSR Darashaw Limited  
6-10, Haji Moosa Patrawala Industrial  
Estate, 20 Dr. E Moses Road,  
Mahalaxmi, Mumbai – 400 011  
Telephone: 66568484, Fax: 66568494

#### **BANKERS**

HDFC Bank Limited  
Kotak Mahindra Bank Limited  
Credit Agricole Corporate & Investment Bank

#### **REGISTERED OFFICE**

209-210, Arcadia Building, 2nd Floor, Plot No. 195,  
Nariman Point, Mumbai – 400021  
Tel. : 022-66708600, Fax: 022-66708650

#### **Web site:**

[www.saraswaticommercial.com](http://www.saraswaticommercial.com)

#### **Investors Relations Email ID:**

[saraswati.investor@gcvl.in](mailto:saraswati.investor@gcvl.in)

#### **Corporate Identification Number**

L51909MH1983PLC166605

#### **Stock Exchange's where company's Shares are listed**

BSE Limited

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## NOTICE

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting of the Members of **Saraswati Commercial (India) Limited** will be held at Oricon House, 6<sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001 on Thursday, 27<sup>th</sup> day of September, 2018 at 4.30 P.M to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Consolidated & Standalone Balance Sheet as at 31<sup>st</sup> March, 2018 and Statement of Profit & Loss and annexures thereto for the year ended on that date together with Reports of the Directors' and Auditors' thereon.
- To appoint a Director in place of Mr. V V Sureshkumar (holding DIN: 00053859), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### AS SPECIAL BUSINESS:

- Appointment of Mr. Ritesh Zaveri as a (Non-Executive) Director of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ritesh Zaveri (DIN: 00054741), who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 13<sup>th</sup> November, 2017 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** any of the director of the company be and is hereby authorized to do all such acts, deeds and things as may be required for the above resolution."

- Approval of Related Party Transaction:

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

**"RESOLVED THAT** in supersession of all the earlier resolutions passed by the shareholders of the company and pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such approvals, consent, sanctions and permission as may be necessary, consent of the members of the Company be and is hereby accorded to enter into the related party transaction by the company with related parties up to the maximum amount (per annum) as tabled below:

Sr. No.	Name of the Related Party	Name of the Director/KMP who is related and nature of their relationship	Nature of Transaction	Maximum Value (per annum) (Rs. in crores)
1	Winro Commercial (India) Limited	Ketan Desai (Director) Vaishali Rajesh Dhuri (Director) V V Sureshkumar (Director) Ritesh Zaveri (CFO)	Availing & rendering revolving loan facility (floating interest rate)	100.00 (Sanctioned Limit)
2	Geecee Investments Limited	Vaishali Rajesh Dhuri (Director) Ritesh Zaveri (Director)	Availing & Rendering revolving loan facility (floating interest rate)	100.00 (Sanctioned Limit)

## SARASWATI COMMERCIAL (INDIA) LIMITED

3	Four Dimensions Securities (India) Limited	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	100.00 (Sanctioned Limit)
4	Urudavan Investment & Trading Private Limited	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	100.00 (Sanctioned Limit)
5	Kothari Premises Private Limited	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	100.00 (Sanctioned Limit)
6	Arcies Laboratories Limited	Associate Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	1.00 (Sanctioned Limit)
7	GTZ (Bombay) Private Limited	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	1.00 (Sanctioned Limit)
8	Sam-Jag-Deep Investments Private Limited	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	1.00 (Sanctioned Limit)
9	Kothari Ventures LLP	Group Entity	Rendering revolving loan facility (floating interest rate)	50.00 (Sanctioned Limit)
10	Arkaya Commercial Private Limited	Subsidiary Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	1.00 (Sanctioned Limit)
11	Four Dimensions Securities (India) Limited	Group Company (Common Promoters)	Availing Broking Services	1.00 (Sanctioned Limit)

**“RESOLVED FURTHER THAT** for the purpose aforesaid, the Board and/ or any person duly authorised by them be and are hereby authorized and do all such acts, deeds, matters and things as it may deem necessary.”

**Place: Mumbai**  
**Dated: 13<sup>th</sup> August, 2018**

**For and on behalf of the Board of Directors**

**REGISTERED OFFICE:**  
209-210, Arcadia Building,  
2<sup>nd</sup> Floor, 195 Nariman Point,  
Mumbai – 400021

**SD/-**  
**AVANI SANGHAVI**  
**Company Secretary & Compliance Officer**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share capital.**
2. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc.; must be supported by an appropriate resolution/authority, as may be applicable.
3. Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
4. The Members/proxies are requested to bring their copy of the Annual Report to the Meeting along with duly filled in Attendance Slips for attending the meeting.
5. The Members are requested to send their queries at least ten days before the date of the meeting so that information can be made available at the meeting.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company for the financial year ended on 31<sup>st</sup> March, 2018 are requested to write to the Company, at an early date to enable the Management to keep the information ready.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24<sup>th</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 (both days inclusive) for annual closing.
8. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent to M/s. TSR Darashaw Limited at 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E Mosses Road, Mahalaxmi, Mumbai- 400011 in respect of their physical share folios.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
10. **Investor Grievance Redressal:** The Company has designated an exclusive e mail id i.e. [saraswati.investor@gcvl.in](mailto:saraswati.investor@gcvl.in) to enable investors to register their complaints/correspondence, if any
11. **Green initiative-** Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Electronic Copy of the 35<sup>th</sup> Annual Report (including the Notice) of the company inter-alia indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent to all the members whose E-mail IDs are registered with the company/Depository Participant(s) of the communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
13. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015,

the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VI. The process and manner for remote e-voting are as under:

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

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

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

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below :

#### **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

a) For Members who hold shares in demat account with NSDL.

b) For Members who hold shares in demat account with CDSL.

#### **Your User ID is:**

8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

- c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 109459 then user ID is 109459001\*\*\*
5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.



7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2018.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

### **General Instructions:**

- a. The e-voting period commences on Monday, 24<sup>th</sup> September, 2018 (09:00 a.m. IST) and ends on Wednesday, 26<sup>th</sup> September, 2018 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2018, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. Mr. Nishant Jawasa, Practicing Company Secretary (Membership No. FCS 6557), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any; forthwith to the Chairman of the Company.
- e. The Scrutinizer shall, after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any, forthwith to the Chairman of the Company or the person authorized by him, who shall countersign the same and declare the result of the voting forthwith.
- f. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the

duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- g. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/ Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- h. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer’s report, will be posted on the website of the Company [www.saraswaticommercial.com](http://www.saraswaticommercial.com) and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchanges.

**14. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013****Item no. 2**

Brief Resume of person proposed to be re-appointed as Director of the Company at the Annual General Meeting:

Name	Mr. V V Sureshkumar
Age	60 years
Qualification	Bachelor degree in commerce and has also done Diploma in Marketing and Management
Nature of Expertise	Marketing, Investment and Trading
Terms & Condition of Appointment / Reappointment	Retire by rotation
Experience	Experience of over 33 Years in the field of Marketing, Investment and Trading
Date of Appointment	14.08.2017
Name of Companies in which also holds Directorship	<ul style="list-style-type: none"><li>• Geecee Ventures Limited</li><li>• Arcies Laboratories Limited</li><li>• Geecee Fincap Limited</li><li>• Mountain Side Agriculture Private Limited</li><li>• Rosy Agriculture Private Limited</li><li>• Winro Commercial (India) Limited</li><li>• Geecee Nirmaan LLP</li></ul>
Name of the Companies in Committees of which holds membership / chairmanship	<ul style="list-style-type: none"><li>• <b>Winro Commercial (India) Limited</b><ul style="list-style-type: none"><li>➤ Stakeholder Relationship Committee- Member</li><li>➤ Nomination &amp; Remuneration Committee- Member</li><li>➤ Corporate Social Responsibility Committee- Chairman</li><li>➤ Risk Management Committee- Chairman</li><li>➤ Asset Liability Management Committee- Chairman</li></ul></li><li>• <b>Geecee Fincap Limited</b><ul style="list-style-type: none"><li>➤ Nomination &amp; Remuneration Committee – Member</li><li>➤ Asset Liability Management Committee – Member</li><li>➤ Risk Management Committee – Chairman</li><li>➤ Credit Committee –Member</li><li>➤ Lending Committee- Member</li></ul></li></ul>
Shareholding in Saraswati Commercial (India) Limited	228 Equity Shares
Relationship with other Directors, Managers and other KMP	NA
No. of Board Meeting attended	4

The Board of Directors recommends the resolution set forth in item No. 2 for approval of the Members.

None of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise, in passing the resolution.

**Item no. 3**

Mr. Harisingh Shyamsukha who was Non-executive Director of the Company tendered his resignation w.e.f. 13.11.2017. In accordance with the provisions of Section 161 of the Companies Act, 2013 & based on the recommendation of the Nomination & Remuneration Committee, Mr. Ritesh Zaveri (DIN: 00054741) was appointed as an Additional Director on the Board of the Company with effect from 13.11.2017 to hold office upto the date of the ensuing Annual General

Meeting.

Mr. Ritesh Zaveri is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Ritesh Zaveri and his relatives are, in any way, concerned or interested in the said resolutions.

Brief Resume of person proposed to be appointed as Director of the Company at the Annual General Meeting:

Name	Mr. Ritesh Zaveri
Age	44 years
Qualification & Nature of Expertise	B.Com
Experience	Experience of over 19 years in the field of Accounting and Finance
Date of Appointment	13.11.2017
Name of Companies in which also holds Directorship	<ul style="list-style-type: none"> <li>• Geecee Investments Limited</li> <li>• G T Z (Bombay) Private Limited</li> <li>• Yashvi Farms And Plantation Private Limited</li> <li>• Sandeep Farming Private Limited</li> </ul>
Name of the Companies in Committees of which holds membership / chairpersonship	<ul style="list-style-type: none"> <li>• <b>Geecee Investments Limited</b> <ul style="list-style-type: none"> <li>➤ Nomination &amp; Remuneration Committee- Chairman</li> <li>➤ Risk Management Committee- Member</li> <li>➤ Asset Liability Management Committee- Chairman</li> <li>➤ Corporate Social Responsibility Committee- Member</li> </ul> </li> </ul>
Shareholding in Saraswati Commercial (India) Limited	NIL
Relationship with other Directors, Managers and other KMP	NA

The Board of Directors recommends the resolution set forth in item No. 3 for approval of the Members.

None of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise, in passing the resolution.

#### Item No. 4

The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company rendering services exceeding 10 percent of the net worth, prior approval of the shareholders by way of a resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the

## SARASWATI COMMERCIAL (INDIA) LIMITED

proposed transactions along with limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

Further, the proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The transactions pertaining to rendering of revolving loan facility are in ordinary course of business and at arm's length but exceed the threshold limits prescribed and thus as a practice of good compliance approval of members is required to be sought.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party	Nature of Relationship	Name of Director(s) or KMP who is/ are related and nature of relationship	Nature of contracts / arrangements / transactions	Material terms of the contracts/ arrangements/ transactions	Monetary Value	Are the transactions in the ordinary course of business	Whether the transactions have been approved by the Audit Committee and the Board of Directors of the Company
Winro Commercial (India) Limited	Common Director/ KMP	Ketan Desai (Director) Vaishali Dhuri (Director) V V Sureshkumar (Director) Ritesh Zaveri (CFO)	Availing & rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 100.00 crores	Yes	Yes
Geecee Investments Limited	Common Director/ KMP	Vaishali Dhuri (Director) Ritesh Zaveri (Director)	Availing & Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 100.00 crores	Yes	Yes
Four Dimensions Securities (India) Limited	Group Company	Group Company (Common Promoters)	Rendering revolving loan facility and availing broking services	To be determined on an arm's length basis	<ul style="list-style-type: none"> <li>• Loan - Maximum upto 100.00 crores</li> <li>• Brokerage upto 1 Crore</li> </ul>	Yes	Yes
Urudavan Investment & Trading Private Limited	Group Company	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 100.00 crores	Yes	Yes
Kothari Premises Private Limited	Group Company	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 100.00 crores	Yes	Yes

Arcies Laboratories Limited	Associate Company	Associate Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 1.00 crores	Yes	Yes
GTZ (Bombay) Private Limited	Group Company	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 1.00 crores	Yes	Yes
Sam-Jag-Deep Investments Private Limited	Group Company	Group Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 1.00 crores	Yes	Yes
Kothari Ventures LLP	Group Entity	Group Entity	Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 50 crores	Yes	Yes
Arkaya Commercial Private Limited	Subsidiary Company	Subsidiary Company (Common Promoters)	Rendering revolving loan facility (floating interest rate)	To be determined on an arm's length basis	Maximum upto 1.00 crores	Yes	Yes

The details required pursuant to clause 1.2.5 of Secretarial Standard 2 (SS 2) pertaining to the extent of shareholding of the Promoter, and of all the Relatives of Promoter of the company holding more than 2 % interest is as follows:

Sr. No.	Name of the Promoter holding more than 2 % in the Related party	Name of Company	% of holding
1.	Ashwin Kumar Kothari	Winro Commercial (India) Limited	2.28
		Urudavan Investment and Trading Private Limited	2.56
2.	Rohit Kothari	Arcies Laboratories Limited	24.95
		GTZ (Bombay) Private Limited	30.00
		Sam-Jag-Deep Investments Private Limited	34.00
		Kothari Ventures LLP	25.00
3.	Ashwin Kumar Kothari (HUF)	Sam-Jag-Deep Investments Private Limited	6.00
4.	Ashwin Kumar Kothari (S)(HUF)	Sam-Jag-Deep Investments Private Limited	5.80
5.	Pannalal C Kothari (HUF)	Geecee Investments Limited	2.30
		Urudavan Investment and Trading Private Limited	28.21
		Sam-Jag-Deep Investments Private Limited	8.00

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6.	Four Dimensions Securities (India) Limited	Winro Commercial (India) Limited	25.95
		Geecee Investments Limited	5.10
		Kothari Premises Private Limited	99.00
		Kothari Ventures LLP	50.00
7.	Winro Commercial (India) Limited	Geecee Investments Limited	40.47
		Four Dimensions Securities (India) Limited	39.52
		Arkaya Commercial Private Limited	20.82
8.	Four Dimensions Commodities Private Limited	Geecee Investments Limited	5.14
9.	Geecee Investments Limited	Winro Commercial (India) Limited	8.79
		Urudavan Investment and Trading Private Limited	48.50
		Sam-Jag-Deep Investments Private Limited	4.00
		Arkaya Commercial Private Limited	17.35

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 4 shall be entitled to vote on this ordinary resolution.

The Board of Directors recommends the resolution set forth in item No. 4 for approval of the Members.

Except Promoters/ Directors/ KMPs/ Relatives mentioned above, no other Promoters, Directors or Key Managerial Personnels or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Dated: 13<sup>th</sup> August, 2018**

**SD/-**  
**AVANI SANGHAVI**  
**Company Secretary & Compliance Officer**

## DIRECTORS' REPORT

The Members,

Your Directors' have pleasure in presenting the 35<sup>th</sup> Annual Report on the operations of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2018.

### 1. FINANCIAL HIGHLIGHTS:

(Amount in Lacs)

Particulars	Standalone		Consolidated {Consolidation with Subsidiaries & Associate}	
	Year ended 31.03.2018	Year ended 31.03.2017	Year ended 31.03.2018	Year ended 31.03.2017
Revenue from operations and other income	<b>1637.59</b>	1075.10	<b>1638.00</b>	1075.10
Profit before Finance Cost, Depreciation, Extraordinary items and Tax	<b>1401.80</b>	801.13	<b>1401.40</b>	800.73
Less: Finance cost	<b>33.65</b>	284.01	<b>33.68</b>	284.01
Less: Depreciation	<b>2.26</b>	3.18	<b>2.26</b>	3.18
Profit before Tax	<b>1365.89</b>	513.94	<b>1365.46</b>	513.54
Add/(Less): Provision for Taxation				
a) Current	-	24.83	<b>0.06</b>	24.83
b) MAT Credit Entitlement	<b>(200.26)</b>	-	<b>(200.26)</b>	-
b) Current Tax expense relating to prior years	<b>0.02</b>	17.69	<b>0.02</b>	17.69
c) Deferred Tax (Expenses)/ Income	<b>(30.52)</b>	(50.98)	<b>(30.52)</b>	(50.98)
Net Profit after Taxation before share profit/loss of associate & minority interest	<b>1596.65</b>	522.40	<b>1596.16</b>	522.01
Add: Share in loss of associate for the year	-	-	-	-
Less: Share of profit/(loss) attributable to Minority Interest	-	-	<b>(0.19)</b>	(0.15)
Net Profit for the year	<b>1596.65</b>	522.40	<b>1596.35</b>	522.16
Balance brought forward from Previous Year	<b>8299.97</b>	2477.64	<b>8295.98</b>	2473.57
Less: Transferred to Reserves U/s 45IC of RBI Act	<b>319.33</b>	104.48	<b>319.33</b>	104.48
Add: Transferred from Aroni Commercials Limited pursuant to the Scheme of Amalgamation	-	5404.41	-	5404.41
Add: Share in accumulated loss of Minority Interest	-	-	-	0.09
Add: Share in accumulated Pre-acquisition loss	-	-	-	0.23
Balance Carried to balance sheet	<b>9577.29</b>	8299.97	<b>9573.00</b>	8295.98

Note: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.



## 2. DIVIDEND:

Your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March 2018 with a view to conserve the resources for future.

## 3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

## 4. OPERATIONS, PERFORMANCE AND STATE OF COMPANY'S AFFAIRS:

### • Revenues – Standalone:

During the year ended 31<sup>st</sup> March, 2018, your Company achieved a total income aggregating to Rs. 1637.59 Lacs. After providing for Depreciation and Finance Charges, the Company has registered a profit before tax of Rs. 1365.89 Lacs. After making provision for tax in respect of current year, the profit after tax is of Rs. 1596.65 lakhs has been carried to the Balance sheet. The Company maintains adequate internal control systems covering all its operational areas. Your Directors are putting in their efforts and are hopeful of improved working during the years to come.

### • Revenues – Consolidated:

The Company has consolidated its financial statements related to the Company, its Subsidiaries and its Associates. The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 23 (AS 23) "Accounting for Investments in Associates in Consolidated Financial Statements", Accounting Standard 21(AS 21) "Consolidated Financial Statements", as per section 129 (3) of the Companies Act, 2013 and specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 by using "Equity Method."

During the year ended 31<sup>st</sup> March, 2018, your Company achieved a total income aggregating to Rs. 1638 lacs. After providing for Depreciation and Finance Charges, the Company has registered a profit before tax of Rs. 1365.46 lacs. After making provision for tax in respect of current year, the profit after tax is of Rs. 1596.35 lacs has been carried to the Consolidated Balance sheet.

## 5. TRANSFER TO RESERVE:

The Company has transferred Rs. 319.33 Lakhs to Reserves u/s 45IC of RBI Act.

## 6. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There were no changes in nature of the business of the Company done during the year.

## 7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES:

### • **Subsidiaries:**

The following companies are the subsidiaries:

Sr. No.	Name of the subsidiaries	% of holding
1	Sareshwar Trading and Finance Pvt. Ltd.	60.77
2	Arkaya Commercial Private Limited	61.83

### • **Associates:**

The following company is the associate:

Sr. No.	Name of the associate	% of holding
1	Arcies Laboratories Limited	31.03

**Financial Highlights of Subsidiaries & Associates:**

(Amt: in Lakhs, except for EPS)

Particulars	Sareshwar Trading and Finance Private Limited	Arkaya Commercial Private Limited	Arcies Laboratories Limited
	Year ended 31 <sup>st</sup> March, 2018 {Standalone figures}		
Revenue from operations& other Income	0.40	-	0.01
Profit/ (Loss) before Tax	0.30	(0.73)	(2.99)
Provision for Tax	0.06	-	(0.04)
Net Profit after Taxation	0.24	(0.73)	(2.95)
EPS – Basic	0.16	(2.77)	(36.59)
-Diluted	0.16	(2.77)	(36.59)

- Joint Ventures:**

The company has no Joint ventures.

Pursuant to Section 129 (3) of the Companies Act, 2013 read with the Rules (5) of the Companies (Accounts) Rules, 2014 the salient feature of Financial Statement of Associates in Form AOC 1 which forms part of Financial Statements as ("**Annexure 3**").

**8. DIRECTORS & KEY MANAGERIAL PERSONNEL:****Independent Director**

Pursuant to the provisions of the Section 149 of the Companies Act, 2013, the following Non-Executive Directors are appointed as Independent Directors:-

Sr. No.	Name of the Director	Date of appointment
1	Ms. Babita Thakar	26.07.2014
2	Mr. Ketan Desai	13.02.2015

The above Independent Directors of the Company have submitted a declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013, and the same have been considered and taken on record by the Board.

**Women Director**

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of SEBI (LODR) Regulation, 2015 a company shall have at least one women director on the board of the company. Your Company has appointed Ms. Babita Thakar on 26<sup>th</sup> July, 2014.

**Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the company are as follows:

Sr. No.	Name	Designation
1	Ms. Avani Sanghavi	Company Secretary & Compliance officer
2	Mr. Rajiv Pathak	CEO
4	Ms. Vaishali Dhuri	CFO

## **Appointment / Resignation of Directors**

Mr. V V Sureshkumar, Director of the Company retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

Mr. Harisingh Shyamsukh, Non-executive Director resigned from the Directorship of the Company w.e.f. 13<sup>th</sup> November 2017.

The Board of Directors on recommendation of nomination and remuneration committee appointed Mr. Ritesh Zaveri (DIN: 00054741) as an additional (Non-Executive) Director w.e.f. 13<sup>th</sup> November 2017.

## **9. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements of Section 134 (3) (c) of the Companies Act, 2013, your Directors confirm the following:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that 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 31<sup>st</sup> March, 2018 and of the profit and loss of the Company for the year ended on that date;
- that 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;
- that the directors had prepared the annual accounts on a going concern basis.
- that the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and;
- that 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.

## **10. COMMITTEES OF THE BOARD:**

The Company has various Committees which have been constituted as a part of good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

Your Company has an adequately qualified Audit Committee. The details of the same are as follows:

### **• AUDIT COMMITTEE:**

The Audit Committee comprises of Ms. Babita Thakar - Independent Director, Mr. Ketan Desai - Independent Director and Mr. Ritesh Zaveri – Non Executive Director.

The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The other Committees of the Board are:

- i. Nomination and Remuneration Committee
- ii. Stakeholders Relationship Committee
- iii. Corporate Social Responsibility Committee
- iv. Risk Management Committee
- v. Asset Liability Management Committee
- vi. IT Strategy Committee

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

**11. NOMINATION AND REMUNERATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

The policy is uploaded on the Company's website at [www.saraswaticommercial.com](http://www.saraswaticommercial.com).

**12. STATUTORY AUDITORS:**

The Statutory Auditors of the Company, M/s. Ajay Shobha & Co., (FRN: 317031E), Chartered Accountants, have been appointed by the shareholders at the 34<sup>th</sup> Annual General Meeting of the Company to hold office till the conclusion of the 39<sup>th</sup> Annual General Meeting.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on May 7, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. Accordingly, the Notice convening the ensuing AGM does not contain any resolution on ratification of appointment of Statutory Auditors. However, M/s. Ajay Shobha & Co. has confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the Financial Year ending 31<sup>st</sup> March, 2019 and accordingly they will continue to be the Statutory Auditors of the Company for Financial Year ending 31<sup>st</sup> March, 2019.

The Notes to the financial statement referred to in the Auditors Report are self-explanatory and does not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors Report is enclosed with the financial statements in this Annual Report.

**13. COST AUDIT AND MAINTANANCE OF COST RECORDS:**

The Cost Audit as specified by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013, is not required and accordingly no such cost accounts and records are made and maintained by the Company.

**14. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2017-18, the Company has not received any complaints on sexual harassment and no complaint is remaining pending as on 31<sup>st</sup> March, 2018. The policy on prevention, prohibition and redressal of sexual harassment at workplace can be accessed on the website of the company- [www.saraswaticommercial.com](http://www.saraswaticommercial.com)

Further, the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the company being the employees less than 10. The company shall comply towards the same as the provisions become applicable.

**15. SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board had appointed M/s. Nishant Jawa and Associates, Practicing Company Secretaries, to undertake the secretarial audit of the Company for the financial year 2017-18

The report of the Secretarial Auditor is enclosed as ("**Annexure 1**") and forms part of this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**16. PUBLIC DEPOSITS:**

The Company has not accepted any deposit from the public under Chapter V of the Companies Act, 2013 or under the corresponding provisions of Section 58A of the Companies Act, 1956 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of balance sheet.

## 17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

### A] Conservation of Energy and Technology Absorption:

- i) The step taken or impacts on conversation of energy – The operation of your Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.
- ii) The steps taken by the Company for utilizing alternative sources of energy – though the operations of the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when necessity arises.
- iii) The capital investment on energy conservation equipments - NIL

### B] Foreign Exchange Earnings & Outgo:

(Rs. In Lacs)

PARTICULARS	2017-2018	2016-2017
Foreign Exchange Earning	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

### C] Technology Absorption:

- a. The efforts made towards Technology Absorption: None
- b. The benefits derived like product improvement, cost reduction, product development: Not Applicable
- c. The Expenditure incurred in Research & Development: Nil

## 18. PARTICULARS OF EMPLOYEES:

The Company does not have any employee in receipt of remuneration equal to or exceeding the limits prescribed under 197 (12) of the Companies Act, 2013, read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 19. PARTICULARS OF REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 and the Rules made there-under, in respect of the employees of the company

- a) The ratio of the remuneration of each director to the median remuneration of the employee of the company for the financial year:

No remuneration is been paid to the Directors of the company. However the Independent Directors are paid sitting fees for attending the meeting of the Board and committees and the details of the same are furnished in Form MGT-9.

- b) The percentage of increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer(CFO) and Company Secretary (CS) if any, in the financial year-

No remuneration is been paid to the Directors of the company.

Name of the Person	% of increase
Rajiv Pathak (CEO)	20.17%
Vaishali Dhuri (CFO)	17.17%
Avani Sanghavi (CS)	--

- c) The percentage increase in the median remuneration of employees in the financial year – **15.16%**
- d) The number of permanent employees on the rolls of company as on 31<sup>st</sup> March, 2018 – **9(Nine)**

- e) 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:

The average increase in salaries of employees other than managerial personnel in 2017-18 was **15.57%**. Percentage increase in the managerial remuneration for the year was **18.67%**

- f) The key parameters for any variable component of remuneration availed by the directors:

No variable component of remuneration has been availed by the directors.

- g) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through the compensation package, the Company endeavor to attract, retain develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process, The Company affirms remuneration is as per the remuneration policy of the company.

- h) Details Pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the directors report for the year ended 31<sup>st</sup> March, 2018.

As required under Rule 5 (2) the Company does not have any employees who:

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate was not less than 1 Crore and 2 Lakh rupees;
- (ii) if employed for a part of the financial year were in receipt of remuneration of not less than 8 Lakh and Fifty Thousand per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

Details of top ten employees in terms of remuneration drawn as per Rule 5 (2) are as follows:

Name and Age of the employee and % of equity shares held	Designation of employee	Qualifications & Experience	Date of Commencement of Employment	Gross Remuneration received (Per annum)	Other Terms & Conditions	Nature of employment, whether contractual or otherwise	Nature of duties of the employees	The last employment held by such employee before joining the company.	Relationship with other Directors of the Company
Rajiv Pathak Age: 38 Years % of shares held: NIL	CEO	Qualification: CA Experience: 11 Years	13.02.2015	3,415,737	As per Appointment letter	Non-contractual	Looks after Investments	Dolat Capital Market Private Limited	There is no relationship with any Director.

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Sanket Baheti Age: 27 Years % of shares held: NIL	Analyst	Qualification: MBA Experience: 3 Years	08.03.2015	1,593,950	As per Appointment letter	Non-contractual	Looks after Research Analysis	--	There is no relationship with any Directors.
Vaishali Dhuri Age:47 Years % of shares held: NIL	CFO	Qualification: BSC Experience: 16 Years	13.02.2015	976,143	As per Appointment letter	Non-contractual	Looks after Accounts & Taxation	D. L. Mehta & Co.	There is no relationship with any Directors.
Anoop Chaturvedi Age: 59 Years % of shares held: NIL	Officer	Qualification: M COM Experience: 35 Years	01.04.2017	873,952	As per Appointment letter	Non-contractual	Looks after Accounts	Aroni Commercials Limited	There is no relationship with any Directors
Gajendra Pawar Age: 45 Years % of shares held: NIL	Admin Manager	Qualification: Under Graduate Experience: 24 Years	01.04.2017	588,909	As per Appointment letter	Non-contractual	Looks after Admin-work	Aroni Commercials Limited	There is no relationship with any Directors
K S Premanand Age: 53 Years % of shares held: NIL	Secretary to Directors	Qualification: Under Graduate Experience: 25 Years	01.04.2017	985,780	As per Appointment letter	Non-contractual	Secretarial work & Administration	Aroni Commercials Limited	There is no relationship with any Directors
Nirav Shah Age: 35 Years % of shares held: NIL	Research Associate	Qualification: BCOM, CFA Experience: 10 Years	01.04.2017	3,185,272	As per Appointment letter	Non-contractual	Looks after Investment	Aroni Commercials Limited	There is no relationship with any Directors
Avani Sanghavi Age: 31 Years % of shares held: NIL	Company Secretary	Qualification: CS, B.com Experience: 7 Years	14.08.2017	482,586	As per Appointment letter	Non-contractual	Looks after Sec-retarial compliances	First Winner Industries Limited	There is no relationship with any Directors.
Nilesh Bhoir Age: 28 Years % of shares held: NIL	Back Office Assistant	Qualification: Under Graduate Experience: 6 Years	14.09.2017	93,443	As per Appointment letter	Non-contractual	Back Office Work	Rasana International Private Limited	There is no relationship with any Directors

### 20. EXTRACT OF ANNUAL RETURN:

The details forming part of extract of the Annual Return in form MGT-9 a required under Section 92 of the Companies Act, 2013, is included in this report as ("**Annexure-2**") and forms an integral part of this Report.

### 21. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

The details of Loans, Guarantees and Investments made are given in the Notes to the Financial Statements. However,

provisions of Section 186 of Companies Act, 2013 except Sub section (1), are not applicable to the company.

## 22. INDEPENDENT DIRECTORS' DECLARATION:

Ms. Babita Thakar and Mr. Ketan Desai who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Further, there has been no change in the circumstances which may affect their status as independent director during the year.

## 23. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company has familiarized its independent Directors to provide insights into the Company and to enable them to understand the Company's business in depth, to familiarize them with the processes and functionalities of the Company to assist them in understanding their roles and responsibilities. Further, the Independent Directors are provided with opportunity to interact with the Management of the Company and help them to understand the Company's strategy, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company and such other areas as may arise from time to time through various programmes.

The said program was conducted for the familiarization of Independent directors. The details of the same can found on the website of the company – [www.saraswaticommercial.com](http://www.saraswaticommercial.com).

## 24. CORPORATE GOVERNANCE:

A report on Corporate Governance is included as a part of this Annual Report. Certificate from M/s. Nishant Jawa & Associates, Company Secretaries in practice confirming the compliance with the conditions of Corporate Governance as stipulated under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as a part of this report.

## 25. DISCLOSURES:

### • RELATED PARTY TRANSACTIONS:

The transactions entered with the related parties were in ordinary course of business and at arm's length and thus the provisions of Section 188(1) of the Companies Act, 2013 is not applicable to the company subsequently Form AOC - 2 is not required. The details of Related Party Transactions are provided in the Financial Statements of the Company.

### • CEO AND CFO CERTIFICATION:

The Chief Executive Officer and the Chief Financial Officer of the Company have given a Certificate to the Board as contemplated in Regulation 17 of the Listing Regulations.

### • CODE OF CONDUCT:

The Board of Directors have laid-down a "Code of Conduct" (Code) for all the Board Members and the senior management personnel of the Company and the same Code is posted on the Website of the Company – [www.saraswaticommercial.com](http://www.saraswaticommercial.com) or accessed through the following link – <http://www.saraswaticommercial.com/policies/CODE-OF-CONDUCT.pdf>

Annual declaration is obtained from every person covered by the Code.

### • MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis report as stipulated in Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.



## • POLICIES AND PROGRAMMES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All such policies which are applicable to the company are available on our website (<http://www.saraswaticommercial.com/policies-and-code.asp>). The policies are reviewed by the Board and updated based on need and new compliance requirements.

The policies and programmes adopted by the company along with their web links are as follows:

Sr. No.	Name of the policy	Web link
1	Document Retention and Archival Policy	<a href="http://www.saraswaticommercial.com/policies/Document-Retention-Archival-Policy_Saraswati.pdf">http://www.saraswaticommercial.com/policies/Document-Retention-Archival-Policy_Saraswati.pdf</a>
2	Policy for determination of Materiality	<a href="http://www.saraswaticommercial.com/policies/Policy-for-Determination-of-Materiality_Saraswati.pdf">http://www.saraswaticommercial.com/policies/Policy-for-Determination-of-Materiality_Saraswati.pdf</a>
3	Policy on prevention of sexual harassment	<a href="http://www.saraswaticommercial.com/policies/Policy%20On%20Prevention%20of%20Sexual%20Harassment.pdf">http://www.saraswaticommercial.com/policies/Policy%20On%20Prevention%20of%20Sexual%20Harassment.pdf</a>
4	Nomination & Remuneration Policy	<a href="http://www.saraswaticommercial.com/policies/NOMINATION%20AND%20REMUNERATION%20POLICY-SCIL.pdf">http://www.saraswaticommercial.com/policies/NOMINATION%20AND%20REMUNERATION%20POLICY-SCIL.pdf</a>
5	CSR Policy	<a href="http://www.saraswaticommercial.com/policies/CSR%20Policy_SARASWATI.pdf">http://www.saraswaticommercial.com/policies/CSR%20Policy_SARASWATI.pdf</a>
6	Vigil Mechanism Policy	<a href="http://www.saraswaticommercial.com/policies/Vigil-Mechanism-policy-SCIL.pdf">http://www.saraswaticommercial.com/policies/Vigil-Mechanism-policy-SCIL.pdf</a>
7	Related Party Transaction Policy	<a href="http://www.saraswaticommercial.com/policies/Related%20Party%20Transaction%20Policy.pdf">http://www.saraswaticommercial.com/policies/Related%20Party%20Transaction%20Policy.pdf</a>
8	Familiarisation Programme for Independent Directors	<a href="http://www.saraswaticommercial.com/policies/Details_of_Familiarisation_Programme_15.12.2017.pdf">http://www.saraswaticommercial.com/policies/Details_of_Familiarisation_Programme_15.12.2017.pdf</a>

## 26. NUMBER OF MEETINGS OF THE BOARD, ANNUAL GENERAL MEETING AND EXTRA ORDINARY GENERAL MEETINGS:

During the year, Eight (9) meetings of the Board of Directors were held. The maximum time gap between any two Meetings was not more than one hundred and twenty days. These Meetings were well attended.

The 34<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 28<sup>th</sup> September, 2017. However, During the year under review, no Extraordinary General Meeting (EGM) were held.

Detailed information on the Meetings of the Board, its Committees, the AGM and EGM is included in the Report on Corporate Governance, which forms part of this Annual Report.

## 27. INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") forms part of this Annual Report as "Annexure-A" to the Auditors Report.

## 28. INSURANCE:

The company has adequately insured all its Assets and properties.

**29. CORPORATE SOCIAL RESPONSIBILITY:**

The Board of Directors constituted a Corporate Social Responsibility (CSR) Committee consisting of three Directors out of which one is Independent Director. The Board of Directors at its meeting held on 12<sup>th</sup> August, 2015 has adopted and approved the CSR policy as recommended by the CSR Committee.

The provisions of Section 135 of the Companies Act, 2013 i.e Corporate Social Responsibility, the rules made thereunder read with Schedule VII thereto, is not applicable to the Company therefore the Company has not spent any amount in the current year towards Corporate Social Responsibility. However in the previous year the Company had spent Rs. 27 Lacs towards Corporate Social Responsibility.

The policy is available on the website of the Company at [www.saraswaticommercial.com](http://www.saraswaticommercial.com)

**30. BOARD EVALUATION:**

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non- Independent Director was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The Nomination and Remuneration Committee and the Board of Directors have laid down criteria for performance evaluation of Directors, Chairperson, Board Level Committees and Board as a whole and also the evaluation process for the same. The performances of the members of the Board, the Board level Committees and the Board as a whole were evaluated at the meeting of the Independent Directors held on 15<sup>th</sup> December, 2017. The Board of Directors expressed their satisfaction with the evaluation process.

**31. VIGIL MECHANISM POLICY**

The Company has a Vigil Mechanism/ Whistle Blower policy to report genuine concerns or grievances pursuant to Section 177 of Companies Act, 2013 and Regulation 22 of the Listing Regulations, 2015. The Vigil Mechanism/ Whistle Blower policy has been posted on the website of the Company [www.saraswaticommercial.com](http://www.saraswaticommercial.com).

**32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:****Buyback of Equity Shares:**

Board of Directors observed that the equity shares of Company were infrequently traded on the BSE limiting the opportunity for the shareholders to buy and sell equity shares of the Company. Also the Company had surplus cash portion of which the Board wanted to return to its Shareholders.

Also the Board of Directors of the Company was of the view that the buyback of Equity Shares shall also provide an opportunity to shareholders to offer their Equity Shares to the Company resulting in improvement in financial ratios and maximization of overall shareholders' value. Therefore they at their meeting held on 7<sup>th</sup> December, 2017 announced the Buyback up to 60,000 fully paid-up equity shares of the Company of face value ₹ 10/- representing up to 5.82% of the total number of Equity Shares of the Company, from all the equity shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. Friday, 22<sup>nd</sup> December, 2017, on a proportionate basis, through the tender offer using stock exchange mechanism, at a price of ₹ 978/- per Equity Share for an aggregate maximum amount of up to ₹ 5,86,80,000/- excluding transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty, etc.

The total number of Equity Shares bought back under the Buyback were 29,665 Equity Shares, at a price of ₹ 978/- per Equity Share, amounting to ₹ 2,90,12,370/- excluding Transaction Cost.

The Company received the approval for buyback of Equity Shares from SEBI on 2<sup>nd</sup> January, 2018 and completed the process on 9<sup>th</sup> February, 2018.

Post buyback the share capital of the Company reduced to ₹ 1,00,09,280/- Equity Shares from ₹ 1,03,05,930/-

### 33. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under the review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of share (including sweat equity shares) to employees of the Company under any scheme.
4. None of the Directors of the company receives any remuneration or commission from the Company as well as from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### 34. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to express their gratitude for the support and co-operation from the Investors, Banks and Statutory Authorities. Your Directors express their deep appreciation to the Company's employees at all levels for their unstinted efforts and valuable contributions during the year

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Dated: 13<sup>th</sup> August, 2018**

**SD/-**  
**V V Sureshkumar**  
**Director**  
**DIN: 00053859**

**ANNEXURES TO THE DIRECTORS' REPORT****ANNEXURE 1****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Saraswati Commercial (India) Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Saraswati Commercial (India) 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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 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 maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (v) Other laws applicable specifically to the Company namely:
  - a) Reserve Bank of India Act, 1934 to the extent it is applicability for a Non-Banking Finance Company

We report that 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, there was no actions/events in pursuance of:

- a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

- c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 requiring compliance thereof by the Company during the financial year.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with The Stock Exchanges.

We further report that based on the information provided by the Company, its officer and authorized representatives during the conduct of Audit, and also review of the quarterly compliances report by respective departmental head/ Company Secretary taken on record by the Board of Directors of the Company, in our opinion adequate system and processes and control mechanism exists in the Company to monitor and ensure compliance with applicable general laws like labour laws.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that the Board of Directors of the Company is constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings of the Board of Directors and committees thereof all decisions 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 there was no other specific events/action in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a majority bearing on the Company's affairs other than as mentioned below:

1. Company has bought back 29665 equity shares during the period under audit.

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.

**Place: Mumbai**  
**Date: 13<sup>th</sup> August, 2018**

**For Nishant Jawasa & Associates**  
**Company Secretaries**

**Sd/-**  
**Nishant Jawasa**  
**Proprietor**  
**FCS-6557**  
**C.P. No. 6993**

## ANNEXURE A

To,  
The Members,  
**Saraswati Commercial (India) Limited**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Saraswati Commercial (India) Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
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.

**Place: Mumbai**  
**Date: 13<sup>th</sup> August, 2018**

**For Nishant Jawasa & Associates**  
**Company Secretaries**

**Sd/-**  
**Nishant Jawasa**  
**Proprietor**  
**FCS-6557**  
**C.P. No. 6993**

**ANNEXURE 2**  
**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration ) Rules, 2014.

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L51909MH1983PLC166605
ii	Registration Date	24/01/1983
iii	Name of the Company	Saraswati Commercial (India) Limited
iv	Category/Sub-category of the Company	Company Limited by Shares / Indian Non- Government Company
v	Address of the Registered office & contact details	209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400021. Tel: 022 66708600/ Fax: 022 66708650
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. TSR Darashaw Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400011. Tel: 022 6656 8484, Fax: 022 6656 8494

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
I	Investment, trading in shares and securities and lending activities	6499	100%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	<b>Arkaya Commercials Private Limited</b> 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400021	U65999MH1994PTC295909	Subsidiary Company	61.83	2(87) of the Companies Act, 2013
2	<b>Sareshwar Trading and Finance Private Limited</b> 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400021	U51900MH1996PTC096829	Subsidiary Company	60.77	2(87) of the Companies Act, 2013
3	<b>Arcies Laboratories Limited</b> 19, Western India House, 2nd Floor, Sir P.M Road, Fort, Mumbai 400 001	U24200MH1945PLC004429	Associate Company	31.03	2(6) of the Companies Act, 2013

## IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY)

## i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year i.e 01.04.2017				No. of Shares held at the end of the year i.e 31.03.2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
(a)	Individuals / Hindu Undivided Family	308,680	0	308,680	48.23	292,268	0	292,268	29.20	-19.03
(b)	Central Government / State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	171,320	0	171,320	26.77	423,682	0	423,682	42.33	15.56
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A) (1)</b>		<b>480,000</b>	<b>0</b>	<b>480,000</b>	<b>75.00</b>	<b>715,950</b>	<b>0</b>	<b>715,950</b>	<b>71.53</b>	<b>-3.47</b>
<b>(2)</b>	<b>Foreign</b>									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	22,000	0	22,000	2.20	2.20
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A) (2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>22,000</b>	<b>0</b>	<b>22,000</b>	<b>2.20</b>	<b>2.20</b>
<b>Total Shareholding of Promoter and Promoter Group (A)</b>		<b>480,000</b>	<b>0</b>	<b>480,000</b>	<b>75.00</b>	<b>737,950</b>	<b>0</b>	<b>737,950</b>	<b>73.73</b>	<b>-1.27</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Central Government / State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00



# SARASWATI COMMERCIAL (INDIA) LIMITED

Category of Shareholders		No. of Shares held at the beginning of the year i.e 01.04.2017				No. of Shares held at the end of the year i.e 31.03.2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Foreign Portfolio Investors (Corporate)	0	0	0	0.00	0	0	0	0.00	0.00
(j)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B) (1)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non-Institutions</b>										
(a)	Bodies Corporate									
	i. Indian	89,180	57,000	146,180	22.84	106,662	52,988	159,650	15.95	-6.89
	ii. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Individuals -									
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	13,820	13,820	2.16	34,953	24,653	59,606	5.96	3.80
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0.00	41,050	0	41,050	4.10	4.10
(c)	Any Other (specify)									
i	Non Resident Indians (NRIs)	0	0	0	0.00	813	0	813	0.08	0.08
ii	HUF	0	0	0	0.00	1,314	0	1314	0.13	0.13
iii	Clearing Members	0	0	0	0.00	545	0	545	0.05	0.05
<b>Sub-total (B) (2)</b>		<b>89,180</b>	<b>70,820</b>	<b>160,000</b>	<b>25.00</b>	<b>185,337</b>	<b>77,641</b>	<b>262,978</b>	<b>26.27</b>	<b>1.27</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>		<b>89,180</b>	<b>70,820</b>	<b>160,000</b>	<b>25.00</b>	<b>185,337</b>	<b>77,641</b>	<b>262,978</b>	<b>26.27</b>	<b>1.27</b>
<b>TOTAL (A)+(B)</b>		<b>569,180</b>	<b>70,820</b>	<b>640,000</b>	<b>100.00</b>	<b>923,287</b>	<b>77,641</b>	<b>1,000,928</b>	<b>100.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0	0	0	0.00	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>569,180</b>	<b>70,820</b>	<b>640,000</b>	<b>100.00</b>	<b>923,287</b>	<b>77,641</b>	<b>1,000,928</b>	<b>100.00</b>	<b>0.00</b>

During the year the Company undertook the two major events:

- (i) The Company allotted 390593 equity shares on 29<sup>th</sup> May, 2017 pursuant to the Scheme of Amalgamation to the shareholders of Aroni Commercials Limited and the paid up share capital of the Company after merger was Rs. 10,305,930/-.
- (ii) On 7<sup>th</sup> December 2017 the Company announces the buyback of equity shares and on 7<sup>th</sup> February, 2018 the Company bought back 29665 equity shares. Post buyback the paid up capital of the Company is Rs. 10,009,280/-.

## ii) Share Holding of Promoters

Sl no	Shareholder's Name	Shareholding at the beginning of the year 01.04.2017			Shareholding at the end of the year 31.03.2018			% change in shareholding 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	Ashwin Kumar Kothari	64500	10.08	0	61081	6.10	0	-3.98
2	Ashwin Kumar Kothari (smaller) (HUF)	63000	9.84	0	59366	5.93	0	-3.91
3	Ashwin Kumar Kothari (HUF)	63000	9.84	0	59343	5.93	0	-3.91
4	Panna Lal C Kothari Huf	53050	8.29	0	50979	5.09	0	-3.20
5	Rohit Kothari	44630	6.97	0	42141	4.21	0	-2.76
6	Meena A Kothari	20500	3.20	0	19347	1.93	0	-1.27
7	Harisingh Shyamsukha	0	0.00	0	11	0.00	0	0.00
8	Niyati Mehta	0	0.00	0	22000	2.20	0	2.20
9	Winro Commercial (India) Limited	104970	16.40	0	177584	17.74	0	1.34
10	Four Dimensions Securities (India) Limited	33900	5.30	0	205787	20.56	0	15.26
11	Four Dimensions Commodities Private Limited	31000	4.84	0	31000	3.10	0	-1.75
12	Sam-Jag-Deep Investments Private Limited	1450	0.23	0	1450	0.14	0	-0.08
13	Geecee Investments Limited	0	0.00	0	7861	0.79	0	0.79
	<b>Total</b>	<b>480,000</b>	<b>75.00</b>	<b>0.00</b>	<b>737,950</b>	<b>73.73</b>	<b>0</b>	<b>-1.27</b>

## iii) Change in Promoter's Shareholding

Sl no	Particulars	Date	Shareholding		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Ashwin Kumar Kothari					
	At the beginning of the year	01.04.2017	64500	10.08	64500	10.08
	Increase during the year pursuant to Merger	29.05.2017	349	0.03	64849	6.29
	Decrease during the year pursuant to buyback	07.02.2018	3768	0.38	61081	6.10
	At the End of the year	31.03.2018	-	-	61081	6.10

## SARASWATI COMMERCIAL (INDIA) LIMITED

Sl no	Particulars	Date	Shareholding		Cummulative Shareholding during the year	
			No.of Shares	% of total Shares of the company	No.of Shares	% of total Shares of the company
2	Ashwin Kumar Kothari (smaller) (HUF)	01.04.2017	63000	9.84	63000	9.84
	Increase during the year pursuant to Merger	29.05.2017	29	0.00	63029	6.12
	Decrease during the year pursuant to buyback	07.02.2018	3663	0.36	59366	5.93
	At the End of the year	31.03.2018	-	-	<b>59366</b>	<b>5.93</b>
3	Ashwin Kumar Kothari (HUF)	01.04.2017	63000	9.84	63000	9.84
	Increase during the year pursuant to Merger	29.05.2017	6	0.00	63006	6.11
	Decrease during the year pursuant to buyback	07.02.2018	3663	0.36	59343	5.93
	At the End of the year	31.03.2018	-	-	<b>59343</b>	<b>5.93</b>
4	Panna Lal C Kothari Huf	01.04.2017	53050	8.29	53050	8.29
	Increase during the year pursuant to Merger	29.05.2017	1075	0.10	54125	5.25
	Decrease during the year pursuant to buyback	07.02.2018	3146	0.31	50979	5.09
	At the End of the year	31.03.2018	-	-	<b>50979</b>	<b>5.09</b>
5	Rohit Kothari	01.04.2017	44630	6.97	44630	6.97
	Increase during the year pursuant to Merger	29.05.2017	112	0.01	44742	4.34
	Decrease during the year pursuant to buyback	07.02.2018	2601	0.26	42141	4.21
	At the End of the year	31.03.2018	-	-	<b>42141</b>	<b>4.21</b>
6	Meena A Kothari	01.04.2017	20500	3.20	20500	3.20
	Increase during the year pursuant to Merger	29.05.2017	40	0.00	20540	1.99
	Decrease during the year pursuant to buyback	07.02.2018	1193	0.12	19347	1.93
	At the End of the year	31.03.2018	-	-	<b>19347</b>	<b>1.93</b>
7	Harisingh Shyamsukha	01.04.2018	0	0.00	0	0.00
	Increase during the year pursuant to Merger	29.05.2017	11	0.00	11	0.00
	Decrease during the year pursuant to buyback	07.02.2018	0	0.00	11	0.00
	At the End of the year	31.03.2018	-	-	<b>11</b>	<b>0.00</b>

Sl no	Particulars	Date	Shareholding		Cummulative Shareholding during the year	
			No.of Shares	% of total Shares of the company	No.of Shares	% of total Shares of the company
8	Niyati Mehta	01.04.2017	0	0.00	0	0.00
	Increase during the year pursuant to Merger	29.05.2017	22000	2.13	22000	2.13
	Decrease during the year pursuant to buyback	07.02.2018	0	0.00	22000	2.20
	At the End of the year	31.03.2018	-	-	<b>22000</b>	<b>2.20</b>
9	Winro Commercial (India) Limited	01.04.2017	104970	16.40	104970	16.40
	Increase during the year pursuant to Merger	29.05.2017	72614	7.05	177584	17.23
	Decrease during the year pursuant to buyback	07.02.2018	0	0.00	177584	17.74
	At the End of the year	31.03.2018	-	-	<b>177584</b>	<b>17.74</b>
10	Four Dimensions Securities (India) Limited	01.04.2017	33900	5.30	33900	5.30
	Increase during the year pursuant to Merger	29.05.2017	171887	16.68	205787	19.97
	Decrease during the year pursuant to buyback	07.02.2018	0	0.00	205787	20.56
	At the End of the year	31.03.2018	-	-	<b>205787</b>	<b>20.56</b>
11	Four Dimensions Commodities Private Limited	01.04.2017	31000	4.84	31000	4.84
	Increase during the year pursuant to Merger	29.05.2017	0	0.00	31000	3.01
	Decrease during the year pursuant to buyback	07.02.2018	0	0.00	31000	3.10
	At the End of the year	31.03.2018	-	-	<b>31000</b>	<b>3.10</b>
12	Sam-Jag-Deep Investments Private Limited	01.04.2017	1450	0.23	1450	0.23
	Increase during the year pursuant to Merger	29.05.2017	0	0.00	1450	0.14
	Decrease during the year pursuant to buyback	07.02.2018	0	0.00	1450	0.14
	At the End of the year	31.03.2018	-	-	<b>1450</b>	<b>0.14</b>
13	Geecee Investments Limited	01.04.2017	0	0.00	0	0.00
	Increase during the year pursuant to Merger	29.05.2017	7861	0.76	7861	0.76
	Decrease during the year pursuant to buyback	07.02.2018	0	0.00	7861	0.79
	At the End of the year	31.03.2018	-	-	<b>7861</b>	<b>0.79</b>

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

Sr. No.	Name of the ShareHolder	Date	No of Shares	% of total shares of the company	Cummlative Shares during the year	% of total shares of the company during the year
1	<b>Angular Trading Pvt Ltd</b>					
	At the beginning of the year	01.04.2017	31,966	4.99	31,966	4.99
	At the end of the year	31.03.2018	-	-	31,966	3.19
2	<b>G R N Finsec Private Limited</b>					
	At the beginning of the year	01.04.2017	31,964	4.99	31,964	4.99
	At the end of the year	31.03.2018	-	-	31,964	3.19
3	<b>Kamal Visaria</b>					
	At the beginning of the year	01.04.2017	0	0.00	0	0.00
	Increase	25.08.2017	20,000	1.94	20,000	1.94
	At the end of the year	31.03.2018	-	-	20,000	2.00
4	<b>Luv Kush Projects Limited</b>					
	At the beginning of the year	01.04.2017	20,000	3.13	20,000	3.13
	At the end of the year	31.03.2018	-	-	20,000	2.00
5	<b>Marco Private Limited</b>					
	At the beginning of the year	01.04.2017	0	0.00	0	0.00
	Increase	14.07.2017	19,136	1.86	19,136	1.86
	At the end of the year	31.03.2018	-	-	19,136	1.91
6	<b>Panchmukhi Properties Limited</b>					
	At the beginning of the year	01.04.2017	12,000	1.88	12,000	1.88
	At the end of the year	31.03.2018	-	-	12,000	1.20
7	<b>Akash Bhanshali</b>					
	At the beginning of the year	01.04.2017	0	0.00	0	0.00
	Increase	14.07.2017	10,525	1.02	10,525	1.02
	At the end of the year	31.03.2018	-	-	10,525	1.05
8	<b>Lata Bhanshali</b>					
	At the beginning of the year	01.04.2017	0	0.00	0	0.00
	Increase	14.07.2017	10,525	1.02	10,525	1.02
	At the end of the year	31.03.2018	-	-	10,525	1.05
9	<b>Bihariji Commercial Limited</b>					
	At the beginning of the year	01.04.2017	10,000	1.56	10,000	1.56
	At the end of the year	31.03.2018	-	-	10,000	1.00
10	<b>Ananta Jewels Private Limited</b>					
	At the beginning of the year	01.04.2017	0	0.00	0	0.00
	Increase	14.07.2017	9,006	0.87	9,006	0.87
	At the end of the year	31.03.2018	-	-	9,006	0.90

**(v) Shareholding of Directors & Key Managerial Personnel**

Sr. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
<b>1</b>	<b>Mr. V V Sureshkumar</b>				
	At the beginning of the year	0	0.00	0	0.00
	Increase due to Merger	228	0.02	228	0.02
	At the end of the year	-	-	228	0.02

Note: No other Director or Key Managerial Personnel holds any share in the Company.

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	80,000,000	-	-	80,000,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	106,520	2,813,613	-	2,920,133
<b>Total (i+ii+iii)</b>	<b>80,106,520</b>	<b>2,813,613</b>	-	<b>82,920,133</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	2,379,986,704	660,558,515	-	3,040,545,219
Reduction	2,460,093,224	344,893,613	-	2,804,986,837
<b>Net Change</b>	<b>(80,106,520)</b>	<b>315,664,902</b>	-	<b>235,558,382</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	318,100,000	-	318,100,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	378,515	-	378,515
<b>Total (i+ii+iii)</b>	-	<b>318,478,515</b>	-	<b>318,478,515</b>

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole time director and/or Manager: Not Applicable**

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

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## B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of the Directors		Total Amount (in Rs.)
		Babita Thakar	Ketan Desai	
1	Independent Directors			
	(a) Fee for attending board committee meetings	9500	7500	17000
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	<b>Total (1)</b>	<b>9500</b>	<b>7500</b>	<b>17000</b>
2	Other Non Executive Directors	-	-	-
	(a) Fee for attending board committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>9500</b>	<b>7500</b>	<b>17000</b>
	<b>Total Managerial Remuneration</b>	<b>Within the limits of Companies Act, 2013.</b>		

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Rajiv Pathak CEO	Avani Sanghavi Company Secretary	Vaishali Dhuri CFO	Total
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3,393,425	481,055	948,870	<b>4,823,350</b>
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify				
	Conveyance Reimbursement	-	1,531	10,279	<b>11,810</b>
	Telephone Reimbursement	-	-	3,608	<b>3,608</b>
	Medical Insurance Premium	22,312	-	13,386	<b>35,698</b>
	<b>Total</b>	<b>3,415,737</b>	<b>482,586</b>	<b>976,143</b>	<b>4,874,466</b>

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### (a) Industry structure and developments

The year 2017-18 saw large scale reform initiatives come into full force. Goods and Service Tax (GST) was rolled out on scheduled on 1<sup>st</sup> July 2018. This created a single market for providers of goods and services. A single tax on transactions will aid GDP growth by reducing the cost of doing business. The Indian economy posted a growth of 6.6% in FY2017-18 compared to 7.1% in FY2016-17, as the first round of effects of demonetisation and the implementation of GST played out. However, a host of other policies, implemented during and before FY 2017-18 – such as constitution of National Company Law Tribunal (NCLT), the Insolvency and Bankruptcy Code, reforms in the real estate sector in the form of RERA, allowing of FDI in various industries, fast-tracking of project clearances, various measures for financial inclusion, etc. - are expected to propel growth upwards, going forward.

The Government forecast economic GDP growth slowing to 6.5% from 7.1% in previous year mainly driven by the issues related to GST implementation and the poor performance of agriculture and manufacturing sector. Thus India continued to witness steady economic growth despite a volatile internal and weak external environment. The GDP growth is expected to bounce back to 7-7.5% in FY 2019.

Non-Banking Finance Companies (NBFCs) are an integral part of the country's financial system because of their complementary as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers. NBFCs are regulated by the Reserve Bank of India (RBI) almost at par with banks. All the prudential norms for asset classification, income recognition, provisioning etc., are applicable to NBFCs in India.

### (b) Opportunities and threats

Indian Economy provides excellent growth opportunities as the increased thrust to power, road, ports, telecom and other urban infrastructure projects will create a positive environment for the Investment and Financial Services Industry in India. Further, growth of service sector also presents new opportunities for Investment and Financial Services Industry in India.

The year 2017 has been a great one for equity investors with the benchmark Sensex and Nifty giving 28% returns. Though the overall returns may not be that great in year 2018, investors would keep getting individual stock opportunities that could yield much higher returns. Riding high on the surge in equities during July, India has emerged as the best performing market among large stock markets in the world during 2018. The Indian markets gained 10% year-to-date in rupee terms, which was much higher than key stock markets such as US, China and Japan. Markets, according to analysts, will watch out for earnings upgrades for companies following normalisation of economic conditions post GST, demonetisation and RERA related disruptions.

Also, the Indian market had an eventful year with the implementation of GST during the second quarter of FY2017-18 and the reintroduction of long term capital gains tax in the Budget for 2018-2019, presented in February 2018.

### (c) Segment-wise or product-wise performance

The Company's business activity primarily falls within a Financing and Investment activities. Hence, there are no additional disclosures required under "Accounting Standard - 17 'Segment Reporting'". The Company operates primarily in India; hence there is no other significant geographical segment that requires disclosure.

The gross revenue earned from such Financing and Investment activities is Rs. 1637.59 Lacs as compared to Rs. 1075.10 Lacs in the previous year.

### (d) Outlook

The outlook for the ongoing fiscal year FY 2018-19 and beyond remains moderately optimistic. Economic growth

during the initial part of the year under review was weighed down by effects of demonetization and implementation issues related to GST.

Your Company Saraswati Commercial (India) Limited has become a Systematically Important NBFC As on 31<sup>st</sup> March, 2017. Although the Individual asset size of the company is less than 500 crores. However, on the group as a whole has crossed the asset size of 500 crores. The company is following prudential norms which are applicable to Systematically Important NBFC.

The company is engaged in the business of Investment and Trading in Shares and Securities and Lending Activities. The revenue of the company is generated from Trading in shares and Securities, Lending Activities and other operating revenues.

The Company continues to explore the possibilities of expansion in its activities and will make the necessary investments when attractive opportunities arise.

**(e) Risks and Concerns**

The Company is exposed to the market risk and credit risk. It is further exposed to risk of economic cycle. Profitability of NBFCs is expected to remain under pressure for a while as having migrated to a minimum NPA recognition of 4 months overdue from 5 months overdue in the FY 2016 - 2017, the movement would need to be to 3 months overdue in next financial year. The company manages these risks by remaining very conservative and following requisite risk management practices.

**(f) Internal Control Systems and their adequacy:**

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit system reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protection of resources and safeguarding of assets against unauthorized use. The management regularly reviews the internal control systems and procedures.

**(g) Discussions on Financial Performance with respect to Operational Performance:**

(Rs. in Lacs)

Highlights	2017-2018	2016-2017	% Change
Revenue from Operations and other income	1637.59	1075.10	52.32
Profit before Interest, Depreciation and Tax	1401.80	801.13	74.98
Finance cost	33.65	284.01	(88.15)
Depreciation	2.26	3.18	(28.93)
Provision for Taxation (Including Deferred Tax & MAT)	(230.76)	(8.46)	2827.66
Net Profit after Tax	1596.65	522.40	205.64
Earnings per Share (in Rs.)	165.60	81.63	102.87

**(h) Buyback of Equity Shares**

The Board of Directors of the Company had announced the Buyback up to 60,000 fully paid-up equity shares of the Company of face value Rs. 10/- representing up to 5.82% of the total number of Equity Shares of the Company at its meeting held on 7<sup>th</sup> December, 2017 at a price of Rs. 978/- per Equity Share for an aggregate maximum amount of up to Rs. 5,86,80,000/- excluding transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty, etc. Out of which 29,665 Equity Shares was bought back at a price of Rs. 978/- per Equity Share, amounting to Rs. 2,90,12,370/- excluding Transaction Cost.

All the equity shareholders holding the shares as on record date i.e. Friday, 22<sup>nd</sup> December, 2017, were allowed to tender their shares using stock exchange mechanism in the scheme of buyback.

The Company received the approval for buyback of Equity Shares from SEBI on 2<sup>nd</sup> January, 2018 and completed the process of on 9<sup>th</sup> February, 2018.

Post buyback the share capital of the Company reduced to Rs. 1,00,09,280/- Equity Shares from Rs. 1,03,05,930/-.

### **(i) Human Resource Development**

The Company believes that the human resources are vital resource in giving the company a competitive edge in the current business environment. The company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition/dissemination, creativity and responsibility. As in the past, the company enjoyed cordial relations with the employees at all levels.

### **(j) Cautionary Statements**

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include significant changes in political and economical conditions in India and internationally, volatility in interest rates and in the securities market, new regulations and Government policies that may impact the company's business as well as the ability to implement strategies. The Company assumes no responsibility nor is under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

## CORPORATE GOVERNANCE REPORT

### (A) Company's Philosophy on Code of Corporate Governance

The philosophy of governance has been deeply rooted in the culture of the Company over a long period of time. The Company continues to deliver value to its various stakeholders. The practice of responsible governance has enabled the Company to maintain sustainability, while meeting the expectations of all stakeholders and the society at large. Besides complying with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company has adopted various practices and set reasonable standards for conducting business. The Company endeavours to improve upon aspects like transparency, professionalism, accountability and fair disclosures, on an ongoing basis and takes necessary steps towards growth and enhancing value for its shareholders.

The Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Regulations.

### GOVERNANCE STRUCTURE

The Company's Governance structure consists of

- Board of Directors
- Committees of Board
- The Management

### (B) Board of Directors

#### (i) Board Composition

The composition of the Board is in conformity with Regulation 17(1) of Listing Regulation as well as the Companies Act, 2013. The Company has a well-balanced Board of Directors with members from diverse backgrounds who have experience and expertise in various fields and it has optimal combination of Non-Executive and Independent Directors. As on the date of report the Board comprised of Four Non – Executive Directors of which two are Independent Directors. The Chairman of the Board is a Non-Executive Director.

The constitution of the Board is as given below:

Director	Executive/Non-Executive/Independent	Number of other		
		Directorships*	Committee Memberships#	Committee Chairmanships#
Mr. V V Sureshkumar	Non-Executive Director	4	1	0
Mr. Ketan Desai	Non-Executive, Independent Director	1	2	1
Ms. Babita Thakar	Non – Executive Independent Director	0	0	0
Mr. Ritesh Zaveri	Non-Executive Director	1	0	0

\* Other Directorships exclude Directorships held in Private Limited Companies and in Saraswati Commercial (India) Limited (SCIL).

#Committee of Directors includes Audit Committee and Stakeholder Relationship Committee of Directors only. Committee Membership does not include Membership in Committee of Directors of SCIL.

#### (ii) Board Meetings and Attendance of Directors

The Board meets at least once in a quarter to consider amongst other business the performance of the Company and quarterly financial results. When necessary, additional meetings are held. The Board meetings are generally

held at the Registered Office of the Company at Mumbai. Agenda for each meeting along with explanatory notes are drafted and distributed well in advance to the Directors. Every Board Member is free to suggest the inclusion of items on the agenda.

Nine (9) Board Meeting were held during the year ended 31<sup>st</sup> March, 2018. The dates of such Board Meetings are 03.04.2017, 29.04.2017, 09.05.2017, 29.05.2017, 24.07.2017, 14.08.2017, 13.11.2017, 07.12.2017 & 12.02.2018.

The Table hereunder gives the attendance record of the Directors at the Board Meetings held during 2017-18 and the last AGM:

Name of the Directors	Number of Board Meetings held	Number of Board Meetings attended	Whether attended last AGM
Mr. Harisingh Shyamsukha**	9	7	Yes
Mr. Anil Rajan*	9	4	NA
Mr. Ketan Desai	9	9	No
Ms. Babita Thakar	9	9	Yes
Mr. V V Sureshkumar*	9	4	Yes
Mr. Ritesh Zaveri**	9	3	NA

\*Mr. V V Sureshkumar was appointed w.e.f. 14.08.2017 & Mr. Anil Rajan was resigned w.e.f. 10.08.2017.

\*\*Mr. Ritesh Zaveri was appointed w.e.f. 13.11.2017 & Mr. Harisingh Shyamsukha was resigned w.e.f. 13.11.2017.

All the Directors have informed the Company periodically about their Directorship and Membership on the Board/ Committees of the Board of other companies. None of the directors are related with any directors of the Board.

### (iii) Shares held by Non-Executive Directors as on 31<sup>st</sup> March, 2018

Name of the Non-Executive Director	Equity Shares held (No.)
Ms. Babita THakar	NIL
Mr. Ketan Desai	NIL
Mr. Ritesh Zaveri	NIL
Mr. V V Sureshkumar	228

### (iv) Familiarisation Programme for Independent Directors:

The Company has familiarized its independent Directors to provide insights into the Company and to enable them to understand the Company's business in depth, to familiarize them with the processes and functionalities of the Company to assist them in understanding their roles and responsibilities. Further, the Independent Directors are provided with opportunity to interact with the Management of the Company and help them to understand the Company's strategy, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company and such other areas as may arise from time to time through various programmes.

The said program was conducted for the familiarization of Independent directors. The details of the same can be found on the website of the company – [www.saraswaticommercial.com](http://www.saraswaticommercial.com) & through the following link:

[http://www.saraswaticommercial.com/policies/Details\\_of\\_Familiarisation\\_Programme\\_15.12.2017.pdf](http://www.saraswaticommercial.com/policies/Details_of_Familiarisation_Programme_15.12.2017.pdf)

**(C) Board Committees**

To enable better and more focused attention on the affairs of the corporation, the Board delegate particular matters to the committee set up for the purpose. The committees prepare the groundwork for decision making and report at the subsequent Board meeting. Currently, the Board has following Committees –

1. Audit Committee
2. Stakeholder Relationship Committee.
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Asset Liability Management Committee
7. IT Strategy Committee\*

\* As per the Master Direction - Information Technology Framework for the NBFC Sector dated 8<sup>th</sup> June, 2017 (Ref. Master Direction DNBS.PPD.No.04/66.15.001/2016-17), NBFC's are required to form IT Strategy Committee on or before 30<sup>th</sup> June, 2018. Therefore the Board constituted the IT Strategy Committee on 28<sup>th</sup> May, 2018. The said Committee will be responsible for review and amend the IT strategies in line with the corporate strategies, Board policy reviews, cyber security arrangements and any other matter related to IT Governance.

The Board is responsible for the constitution, co-opting and fixing the terms of reference for Committee members of the said Committees.

**(i) Audit Committee**

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia includes the following:

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing and examining, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Modified opinion(s) in the draft audit report;

- e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h) approval or any subsequent modification of transactions of the listed entity with related parties;
- i) scrutiny of inter-corporate loans and investments;
- j) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- k) evaluation of internal financial controls and risk management systems;
- l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) discussion with internal auditors of any significant findings and follow up there on;
- o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) to review the functioning of the whistle blower mechanism;
- s) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- t) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

- (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### Composition of the Audit Committee

The Audit Committee comprises of three Non-Executive Directors of which two are Independent Directors. The quorum for the Audit Committee Meeting is two members with at least 2 Independent Directors.

The composition of the Audit Committee is as follows:

1. Ms. Babita Thakar - Chairperson (Non-Executive Independent Director)
2. Mr. Ritesh Zaveri - Member (Non-Executive Director)
3. Mr. Ketan Desai - Member (Non-Executive Independent Director)

#### Audit Committee Meetings and Attendance during the financial year ended 31<sup>st</sup> March, 2018

During the financial year ended 31<sup>st</sup> March, 2018, Five (5) Audit Committee Meetings were held on 29<sup>th</sup> May, 2017, 14<sup>th</sup> August 2017, 13<sup>th</sup> November, 2017, 7<sup>th</sup> December, 2017 and 12<sup>th</sup> February, 2018. The table hereunder gives the attendance record of the Audit Committee members.

Name of the Member	No. of meetings held	No. of meetings attended
Ms. Babita Thakar	5	5
Mr. Harisingh Shyamsukha*	5	3
Mr. Ketan Desai	5	5
Mr. Ritesh Zaveri*	5	2

\*Mr. Ritesh Zaveri was appointed w.e.f. 13<sup>th</sup> November, 2017 & Mr. Harisingh Shyamsukha resigned w.e.f. 13<sup>th</sup> November, 2017.

#### (ii) Stakeholder Relationship Committee:

The Stakeholder Relationship Committee is headed by a Non-Executive Independent Director and consisted of the following members as on date of this report:

##### Composition:

1. Ms. Babita Thakar - Chairperson (Non-Executive Independent Director)
2. Mr. Ritesh Zaveri - Member (Non-Executive Director)
3. Mr. Ketan Desai - Member (Non-Executive Independent Director)

Ms. Avani Sanghavi is the Company Secretary & Compliance Officer of the Company. The Company appointed “TSR Darashaw Private Limited.” as its Registrar and Share Transfer Agent for the redressal of investor’s grievance and share transfer process. The RTA has acted upon all valid share transfers received during the year 2017-2018.

During the Financial Year ended 31<sup>st</sup> March, 2018, the aforesaid Committee met 4 times dated 29<sup>th</sup> May, 2017, 14<sup>th</sup> August 2017, 13<sup>th</sup> November, 2017 & 12<sup>th</sup> February, 2018.

Members	No. of meetings held	No. of meetings attended
Ms. Babita Thakar	4	4
Mr. Harisingh Shyamsukha*	4	3
Mr. Ketan Desai	4	4
Mr. Ritesh Zaveri*	4	1

\*Mr. Ritesh Zaveri was appointed w.e.f. 13<sup>th</sup> November, 2017 & Mr. Harisingh Shyamsukha resigned w.e.f. 13<sup>th</sup> November, 2017.



## Scope of the Shareholders Relationship Committee:

The Stakeholders' Relationship Committee deals with matters relating to shareholders/investors grievances viz. non-receipt of Annual Reports, non-receipt of declared Dividend and its redressal etc.

## Details of Shareholders' complaints received, not solved and pending during the Financial Year ended 31<sup>st</sup> March, 2018:

Number of Shareholders' Complaints received during the financial year 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018: NIL

Number of complaints not resolved to the satisfaction of shareholders: NIL

Number of pending share Transfers/complaints: NIL

## (iii) Nomination and Remuneration Committee

The Nomination & Remuneration Committee is headed by a Non-Executive Independent Director and consisted of the following members as on date of this report:

### Composition:

1. Ms. Babita Thakar - Chairperson (Non-Executive Independent Director)
2. Mr. Ritesh Zaveri - Member (Non-Executive Director)
3. Mr. Ketan Desai - Member (Non-Executive Independent Director)

The powers, role and terms of reference of the Nomination & Remuneration Committee covers the areas as contemplated under Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors.

### Terms of Reference:

This includes:

- Formulation of criteria for determining qualifications, positive attributes and independence of a director;
- Recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down; and recommend to the Board their appointment and removal.

The aforesaid Committee met 3 times dated 14<sup>th</sup> August 2017, 13<sup>th</sup> November, 2017 & 12<sup>th</sup> February, 2018, during the Financial Year from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018.

Members	No. of meetings held	No. of meetings attended
Ms. Babita Thakar	3	3
Mr. Harisingh Shyamsukha*	3	2
Mr. Ketan Desai	3	3
Mr. Ritesh Zaveri*	3	1

\*Mr. Ritesh Zaveri was appointed w.e.f. 13<sup>th</sup> November, 2017 & Mr. Harisingh Shyamsukha resigned w.e.f. 13<sup>th</sup> November, 2017.

### Remuneration of Directors:

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy

ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed and variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

On recommendation of the Nomination & Remuneration Committee, the Board in its meeting held on 13<sup>th</sup> November, 2017, decided to pay the sitting fees to the Non-Executive Independent Directors of the Company, Rs. 1000/- for attending the Board Meeting and Rs. 500/- for attending Committee Meetings with immediate effect. Further none of the directors were paid any remuneration during the year 2017-2018. Presently, the Company does not have any stock option plan or performance linked incentives for its directors.

#### (iv) Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee is headed by Mrs. Babita Thakar, Non-Executive Independent Director and consisted of the following members as on date of this report:

##### Composition:

1. Ms. Babita Thakar - Chairperson (Non-Executive Independent Director)
2. Mr. Ritesh Zaveri - Member (Non-Executive Director)
3. Mr. Ketan Desai - Member (Non-Executive Independent Director)

The aforesaid Committee met 3 times dated 14<sup>th</sup> August 2017, 13<sup>th</sup> November, 2017 & 12<sup>th</sup> February, 2018, during the Financial Year from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018.

Members	No. of meetings held	No. of meetings attended
Ms. Babita Thakar	3	3
Mr. Harisingh Shyamsukha*	3	2
Mr. Ketan Desai	3	3
Mr. Ritesh Zaveri*	3	1

\*Mr. Ritesh Zaveri was appointed w.e.f. 13<sup>th</sup> November, 2017 & Mr. Harisingh Shyamsukha resigned w.e.f. 13<sup>th</sup> November, 2017.

#### (v) Risk Management Committee

As per NBFCs - Corporate Governance (Reserve Bank) Directions, an NBFC is required to constitute a Risk Management Committee (RMC) to manage the integrated risk. The Company has a RMC and a Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.

The Risk Management committee is headed by Mr. V V Sureshkumar, Non-Executive Director and consisted of the following members:

##### Composition:

1. Mr. V V Sureshkumar - Chairman (Non-Executive Director)
2. Mr. Ritesh Zaveri - Member (Non-Executive Director)
3. Ms. Babita Thakar - Member (Non-Executive Independent Director)

The aforesaid Committee met 4 times dated 24<sup>th</sup> July, 2017, 14<sup>th</sup> August 2017, 13<sup>th</sup> November, 2017 & 12<sup>th</sup> February, 2018, during the Financial Year from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018.

Members	No. of meetings held	No. of meetings attended
Mr. Anil Rajan*	4	1
Mr. Harisingh Shyamsukha**	4	3
Ms. Babita Thakar	4	4
Mr. V V Sureshkumar*	4	2
Mr. Ritesh Zaveri**	4	1

\*Mr. V V Sureshkumar was appointed w.e.f. 14<sup>th</sup> August 2017 & Mr. Anil Rajan resigned w.e.f. 10<sup>th</sup> August 2017.

\*\*Mr. Ritesh Zaveri was appointed w.e.f. 13<sup>th</sup> November, 2017 & Mr. Harisingh Shyamsukha resigned w.e.f. 13<sup>th</sup> November, 2017.

The Risk Management committee is responsible for framing, implementing and monitoring the risk management plan for the Company, overseeing the management of the integrated risk which includes liquidity risk and interest rate risk.

**Terms of reference of Risk Management Committee includes the following:**

- To ensure that the risk management process and culture are embodied throughout the Company;
- Oversee the Company's risk exposures, risk/return and proposed improvements to the Group's risk Management framework and its risk appetite, strategy, principles, policies and standards;
- To provide adequate information to the Board on key risk management matters;
- To identify new strategy risk including corporate matter;
- To review the risk management plan and ensure its effectiveness.

**(vi) Asset Liability Management Committee**

The Asset Liability Management Committee of the Company is entrusted with the task of reviewing the asset liability mismatches and to report to the Board with respect thereto.

The Asset Liability Management committee is headed by Mr. V V Sureshkumar, Non-Executive Director and consisted of the following members:

**Composition:**

1. Mr. V V Sureshkumar - Chairman (Non-Executive Director)
2. Mr. Ritesh Zaveri - Member (Non-Executive Director)
3. Ms. Babita Thakar - Member (Non-Executive Independent Director)
4. Mr. Rajiv Pathak - Member (Chief Executive Officer)

The aforesaid Committee met 4 times dated 24<sup>th</sup> July, 2017, 14<sup>th</sup> August 2017, 13<sup>th</sup> November, 2017 & 12<sup>th</sup> February, 2018, during the Financial Year from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018.

Members	No. of meetings held	No. of meetings attended
Mr. Anil Rajan*	4	1
Mr. Harisingh Shyamsukha**	4	3
Ms. Babita Thakar	4	4
Mr. V V Sureshkumar*	4	2
Mr. Ritesh Zaveri**	4	1
Mr. Rajiv Pathak	4	4

\*Mr. V V Sureshkumar was appointed w.e.f. 14.08.2017 & Mr. Anil Rajan resigned w.e.f. 10.08.2017.

\*\*Mr. Ritesh Zaveri was appointed w.e.f. 13<sup>th</sup> November, 2017 & Mr. Harisingh Shyamsukha resigned w.e.f. 13<sup>th</sup> November, 2017.

**Role of Asset Liability Management Committee:**

- Reviewing the effects of various possible changes in the market conditions related to the Balance Sheet and recommend the action needed to adhere to the Company's internal limits.
- Articulating the current interest rate view of the Company and deciding the future business strategy on this view.
- To ensure that all activities are within the overall regulatory framework and government regulation.
- To consider the significance of ALM of any changes in customer behavior and formulate appropriate actions.

**INDEPENDENT DIRECTOR MEETING**

The following are Independent Directors of the Company:

1. Ms. Babita Thakar
2. Mr. Ketan Desai

The Independent Directors met once during the financial year viz. on 15<sup>th</sup> December, 2017 inter-alia, to consider

- the performance for Non-Independent Directors and the Board as a whole.
- the performance of the Chairman of the Company.
- assessing the quality, quantity and timeliness of flow of information.

The web link where details of Familiarization programmes are imparted to Independent Directors is at [http://www.saraswaticommercial.com/policies/Details\\_of\\_Familiarisation\\_Programme\\_15.12.2017.pdf](http://www.saraswaticommercial.com/policies/Details_of_Familiarisation_Programme_15.12.2017.pdf)

**(D) General Body Meetings:**

Details of last General Meetings held in last **three** years are given hereunder

Particulars	Year	Date	Venue	Time	Details of Special Resolution
32 <sup>nd</sup> AGM	2014- 2015	25/09/2015	Oricon House, 6 <sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001	2.00 p.m.	No Special Resolution
33 <sup>rd</sup> AGM	2015-2016	27/09/2016	Oricon House, 6 <sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001	3.00 p.m.	No Special Resolution
Court Convened Meeting	2016-2017	10/11/2016	Oricon House, 6 <sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001	3.00 p.m.	• Approval of the Scheme of Amalgamation of Aroni Commercials Limited (Transferor Company) with Saraswati Commercial (India) Limited (Transferee Company)
34 <sup>th</sup> AGM	2016-2017	28/09/2017	Oricon House, 6 <sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001	4.30 p.m.	• Increase the borrowing limit under section 180 (1) (c) of the Companies Act, 2013

**Postal ballots - Procedure & Results**

No Special Resolution requiring postal ballot was placed before the last Annual General Meeting. No special resolution is being proposed for the ensuing Annual General Meeting for being passed through postal ballot.

## SARASWATI COMMERCIAL (INDIA) LIMITED

During the year 31.03.2017, pursuant to the provisions of the Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company has passed certain resolutions through Postal Ballot, as per the details mentioned below:

The Company as per the Postal Ballot notice dated 5<sup>th</sup> October, 2016, passed Special Resolutions for approval of Scheme of Amalgamation of Aroni Commercials Limited (“Transferor Company”) with Saraswati Commercial (India) Limited (“Transferee Company” or Applicant Company).

The Company had appointed Mr. Nishant Jawa, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot process in affair and transparent manner.

### Details of Voting Patterns

**Agenda – To Approve the Scheme of Amalgamation of Aroni Commercials Limited (Transferor Company) with Saraswati Commercial (India) Limited (Transferee Company)**

Resolution required: (Ordinary/ Special)			Majority of the Public Category of Equity Shareholders assenting to the Resolution.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes, However the Promoter and Promoter have not voted on the Proposed Resolution.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	480000	-	-	-	-	-	-
	Poll- N.A.		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Institution s	E-Voting	0	-	-	-	-	-	-
	Poll- N.A.		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institution s	E-Voting	160000	99190	61.99%	99190	NIL	100%	NIL
	Poll- N.A.		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		99190	61.99%	99190	NIL	100%	NIL
<b>Total</b>		<b>640000</b>	<b>99190</b>	<b>15.50%</b>	<b>99190</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

### (E) Disclosures:

#### (i) Related Party Transactions:

None of the transactions with any of the related parties were in conflict with the interest of the Company.

Transactions with the related parties are disclosed in Note No. 26 to the ‘Notes on Accounts’ annexed to the Financial Statements for the year under review. Web link of the policy on dealing in related party transactions forms the part of Directors’ Report.

**(ii) Compliances by the Company:**

There is no non-compliance by the Company or any penalties, strictures imposed by the Stock Exchange, SEBI or any other statutory authority on any matter related to capital markets, during the last three years/period.

**(iii) Whistle Blower Policy:**

The Company has formulated a Vigil Mechanism/Whistle Blower Policy with a view to provide a mechanism for Directors and employees to approach the Audit Committee or any member of Audit Committee. During the year under review no employee was denied access to the chairperson of Audit Committee. The said policy has been also put up on the website of the Company at [www.saraswaticommercial.com](http://www.saraswaticommercial.com) & the web link of the said policy forms the part of Directors' Report

**(iv) Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:**

The Company has complied with the mandatory requirement of the Corporate Governance as stipulated under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not implemented the non-mandatory requirements except stated otherwise in this Annual Report.

**(v) Policy on Material Subsidiaries:**

The Company has a policy for determining material subsidiaries which is disclosed in its website at the following link: [http://www.saraswaticommercial.com/policies/Policy-for-Determination-of-Materiality\\_Saraswati.pdf](http://www.saraswaticommercial.com/policies/Policy-for-Determination-of-Materiality_Saraswati.pdf)

**(F) Means of Communication:**

(i) The quarterly results of the Company are published in three newspapers in compliance with Regulation 47 of the SEBI (LODR) Regulations, 2015;

(ii) The quarterly results were published in the following newspapers:

1. Financial Express (Nationwide edition)
2. Business Standard (Nationwide edition)
3. Mumbai Lakshadep (in Mumbai)

The quarterly results as well as the proceedings of the Annual General Meeting were uploaded on the portal of BSE Limited i.e. [listing.bseindia.com](http://listing.bseindia.com) immediately after the conclusion of the respective meetings.

The results are also displayed on the Company's website at [www.saraswaticommercial.com](http://www.saraswaticommercial.com)

(iii) As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all periodical information, including the statutory filings and disclosures, are sent to BSE Limited. The filings required to be made under the same for each quarter are also filed on BSE Listing Centre.

(iv) No presentations were made to the institutional investors or to analysts during the year under review.

**(v) Redressal of Investor Grievances through SEBI Complaints Redressal System (SCORES)**

SCORES (SEBI Complaints and Redressal System) is a centralized web based grievance redressal system launched by SEBI (<http://scores.gov.in>). SCORES provide a platform for aggrieved investors, whose grievances, pertaining to securities market, remain unresolved by the concerned listed company or registered intermediary after a direct approach. This enables the market intermediaries and listed Companies to check the complaints online from investors, redress such complaints and report redressal online. All the activities starting from lodging of a complaint till its closure by SEBI would be handled in an automated environment and the complainant can view the status of his complaint online. An investor, who is not familiar with SCORES or does not have access to

## SARASWATI COMMERCIAL (INDIA) LIMITED

SCORES, can lodge complaints in physical form at any of the offices of SEBI. Such complaints would be scanned and also uploaded in SCORES for processing.

### (G) General Shareholders' Information:

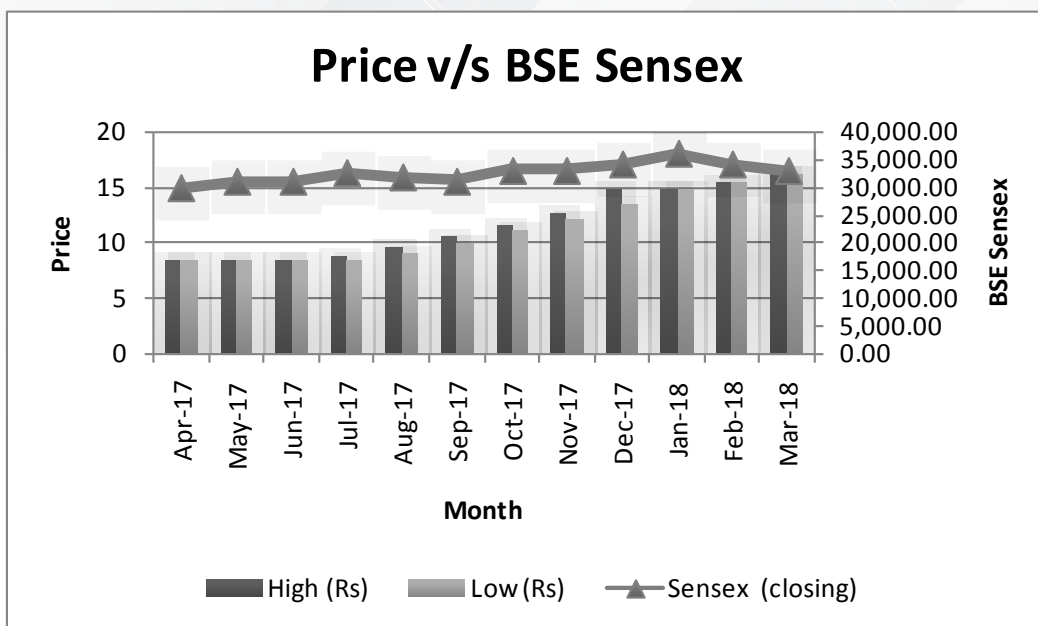
(i)	CIN	L51909MH1983PLC166605
(ii)	Date, time and venue of Annual General Meeting of Shareholders	27 <sup>th</sup> September, 2018, 4.30 P.M. Oricon House, 6 <sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001
(iii)	Financial Year / Financial Calendar	The financial year of the company starts from April 1 <sup>st</sup> and ends on March 31 <sup>st</sup> of the succeeding year.
(iv)	Dates of book closures	Monday, 24 <sup>th</sup> September 2018 to Thursday, 27 <sup>th</sup> September 2018 (both days inclusive)
(v)	Registered Office	209-210, Arcadia Building, 2 <sup>nd</sup> Floor, Plot No.195, Nariman Point, Mumbai – 400021 Tel. No.: 022 – 6638 8600 / 6670 8600 Fax No.: 022 – 6638 8610/66708650
(vi)	Listing on stock exchanges	The Equity Shares of the Company are listed on: - BSE Limited - Annual Listing Fees as prescribed has been paid to the said Stock Exchange for the year 2018 – 2019.
(vii)	Stock Exchange Code	512020 (BSE Limited)

### (viii) Stock Market price data

Monthly high and low at the Bombay Stock Exchange Limited for financial year ended 31<sup>st</sup> March, 2018:

Month	High Rs.	Low Rs.	BSE Sensex (Closing)
April 2017	8.40	8.40	29,918.40
May 2017	8.40	8.40	31,145.80
June 2017	8.40	8.40	30,921.61
July 2017	8.73	8.40	32,514.94
August 2017	9.52	8.90	31,730.49
September 2017	10.48	9.99	31,283.72
October 2017	11.55	11.00	33,213.13
November 2017	12.72	12.12	33,149.35
December 2017	14.71	13.35	34,056.83
January 2018	14.71	14.71	35,965.02
February 2018	15.44	15.44	34,184.04
March 2018	16.20	16.20	32,968.68

## (ix) Performance in comparison to BSE Sensex:



## (x) Registrar and Share Transfer Agents:

**TSR Darashaw Limited**

6-10, Haji Moosa Patrawala Ind. Estate,  
20, Dr. E. Moses Road,  
Nr. Famous Studio, Mahalaxmi  
Mumbai – 400001

## (xi) Share Transfer System:

Transfers in physical forms are generally registered by Registrar and Share Transfer Agents (RTA), M/s. TSR Darashaw Limited within a period of 30 days of receipt of documents complete in all respect. Invalid share transfers are returned within a period of 15 days from the date of receipt. The Stakeholder Relationship Committee of the Company meets as often as required.

The Securities and Exchange Board of India ('SEBI') vide its notification dated 8<sup>th</sup> June, 2018 amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that transfer of securities with effect from 5<sup>th</sup> December, 2018 would be in dematerialized form through the depositories only. Pursuant to the said notification the Company is in process of sending the reminder to all the shareholders holding the shares in physical form to convert their shares into dematerialized form.

(xii) Distribution of Shareholding as on 31<sup>st</sup> March, 2018:

No. of Equity Shares held	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
1 - 5000	916	97.14	48,300	4.83
5001 - 10,000	9	0.95	67,884	6.78
10,001 - 20,000	7	0.74	1,11,533	11.14
20,001 - 30,000	1	0.11	22,000	2.20



## SARASWATI COMMERCIAL (INDIA) LIMITED

No. of Equity Shares held	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
30,001 - 40,000	3	0.32	94,930	9.48
40,001 - 50,000	1	0.11	42,141	4.21
50,001 – 1,00,000	4	0.42	2,30,769	23.06
1,00,001 & above	2	0.21	3,83,371	38.30
	<b>943</b>	<b>100.00</b>	<b>10,00,928</b>	<b>100.00</b>

### (xiii) Categories of Shareholding as on 31<sup>st</sup> March, 2018:

Category	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
<b>PROMOTERS HOLDING</b>				
Indian Promoters	12	1.27	715950	71.53
Foreign Promoters	1	0.11	22000	2.20
Total of promoter holding	<b>13</b>	<b>1.38</b>	<b>737950</b>	<b>73.73</b>
<b>NON- PROMOTER HOLDING</b>				
Institutional Investors	0	0.00	0	0.00
FIs	0	0.00	0	0.00
Others	0	0.00	0	0.00
Corporate Bodies	18	1.91	159650	15.95
Indian Public	874	92.68	100656	10.06
NRIs / OCBs	8	0.85	813	0.08
Clearing Member	7	0.74	545	0.05
HUF	23	2.44	1314	0.13
Total of non-promoter holding	<b>930</b>	<b>98.62</b>	<b>262978</b>	<b>26.27</b>
<b>Grand Total</b>	<b>943</b>	<b>100.00</b>	<b>1000928</b>	<b>100.00</b>

### (xiv) Dematerialisation of shares and liquidity

ISIN for Dematerialization is INE967G01019

Name of Depository	Position as on 31.03.18 (No. of shares)	% of Total Issued Capital
NSDL	830197	82.94%
CDSL	93090	9.30%
Physical	77641	7.76%
Total No. of shares	1000928	100%

### Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the

report thereon is submitted to the stock exchange where the Company's shares are listed. The audit confirms that the total listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

M/s. Nishant Jawa & Associates, Company Secretary in Practice carried out Share Capital audit to reconcile the total admitted equity share capital with the NSDL and CDSL and total issued and listed equity share capital.

**(xv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity.**

There are no GDR/ADR/Warrant or any Convertible Instruments pending conversion or any other instrument likely to impact the equity share capital of the Company.

**(xvi) Plant location:**

The Company does not have any plant.

**(xvii) Address for Correspondence: Registrar & Share Transfer Agent**

**TSR Darashaw Limited**

6-10, Haji Moosa Patrawala Ind. Estate,  
20, Dr. E. Moses Road,  
Nr. Famous Studio, Mahalaxmi,  
Mumbai – 400001  
Tel No: (022) 66178543, Fax No:(022)  
Email-id: [csg-unit@tsrdarshaw.com](mailto:csg-unit@tsrdarshaw.com)

**Avani Sanghavi**

Company Secretary & Compliance Officer  
Saraswati Commercial (India) Limited  
209-210 Arcadia Building, 2<sup>nd</sup> floor,  
195, Nariman Point, Mumbai- 400021.  
Phone: (022) 6670 8600  
Email: [saraswati.investor@gcvl.in](mailto:saraswati.investor@gcvl.in)

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Saraswati Commercial (India) Limited**

1. We have examined the compliance of conditions of Corporate Governance by **Saraswati Commercial (India) Limited** (“the Company”), for the year ended on 31<sup>st</sup> March, 2018, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the year ended 31<sup>st</sup> March, 2018.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For and on behalf of  
Nishant Jawasa & Associates  
Company Secretaries**

**Sd/-  
Nishant Jawasa  
Proprietor  
FCS No.: 6557**

**Place: Mumbai  
Dated: 13<sup>th</sup> August, 2018**

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**CONFIRMATION CERTIFICATE REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY’S CODE OF CONDUCT**

To  
The Board of Directors  
**Saraswati Commercial (India) Limited**

I confirm that the Company has received from the members of the Board and Senior Management team of the Company, declarations of compliance with the Code of Conduct as applicable to them during the financial year ended 31<sup>st</sup> March, 2018.

**Sd/-  
Rajiv Pathak  
CEO**

**Place: Mumbai  
Dated: 28<sup>th</sup> May, 2018**

## CONFIRMATION CERTIFICATE

To  
**The Members**  
**Saraswati Commercial (India) Limited**

I confirm that the Company has received from all the Directors, a declaration of compliance in accordance with the provisions of Section 165 of the Companies Act, 2013 and Regulation 25 (1) & 26 (1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31<sup>st</sup> March, 2018.

**Place: Mumbai**  
**Dated: 28<sup>th</sup> August, 2018**

**Sd/-**  
**Rajiv Pathak**  
**CEO**

## CEO & CFO CERTIFICATION

To  
**The Board of Directors**  
**Saraswati Commercial (India) Limited**

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2018 and that to the best of their knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) we have indicated to the auditors and the Audit committee
- (i) significant changes in internal control over financial reporting if any during the year;
  - (ii) significant changes in accounting policies (ii) during the year and that the same have been disclosed in the notes to the financial statements if any; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2018**

**Sd/-**  
**Vaishali Dhuri**  
**Chief Financial Officer**

**Sd/-**  
**Rajiv Pathak**  
**Chief Executive Officer**

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF  
SARASWATI COMMERCIAL (INDIA) LIMITED

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SARASWATI COMMERCIAL (INDIA) LIMITED**, which comprise the Balance Sheet as at 31<sup>st</sup> March 2018, the Statement of Profit and Loss, Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

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

### Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone 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 Standalone financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Standalone 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 Standalone financial statements.

### Opinion

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

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

**Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to over separate report in 'Annexure B'; and
  - g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to our 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 Standalone financial statements – Refer Note. 25.1 to the Standalone financial statements.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

**For AJAY SHOBHA & CO.  
FIRM REGISTRATION NO.317031E  
CHARTERED ACCOUNTANTS**

**Place : Mumbai  
Date: 28<sup>th</sup> May, 2018**

**Sd/-  
AJAY GUPTA  
PARTNER  
MEMBERSHIP NO. 053071**

## **ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

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

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.  
  
(b) As per the information and explanations given to us physical verification of fixed assets has been carried out once during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable, having regard to the size of the company and nature of its business.  
  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
2. The Inventory consists of equity shares and mutual fund units held in dematerialized form, Mutual Fund Statement and physical certificates. The Company verifies the balances in Depository Participant Account, Mutual Fund statements and physical certificates with Books at regular interval. In our opinion the frequency of verification is reasonable. On the basis of our examination of inventory records, in our opinion the company is maintaining proper records of inventory and there is no material discrepancies noticed.
3. The Company has granted unsecured loans to companies covered in the Register maintained under section 189 of the Act.
  - a. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that, the terms and conditions of the aforesaid loans granted by the Company, which has been repaid during the period, were not prejudicial to the interest of the Company.
  - b. In respect of the aforesaid loans, the receipts of principal and interest were regular.
  - c. In respect of the aforesaid loans, no overdue amount of loans granted to companies listed in the register maintained under Sec on 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
5. In our opinion and according to the information and explanations given to us the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to the information and explanations given to us and the records examined by us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty excise , value added tax, cess and other statutory dues wherever applicable.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, goods and service tax, custom duty, excise duty, cess were in arrears as at 31<sup>st</sup> March 2018 for a period of more than six months from the date they became payable.  
  
(c) According to the information and explanations given to us, the following dues have not been deposited by the company on account of dispute:

## Aroni Commercials Limited - Transferor Company

Sr. No.	Name of the statute	Nature of the due	Amount (Rs)	Period to which the amount relates	Forum where the dispute is pending	Amount paid under protest/ refund adjusted
1	Madhya Pradesh Sales Tax Act	Sale Tax Liabilities due to rejection of "C" Form & Pending "C" Forms	80,22,602	AY 1996-97	The Deputy commissioner of commercial Tax has Redirected case to Assessing Officers for Reassessment	NIL
2.	Income tax Act, 1961	Demand raised u/s 143(3) of Income Tax Act, 1961	72,107	AY 2010-11	CIT(A) Order giving effect is pending	NIL
3.	Income tax Act, 1961	Rectification u/s 154 r.w.s 143 (3) dated 10 <sup>th</sup> February, 2015	2,90,483	AY 2012-13	Rectification filed u/s 154 of income tax Act, 1961	2,18,052

- 8 On the basis of our examination and according to the information and explanations given to us, the company has not defaulted in repayment of the dues to a bank with respect to its borrowings or to financial institution and debenture holders.
- 9 Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. However, the Company has used the term Loans for the purpose for which it was taken.
- 10 Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11 As per information and explanations given by the management, Company has complied the provisions of section 197 of Companies Act, 2013.
- 12 In our opinion, the Company is not a Nidhi Company. Therefore, the provision of clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- 13 In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- 14 Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provision of clause (xiv) of paragraph 3 of the Order is not applicable to the Company and hence not commented upon.
- 15 Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of clause (xv) of paragraph 3 of the Order is not applicable to the Company and hence not commented upon.
- 16 The company is required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and has obtained registration vide registration no. 13.01860 dated 27<sup>th</sup> April, 2007.

**For AJAY SHOBHA & CO.  
FIRM REGISTRATION NO.317031E  
CHARTERED ACCOUNTANTS**

**Sd/-  
AJAY GUPTA  
PARTNER**

**MEMBERSHIP NO. 053071**

**Place : Mumbai  
Date: 28<sup>th</sup> May, 2018**



### **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SARASWATI COMMERCIAL (INDIA) LIMITED**

#### **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 SARASWATI COMMERCIAL (INDIA) LIMITED. (“The Company”) as of 31<sup>st</sup> March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

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

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

**Opinion**

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

**For AJAY SHOBHA & CO.  
FIRM REGISTRATION NO.317031E  
CHARTERED ACCOUNTANTS**

**Place : Mumbai  
Date: 28<sup>th</sup> May, 2018**

**Sd/-  
AJAY GUPTA  
PARTNER  
MEMBERSHIP NO. 053071**

**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018**

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
		Rs	Rs
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	10,009,280	6,400,000
(b) Reserves and surplus	4	1,281,658,340	1,150,709,449
		1,291,667,620	1,157,109,449
<b>2 Shares pending allotment</b>		-	3,905,930
<b>3 Non-current liabilities</b>			
(a) Long-term provisions	5	1,442,264	2,001,848
<b>4 Current liabilities</b>			
(a) Short term borrowings	6	318,100,000	80,000,000
(b) Trade Payables			
total outstanding dues of :			
(i) Micro enterprises and Small enterprises			-
(ii) Creditors other than micro enterprises and Small enterprises	7	454,510	77,276,540
(c) Other current liabilities	8	2,497,629	6,691,596
(d) Short-term provisions	9	1,091,303	893,225
		322,143,442	164,861,361
<b>TOTAL</b>		<b>1,615,253,326</b>	<b>1,327,878,588</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
Property, plant and equipment	10	757,778	791,908
(b) Non-current investments	11	868,997,618	947,413,409
(c) Deferred tax assets (net)	12	27,945,800	24,894,208
(d) Long-term loans and advances	13	31,012,647	10,114,626
		928,713,843	983,214,151
<b>2 Current assets</b>			
(a) Current investments	14	324,116,100	24,557,680
(b) Inventories	15	65,163,057	11,636,701
(c) Trade receivables	16	-	26,742,245
(d) Cash and Bank balance	17	3,106,868	16,238,189
(e) Short-term loans and advances	18	286,025,805	253,430,884
(f) Other current assets	19	8,127,653	12,058,738
		686,539,483	344,664,437
<b>TOTAL</b>		<b>1,615,253,326</b>	<b>1,327,878,588</b>

Significant Accounting Policies 1 & 2

The accompanying notes are an integral part of the Standalone Financial Statements

In terms of our report attached.

For M/S AJAY SHOBHA & CO.  
Chartered Accountants  
Firm Reg. No: 317031E

Sd/-  
Ajay Gupta  
Partner  
Membership No. 053071

Place: Mumbai  
Date: 28th May, 2018

For and on behalf of the Board of Directors

Sd/-  
V. V. Suresh kumar  
Director  
DIN : 00053859

Sd/-  
Vaishali Rajesh Dhuri  
Chief Financial Officer

Sd/-  
Ritesh Zaveri  
Director  
DIN : 00054741

Sd/-  
Avani Sanghavi  
Company Secretary

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Note No.	For the year ended	For the year ended
		31st March, 2018	31st March, 2017
		Rs	Rs
<b>1 Revenue</b>			
Revenue from operations	20	8,216,585	64,389,355
Other income	21	155,542,599	43,120,613
<b>Total revenue</b>		<b>163,759,184</b>	<b>107,509,968</b>
<b>2 Expenses</b>			
(a) Employee benefits expense	22	12,443,387	14,895,345
(b) Finance costs	23	3,365,481	28,400,690
(c) Depreciation and amortisation expense	10	226,067	318,466
(d) Other expenses	24	11,135,593	12,501,188
<b>Total expenses</b>		<b>27,170,528</b>	<b>56,115,689</b>
<b>3 Profit before exceptional and extraordinary items and tax (1 - 2)</b>		<b>136,588,656</b>	<b>51,394,279</b>
<b>4 Exceptional items</b>		-	-
<b>5 Profit before extraordinary items and tax (3 + 4)</b>		<b>136,588,656</b>	<b>51,394,279</b>
<b>6 Extraordinary items</b>		-	-
<b>7 Profit before tax (5 + 6)</b>		<b>136,588,656</b>	<b>51,394,279</b>
<b>8 Tax expense:</b>			
(a) Current tax expense for current year		-	2,483,000
(b) MAT Credit Entitlement		(20,026,428)	-
(c) Current tax expense relating to prior years		2,065	1,768,637
<b>Net current tax expense</b>		<b>(20,024,363)</b>	<b>4,251,637</b>
Deferred tax	12	(3,051,592)	(5,097,833)
		(23,075,955)	(846,196)
<b>9 Profit for the year (7 - 8)</b>		<b>159,664,611</b>	<b>52,240,475</b>
<b>10 Earnings per share (of Rs. 10/- each)</b>	26.3		
(a) Basic		165.60	81.63
(b) Diluted		165.60	50.69

### Significant Accounting Policies

1 &amp; 2

The accompanying notes are an integral part of the Standalone Financial Statements

### In terms of our report attached.

For M/S AJAY SHOBHA & CO.  
Chartered Accountants  
Firm Reg. No: 317031E

Sd/-  
Ajay Gupta  
Partner  
Membership No. 053071

Place: Mumbai  
Date: 28th May, 2018

### For and on behalf of the Board of Directors

Sd/-  
V. V. Suresh kumar  
Director  
DIN : 00053859

Sd/-  
Vaishali Rajesh Dhuri  
Chief Financial Officer

Sd/-  
Ritesh Zaveri  
Director  
DIN : 00054741

Sd/-  
Avani Sanghavi  
Company Secretary

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

Particulars	For the year ended		For the year ended	
	31st March, 2018	31st March, 2018	31st March, 2017	31st March, 2017
	Rs	Rs	Rs	Rs
<b>A. Cash flow from operating activities</b>				
Net Profit before extraordinary items and tax		<b>136,588,656</b>		51,394,279
<i>Adjustments for:</i>				
Depreciation	<b>226,067</b>		318,466	
Finance costs	<b>3,365,481</b>		28,400,690	
Provision for Leave Salary	<b>(559,584)</b>		339,523	
Reduction on restate the value of Current Investment	<b>2,246,631</b>		10,086,929	
Provision for Standard assets	<b>198,078</b>		779,684	
Interest on Income Tax Refund	<b>(378,293)</b>		(172,096)	
Dividend income	<b>(155,101,549)</b>		(42,522,957)	
Sundry Balance written off	-		5,000,001	
Provision in diminishing in the value of Investment	<b>887,535</b>		-	
Long term capital (profit) / Loss from Venture Fund	<b>(873,051)</b>		3,701,289	
Gain on sale of investments (net)	<b>(147,447,337)</b>	<b>(297,436,023)</b>	(84,507,617)	(78,576,088)
<b>Operating profit / (loss) before working capital changes</b>		<b>(160,847,367)</b>		<b>(27,181,809)</b>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	<b>(53,526,356)</b>		146,215,822	
Trade receivables	<b>26,742,245</b>		35,241,831	
Short-term loans and advances	<b>(22,007,154)</b>		(75,380,768)	
Long-term loans and advances	<b>(871,593)</b>		43,850	
Other current assets	<b>3,931,085</b>		3,626,420	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Short-term Borrowings	<b>238,100,000</b>		(342,282,033)	
Trade payables	<b>(76,822,030)</b>		77,276,540	
Other current liabilities	<b>(4,193,967)</b>		(43,916,099)	
Long-term provisions	-		774,392	
Short-term provisions	-	<b>111,352,230</b>	-	(198,400,045)
		<b>(49,495,137)</b>		<b>(225,581,854)</b>
Cash flow from extraordinary items		-		-
<b>Cash generated from operations</b>		<b>(49,495,137)</b>		<b>(225,581,854)</b>
Net income tax paid		<b>(10,211,539)</b>		(369,793)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(59,706,676)</b>		<b>(225,951,647)</b>

Particulars	For the year ended		For the year ended	
	31st March, 2018	31st March, 2018	31st March, 2017	31st March, 2017
	Rs	Rs	Rs	Rs
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(191,937)		-	
Purchase & Sale of long-term investments				
- Purchased	(3,443,456,322)		(4,797,582,835)	
- Proceeds from sale	3,367,512,416		5,023,905,141	
Received call money on unpaid 10% Redeemable Preference Shares	(12,500)		-	
Dividend received	155,101,549	78,953,206	42,522,957	268,845,264
Cash flow from extraordinary items		-		-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>78,953,206</b>		<b>268,845,264</b>
<b>C. Cash flow from financing activities</b>				
Finance cost		(3,365,481)		(28,137,661)
Buyback of Equity Shares		(29,012,370)		-
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(32,377,851)</b>		<b>(28,137,661)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(13,131,321)</b>		<b>14,755,956</b>
Cash and cash equivalents at the beginning of the year		15,862,575		863,259
Cash and Cash Equivalents received on Amalgamation		-		243,360
<b>Cash and cash equivalents at the end of the year</b>		<b>2,731,254</b>		<b>15,862,575</b>
<b>Cash and cash equivalents at the end of the year *</b>				
* Comprises:				
(a) Cash on hand		60,796		236,940
(b) Balances with banks				
(i) In current accounts		2,670,458		15,625,635
		2,731,254		15,862,575

The accompanying notes are an integral part of the Standalone Financial Statements

In terms of our report attached.

For M/S AJAY SHOBHA & CO.  
Chartered Accountants  
Firm Reg. No: 317031E

Sd/-  
Ajay Gupta  
Partner  
Membership No. 053071

Place: Mumbai  
Date: 28th May, 2018

For and on behalf of the Board of Directors

Sd/-  
V. V. Suresh kumar  
Director  
DIN : 00053859

Sd/-  
Vaishali Rajesh Dhuri  
Chief Financial Officer

Sd/-  
Ritesh Zaveri  
Director  
DIN : 00054741

Sd/-  
Avani Sanghavi  
Company Secretary

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS SIGNIFICANT ACCOUNTING POLICIES

### 1 Corporate information

Saraswati Commercial (India) Limited (The Company) is incorporated under the provision of Companies Act, 1956. The Company is Non Banking Financial Company (Non Deposit taking) registered with Reserve Bank of India. The Company is engaged in the business of investment and trading in shares and securities & Lending Activities.

### 2 Significant accounting policies

The significant accounting policies have been predominantly presented below in the order of the Accounting Standards specified under section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014 as amended and the Companies (Accounting Standards) Amendment Rules, 2016 and other relevant provision of Companies Act, 2013. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### 2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended and the Companies (Accounting Standards) Amendment Rules, 2016 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. The Company follows the Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.

Assets and liabilities are classified as current if it is expected to realise or settle within 12 months after Balance Sheet date.

#### 2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised.

#### 2.3 Inventories

Inventories are valued at lower of cost or Net Realisable Value.

#### 2.4 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### 2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby 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 flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### 2.6 Depreciation

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

**2.7 Revenue recognition**

Terms of income and expenditure are recognized on accrual basis except in case of non-performing assets, where it is recognized upon realization, as per RBI guidelines.

**2.8 Other income**

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

**2.9 Property, plant and equipment**

Property, plant and equipments are carried at cost less accumulated depreciation. Cost comprises of the purchase price and any other attributable expenditure of bringing the asset to its working condition for its intended use.

**2.10 Investments**

Investments are classified into Current and Non-current Investments. Current Investments are stated at lower of cost and fair value. Non-current Investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of Non-current Investments. When disposing of a part of the holding of an individual investment, the carrying amount to be allocated to that part is determined on the basis of the First in First Out Method amount of the total holding of the investment.

**2.11 Employee benefits**

As number of employees working in company are less than ten, provision for gratuity as per Accounting Standard 15 issued by Institute of Chartered Accountants of India does not apply to the company.

The company has made provision for Leave Salary on the actual balance leaves of the employees.

**2.12 Segment reporting**

As the company's business activity falls within single segment viz. NBFC Activities the disclosure requirements of Accounting Standard 17 "Segment Reporting" issued by Institute of Chartered Accountants of India is not applicable.

**2.13 Earnings per share**

Basic and Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**2.14 Taxes on income**

Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act 1961.

Deferred tax for timing differences between tax profits & book profits is accounted by using the tax rates & laws that have been enacted or substantially enacted as of the Balance Sheet date. Deferred tax assets in respect of unabsorbed Losses are recognised to the extent there is reasonable certainty that these assets can be realised in future.

**2.15 Future / Option Contracts:-**

Equity/Index futures are marked-to-market on a daily basis. Mark to Market Gains / (losses) are recognized as per the Guidance Note on "accounting for Derivative Contracts (2015)" issued by The Institute of Chartered Accountants of India.

**2.16 Provisions and contingencies**

These are disclosed by way of notes on the Balance sheet. Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end, till the finalisation of accounts and have material effect on the position stated in the Balance sheet.



# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### Note 3 - Shareholder's Funds - Share Capital

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number	Rs	Number	Rs
<b>Authorised</b>				
Equity Shares of Rs. 10 each	8,250,000	82,500,000	8,250,000	82,500,000
<b>Issued,Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 10 each	1,000,928	10,009,280	640,000	6,400,000
(of the above 7,90,593 Shares were allotted pursuant to the Scheme of Amalgamation, without payment being received in cash.)				
<b>Total</b>	<b>1,000,928</b>	<b>10,009,280</b>	<b>640,000</b>	<b>6,400,000</b>

#### Rights of Equity Shareholders

The Company has only one class of Equity Shares having par value of Rs.10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount.

#### Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Equity Shares		Equity Shares	
	Number	Rs	Number	Rs
Shares outstanding at the beginning of the year	640,000	6,400,000	640,000	6,400,000
Add: Shares Issued during the year (Refer Note 28.4)	390,593	3,905,930	-	-
Less: Shares bought back during the year (Refer Note 28.4)	(29,665)	(296,650)	-	-
Shares outstanding at the end of the year	1,000,928	10,009,280	640,000	6,400,000

#### More than 5% Shareholding

Name of Shareholder	As at 31st March, 2018		As at 31st March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Winro Commercial (India) Limited	177,584	17.74%	104,970	16.40%
Four Dimensions Securities (India) Limited	205,787	20.56%	33,900	5.30%
Ashwin Pannalal Kothari	61,081	6.10%	64,500	10.08%
Ashwin Kumar Kothari (HUF)	59,343	5.93%	63,000	9.84%
Ashwin Kumar Kothari (smaller) (HUF)	59,366	5.93%	63,000	9.84%
Pannalal C Kothari (HUF)	50,979	5.09%	53,050	8.29%

#### Note 4 Reserves and surplus

Particulars	As at 31 <sup>st</sup> March 2018	As at 31 <sup>st</sup> March 2017
	Rs	Rs
<b>(a) General reserve</b>		
Opening balance	213,498,205	35,922,535
Less: Buyback of Equity Shares- Transfer to Capital Redemption Reserve	(296,650)	-
Less: premium on Buy-back of equity shares	(24,175,720)	-

Particulars	As at 31 <sup>st</sup> March 2018	As at 31 <sup>st</sup> March 2017
	Rs	Rs
Add: Transferred from Aroni Commercials Limited pursuant to the Scheme of Amalgamation	-	177,575,670
<b>Closing balance</b>	<b>189,025,835</b>	<b>213,498,205</b>
<b>(b) Surplus in Statement of Profit and Loss</b>		
Opening balance	829,997,500	247,763,628
Add: Profit / (Loss) for the year	159,664,611	52,240,475
Less: Transfer to Reserve u/s 45IC	(31,932,922)	(10,448,095)
Add: Transferred from Aroni Commercials Limited pursuant to the Scheme of Amalgamation	-	540,441,492
<b>Closing balance</b>	<b>957,729,189</b>	<b>829,997,500</b>
<b>(c) Statutory Reserves</b>		
Reserves u/s. 45 IC of RBI Act		
Opening balance	72,332,228	61,884,133
Add: Transfer from Profit & Loss Account	31,932,922	10,448,095
<b>Closing balance</b>	<b>104,265,150</b>	<b>72,332,228</b>
<b>(d) Securities Premium Account</b>		
Opening balance	4,540,000	-
Less: premium on Buy-back of equity shares	(4,540,000)	-
Add: Transferred from Aroni Commercials Limited pursuant to the Scheme of Amalgamation	-	4,540,000
<b>Closing balance</b>	<b>-</b>	<b>4,540,000</b>
<b>(e) Capital Redemption Reserve</b>		
Opening balance	-	-
Add: Buyback of equity Shares	296,650	-
<b>Closing balance</b>	<b>296,650</b>	<b>-</b>
<b>(f) Capital Reserve on Amalgamation (AS - 14)</b>		
Opening balance	30,341,516	-
Add: Reserve Created in Amalgamation	-	30,341,516
<b>Closing balance</b>	<b>30,341,516</b>	<b>30,341,516</b>
<b>Total</b>	<b>1,281,658,340</b>	<b>1,150,709,449</b>

**Note 5 Long-term provisions**

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
	Rs	Rs
Provision for employee benefits		
Provision for Leave salary	1,442,264	2,001,848
<b>Total</b>	<b>1,442,264</b>	<b>2,001,848</b>

# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### Note 6 Short term borrowings

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
<b>Loan Payable on demand</b>		
Other parties		
Secured	-	80,000,000
Unsecured ( Refer note 25.4)	318,100,000	-
<b>Total</b>	<b>318,100,000</b>	<b>80,000,000</b>
<b>Due to Related party</b>	<b>318,100,000</b>	<b>-</b>

#### Notes:

#### Details of security for the secured short-term borrowings

Particulars	Nature of security	As at 31st March, 2018	As at 31st March, 2017
		Rs	Rs
<b>Loan Payable on demand</b>			
Barclays Investments and Loans (India) Limited	Secured by Pledge of Shares	-	80,000,000

### Note 7 Trade payables

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
Trade payables		
Other than Acceptances ( Refer note 25.4 & 28.2 )	454,510	77,276,540
<b>Total</b>	<b>454,510</b>	<b>77,276,540</b>
<b>Due to Related party</b>	<b>454,510</b>	<b>77,276,540</b>

### Note 8 Other current liabilities

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Interest accrued and not due on borrowings	378,515	2,920,133
(b) Other payables		
(i) TDS Payable	298,688	1,241,712
(ii) Outstanding Liabilities	1,820,426	2,529,751
<b>Total</b>	<b>2,497,629</b>	<b>6,691,596</b>
<b>Due to Related party</b>	<b>1,100,515</b>	<b>3,355,260</b>

### Note 9 Short-term provisions

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
Provision - Others		
Provision for Standard Assets	1,091,303	893,225
<b>Total</b>	<b>1,091,303</b>	<b>893,225</b>

The provision for standard assets is calculated as per the prudential norms applicable to Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies.

## Note 10 - Fixed Assets

## Current Year

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2017	Addition on account of Amalgamation	Additions/ (Disposals)	Balance as at 31st March, 2018	Balance as at 1st April 2017	Addition on account of Amalgamation	Depreciation charge for the year	Balance as at 31st March 2018	Balance as at 31st March 2018
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
<b>Property, plant and equipment</b>									
Land	58,870	-	-	58,870	-	-	-	-	58,870
Motor Cycle	195,526	-	82,183	277,709	152,912	-	16,980	169,892	107,817
Motor Vehical	9,406,644	-	-	9,406,644	8,716,221	-	192,301	8,908,522	498,122
Telephone	29,100	-	-	29,100	29,099	-	-	29,099	1
Computer	-	-	109,754	109,754	-	-	16,786	16,786	92,968
<b>Total</b>	<b>9,690,140</b>	<b>-</b>	<b>191,937</b>	<b>9,882,077</b>	<b>8,898,232</b>	<b>-</b>	<b>226,067</b>	<b>9,124,299</b>	<b>757,778</b>

## Previous Year

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2016	Addition on account of Amalgamation	Additions/ (Disposals)	Balance as at 31st March, 2017	Balance as at 1st April 2016	Addition on account of Amalgamation	Depreciation charge for the year	Balance as at 31st March, 2017	Balance as at 31st March, 2017
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
<b>Property, plant and equipment</b>									
Land	-	58,870	-	58,870	-	-	-	-	58,870
Motor Cycle	61,117	134,409	-	195,526	29,622	111,778	11,512	152,912	42,614
Motor Vehical	-	9,406,644	-	9,406,644	-	8,409,278	306,943	8,716,221	690,423
Telephone	-	29,100	-	29,100	-	29,088	11	29,099	1
<b>Total</b>	<b>61,117</b>	<b>9,629,023</b>	<b>-</b>	<b>9,690,140</b>	<b>29,622</b>	<b>8,550,144</b>	<b>318,466</b>	<b>8,898,232</b>	<b>791,908</b>

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

**Note 11 Non-current investments**

Particulars	Face Value	As at 31st March, 2018				As at 31st March, 2017			
		No of Shares		Rs		No of Shares		Rs	
		Quoted	Unquoted	Total	Rs	Quoted	Unquoted	Total	Rs
<b>A Trade Investments (At cost):</b>									
<b>(a) Investment in equity instruments</b>									
<b>(i) of Subsidiary Companies</b>									
Arkaya Commercial Private Limited	10/-	-	162,000	162,000	16,200	-	162,000	162,000	162,000
Sarashwar Trading & Finance Private Limited	10/-	-	1,837,053	1,837,053	93,700	-	1,837,053	1,837,053	1,837,053
		-	1,999,053	1,999,053		-	1,999,053	1,999,053	1,999,053
<b>(ii) of Associates &amp; Group Companies</b>									
Arcies Laboratories Limited	10/-	-	25,000	25,000	2,500	-	25,000	25,000	25,000
Four Dimensions Commodities Private Limited	10/-	-	130,000	130,000	13,000	-	130,000	130,000	130,000
Four Dimensions Securities (I) Limited	10/-	-	123,064,220	123,064,220	1,889,193	-	123,064,220	123,064,220	123,064,220
Geecee Business Private Limited	10/-	-	6,848,650	6,848,650	3,108	-	6,848,650	6,848,650	6,848,650
Geecee Investments Limited	10/-	-	812,436	812,436	210,500	-	812,436	812,436	812,436
Geecee Ventures Limited	10/-	220,581,377	-	220,581,377	2,537,967	220,581,377	-	220,581,377	220,581,377
Winro Commercial (India) Limited	10/-	684,209	-	684,209	100,150	684,209	-	684,209	684,209
		221,265,586	130,880,306	352,145,892		221,265,586	130,880,306	352,145,892	352,145,892
<b>(b) Investment in Preference Shares</b>									
<b>(i) of subsidiary</b>									
<b>[Non Cumulative redeemable Partly paid up]</b>									
10% Arkaya Commercial Private Limited	100/-	-	18,750	18,750	250	-	6,250	6,250	6,250
(Rs. 75/- partly paid up)		-	18,750	18,750		-	6,250	6,250	6,250
<b>Total - Trade (A)</b>		221,265,586	132,898,109	354,163,695		221,265,586	132,885,609	354,151,195	354,151,195

Particulars	Face Value			As at 31st March, 2018			As at 31st March, 2017			
	Rs	No of Shares	Rs	Quoted	Unquoted	Total	No of Shares	Quoted	Unquoted	Total
<b>B. Other investments</b>										
<b>(a) Investment in equity instruments</b>										
<b>(i) of Other Entities</b>										
Adani Enterprises Limited	1/-	400,000	53,737,781	-	-	53,737,781	-	-	-	-
Aditya Birla Capital Limited	10/-	31,500	1,406,906	-	-	1,406,906	-	-	-	-
Adani Transmission Limited	10/-	-	-	-	-	-	840,000	24,567,067	-	24,567,067
Antique Finance Private Limited	10/-	1,931,000	56,771,400	56,771,400	-	56,771,400	1,931,000	-	56,771,400	56,771,400
Ashapura Minechem Limited	2/-	-	-	-	-	-	135,000	8,685,165	-	8,685,165
Ashoka Buildcon Limited	5/-	-	-	-	-	-	33,000	5,221,853	-	5,221,853
Balaji Telefilms Limited	2/-	-	-	-	-	-	70,000	6,608,840	-	6,608,840
Balkrishna Industries Limited	2/-	4,718	1,851,651	-	-	1,851,651	2,359	1,851,651	-	1,851,651
Bharat Gears Limited	10/-	300	-	-	-	-	300	-	-	-
Cairn India Limited	10/-	-	-	-	-	-	294,000	88,577,071	-	88,577,071
CCL Products (India) Limited	2/-	1	54	-	-	54	1	54	-	54
City Union Bank Limited	1/-	255,068	9,836,403	-	-	9,836,403	300,062	13,321,784	-	13,321,784
Claris Lifesciences Limited	10/-	-	-	-	-	-	21,200	6,688,353	-	6,688,353
Cox And Kings Limited	5/-	-	-	-	-	-	100,000	17,696,387	-	17,696,387
Dalmia Bharat Limited	2/-	-	-	-	-	-	23,250	18,833,351	-	18,833,351
DCB Bank Limited	10/-	1	26	-	-	26	1	26	-	26
DCW Limited	10/-	-	-	-	-	-	230,000	7,199,418	-	7,199,418
Diamond Power Infrastructure Ltd	2/-	-	-	-	-	-	233,000	9,187,229	-	9,187,229
Ess Dee Aluminium Limited	10/-	1	489	-	-	489	1	489	-	489
Future Enterprises Limited	2/-	585,001	32,800,439	-	-	32,800,439	10,000	172,600	-	172,600
Grasim Industries Limited	2/-	65,750	73,775,997	-	-	73,775,997	-	-	-	-
Gujarat Narmada Velly Fert. & Chem. Limited	10/-	37	1,591	-	-	1,591	37	1,591	-	1,591
HDFC Bank Limited	2/-	1,000	1,254,788	-	-	1,254,788	1,000	1,254,788	-	1,254,788
Hindustan Zinc Limited	2/-	150,000	41,481,209	-	-	41,481,209	-	-	-	-

Note 11 Non-current investments

Particulars	Face Value	As at 31st March, 2018				As at 31st March, 2017			
		No of Shares		Rs		No of Shares		Rs	
		Quoted	Unquoted	Total	Rs	Quoted	Unquoted	Total	Rs
Housing Development Finance Corporation Limited	2/-	9,000	9,454,575	-	9,454,575	9,000	9,454,575	-	9,454,575
ICICI Bank Limited	2/-	6	1,834	-	1,834	6	1,834	-	1,834
Indian Terrain Fashions Limited	2/-	9,500	1,391,303	-	1,391,303	9,500	1,391,303	-	1,391,303
Insecticides (India) Limited	10/-	45,200	18,529,955	-	18,529,955	45,200	18,529,955	-	18,529,955
JBF Industries Limited	10/-	-	-	-	-	313,000	69,749,387	-	69,749,387
JMC Projects (India) Limited	10/-	-	-	-	-	1	223	-	223
Larsen And Toubro Limited	2/-	5,001	1,699	-	1,699	1	1,290	-	1,290
L.G. Balakrishnan & Brothers Limited	10/-	400	-	-	-	400	-	-	-
LGB Forge Limited	10/-	2,000	-	-	-	2,000	-	-	-
LIC Housing Finance Limited	2/-	-	-	-	-	13,000	6,423,291	-	6,423,291
Mindtree Limited	10/-	-	-	-	-	10,000	4,500,118	-	4,500,118
MRF Limited	10/-	465	16,296,595	-	16,296,595	465	16,296,595	-	16,296,595
Music Broadcast Limited	10/-	-	-	-	-	3,854	1,283,382	-	1,283,382
Muthoot Capital Services Limited	10/-	17,331	5,031,318	-	5,031,318	15,756	4,257,687	-	4,257,687
Muthoot Finance Limited	10/-	-	-	-	-	100,000	29,204,435	-	29,204,435
Nava Bharat Ventures Limited	2/-	-	-	-	-	100,000	12,082,847	-	12,082,847
Ocl India Limited	2/-	25,000	19,584,019	-	19,584,019	25,000	19,584,019	-	19,584,019
Raymond Limited	10/-	7,500	4,912,220	-	4,912,220	10,000	6,528,566	-	6,528,566
Reliance Industries Limited	10/-	2	981	-	981	1	981	-	981
Recco Home Finance Limited	10/-	-	-	-	-	20,000	10,323,058	-	10,323,058
Royal Orchid Hotels Limited	10/-	117,000	11,342,315	-	11,342,315	63,000	5,307,308	-	5,307,308
Sadhav Infrastructure Project Limited	10/-	432,795	51,134,354	-	51,134,354	-	-	-	-
Sanofi India Limited	10/-	-	-	-	-	13,000	43,279,154	-	43,279,154
Saurashtra Cement Limited	10/-	-	-	-	-	73,356	4,085,117	-	4,085,117
Sbi Life Insurance Company Limited	10/-	300	198,625	-	198,625	-	-	-	-
Shree Ganesh Forgings Limited	10/-	1	30	-	30	1	30	-	30
Sicagen India Limited	10/-	1	-	-	-	1	-	-	-

Particulars	Face Value	As at 31st March, 2018				As at 31st March, 2017			
		No of Shares		Rs		No of Shares		Rs	
		Quoted	Unquoted	Total	Rs	Quoted	Unquoted	Total	Rs
Sical Logistics Limited	10/-	1	151	-	151	1	151	-	151
Siemens Limited	2/-	10	1,130	-	1,130	10	1,130	-	1,130
Soril Holdings And Ventures Limited	2/-	10,000	2,010,931	-	2,010,931	-	-	-	-
Sun Pharmaceutical Industries Limited	1/-	-	-	-	-	14,956	11,765,149	-	11,765,149
Tata Motors Limited	2/-	1	446	-	446	1	446	-	446
Teracom Limited	10/-	81,500	887,535	887,535	887,535	81,500	-	887,535	887,535
Thanga Mayil Jewellery Limited	10/-	-	-	-	-	79,000	10,583,429	-	10,583,429
Trident Limited	10/-	-	-	-	-	500,000	30,117,740	-	30,117,740
United Spirits Limited	10/-	1	69	-	69	1	69	-	69
UPL Limited	2/-	2	108	-	108	2	108	-	108
Vikas Ecotech Limited	1/-	-	-	-	-	1,000	13,460	-	13,460
URL Logistics Limited	10/-	10	2,681	-	2,681	10	2,681	-	2,681
Welspun Corp Limited	5/-	129,000	10,966,045	-	10,966,045	129,000	10,966,045	-	10,966,045
Welspun Enterprises Limited	10/-	600,000	54,043,802	-	54,043,802	-	-	-	-
<b>Total - Other investments (B)</b>			<b>421,052,523</b>	<b>57,658,935</b>	<b>478,711,458</b>		<b>535,603,279</b>	<b>57,658,935</b>	<b>593,262,214</b>
<b>(b) Investment in preference instruments</b>									
Vedanta Limited 7.5% Preference Shares	10/-	1,176,000	11,760,000	-	11,760,000	-	-	-	-
<b>Total - Other investments (C)</b>			<b>11,760,000</b>	<b>-</b>	<b>11,760,000</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>(c) Investment in Share Warrants</b>									
Ramky Infrastructure Limited ( Refer note 25.1)		1,000,000	-	25,250,000	25,250,000	-	-	-	-
<b>Total - Other investments (D)</b>			<b>-</b>	<b>25,250,000</b>	<b>25,250,000</b>		<b>-</b>	<b>-</b>	<b>-</b>
Less :Provision for diminishing in the value of Investment ( E)			-	887,535	887,535		-	-	-
<b>Total (A+B+C+D-E)</b>			<b>654,078,109</b>	<b>214,919,509</b>	<b>868,997,618</b>		<b>756,868,865</b>	<b>190,544,544</b>	<b>947,413,409</b>
<b>Aggregate amount of quoted investments</b>			<b>654,078,109</b>	<b>-</b>	<b>654,078,109</b>		<b>756,868,865</b>	<b>-</b>	<b>756,868,865</b>
<b>Aggregate market value of listed and quoted investments</b>			<b>922,946,204</b>	<b>-</b>	<b>922,946,204</b>		<b>1,087,684,391</b>	<b>-</b>	<b>1,087,684,391</b>
<b>Aggregate amount of unquoted investments</b>			<b>-</b>	<b>214,919,509</b>	<b>214,919,509</b>		<b>-</b>	<b>190,544,544</b>	<b>190,544,544</b>



# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### Note 12 Deferred Tax Assets

Particulars	Deferred Tax Asset/ (Liabilities) As at 31st March, 2017	Charge/ (Credit) during the period	Deferred Tax Asset/ (Liabilities) As at 31st March, 2018
	Rs	Rs	Rs
Depreciation	642,703	(161,010)	481,693
Business Loss	21,710,023	2,995,145	24,705,168
Speculation Loss	53,826	(8,527)	45,299
Provision for standard assets	295,327	8,273	303,600
Provision for Leave Salary	661,871	(260,633)	401,238
Longt term loss	818,071	344,951	1,163,022
Amalgamation Expenses	128,714	477,664	606,378
Mark to Market Loss	741,142	(501,745)	239,397
Mark to Market Profit	(276,061)	276,061	-
Stock valuation	118,592	(118,587)	5
<b>Total</b>	<b>24,894,208</b>	<b>3,051,592</b>	<b>27,945,800</b>

### Note 13 Long-term loans and advances

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Security Deposits		
Unsecured, Considered good	10,106,219	10,106,219
(b) Prepaid Expenses		
Unsecured, considered good	6,000	8,407
(c) Loans and advances to employees		
Unsecured, considered good	874,000	-
(d) MAT Credit Entitlment	20,026,428	-
Unsecured, considered good	20,026,428	-
<b>Total</b>	<b>31,012,647</b>	<b>10,114,626</b>

## Note 14 Current investments

Particulars	Face Value	As at 31st March, 2018			As at 31st March, 2017			
		No of Units	Quoted	Unquoted	Total	No of Units	Quoted	Unquoted
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
<b>A. Other investments</b>								
<b>Investment in Venture Capital Funds</b>								
Urban Infrastructure Opportunities Fund	49,430	540	-	14,960,700	14,960,700	540	-	21,862,980
	(62,430)							
Kshitij Venture Capital Fund	324.70	10,000	-	2,155,400	2,155,400	10,000	-	2,694,700
	(337.50)							
<b>Investment in Mutual Funds</b>								
Birla Sun Life Cash Plus	-	799,965.29	-	222,900,000	222,900,000	-	-	-
Kotak Floater Short term Growth	-	29,536.03	-	84,100,000	84,100,000	-	-	-
<b>Total</b>				324,116,100	324,116,100		24,557,680	24,557,680
<b>Aggregate amount of quoted investments</b>								
<b>Aggregate market value of listed and quoted investments</b>								
<b>Aggregate amount of unquoted investments</b>				324,116,100	324,116,100		24,557,680	24,557,680

# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### Note 15 Inventories

(at cost or net realisable value whichever is low)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Nos	Rs	Nos	Rs
<b>(A) Quoted Shares</b>				
Aditya Birla Fashion & Retail Limited	-	-	40,000	6,154,000
Consolidated Fibers & Chem Limited	50	500	50	80
Diamond Power Infrastructure Limited	-	-	1,000	34,600
IDFC Limited	750,000	36,562,500	-	-
JMC Project Limited	-	-	1	266
Kridhan Infra Limited	1	87	1	51
Rattan Indian Infrastructure Limited	-	-	1,565,000	5,176,385
State Bank of India Limited	1	250	-	-
Welspun India Limited	488,000	28,328,400	-	-
<b>Total - A</b>	<b>1,238,052</b>	<b>64,891,737</b>	<b>1,606,052</b>	<b>11,365,381</b>
<b>(B) Unquoted Shares</b>				
Auroplast India Limited	2,500	25,000	2,500	25,000
Allied Resins Chem Limited	5,000	5,000	5,000	5,000
East Aggle Plastic Limited	660	1,320	660	1,320
Meeraj Multiweb Inds.Limited	24,000	240,000	24,000	240,000
<b>Total - B</b>	<b>32,160</b>	<b>271,320</b>	<b>32,160</b>	<b>271,320</b>
<b>Total- A+B</b>	<b>1,270,212</b>	<b>65,163,057</b>	<b>1,638,212</b>	<b>11,636,701</b>
<b>Aggregate market value of Quoted financial securities</b>		<b>65,163,076</b>		<b>12,563,816</b>

### Note 16 Trade receivables

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	-	-
Other trade receivables		
Unsecured, considered good	-	26,742,245
<b>Total</b>	<b>-</b>	<b>26,742,245</b>

**Note 17 Cash and Bank balance**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
<b>Cash and cash equivalents (As per AS 3 Cash Flow Statements)</b>		
(a) Cash on hand	60,796	236,940
(b) Balances with banks		
(i) In current accounts	2,670,458	15,625,635
	<b>2,731,254</b>	<b>15,862,575</b>
<b>Other Bank Balance</b>		
(i) In Fixed Deposit	375,614	375,614
<b>Total</b>	<b>3,106,868</b>	<b>16,238,189</b>

**Note 18 Short-term loans and advances**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Loans and advances to employees		
Unsecured, considered good	446,030	282,000
(b) Inter-corporate deposits		
Unsecured, considered good ( refer note 25.4)	265,600,000	239,000,000
(c) Others		
Unsecured, considered good	-	4,750,000
(d) Prepaid expenses		
Unsecured, considered good	74,094	80,970
(e) Balances with government authorities- Unsecured, considered good		
Advance Tax (Net of Provision of Rs. 39,027,425) (Previous Year Rs. 33,678,396)	19,905,681	9,317,914
<b>Total</b>	<b>286,025,805</b>	<b>253,430,884</b>
<b>Due from Related parties</b>	<b>175,600,000</b>	<b>169,000,000</b>

**Note 19 Other current assets**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Accruals		
(i) Interest accrued on loans	7,225,653	11,456,738
(b) Others		
(i) Advance against expenses	2,000	2,000
(ii) Other receivable	900,000	600,000
<b>Total</b>	<b>8,127,653</b>	<b>12,058,738</b>
<b>Due from Related parties</b>	<b>5,180,311</b>	<b>10,427,927</b>

# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### Note 20 Revenue from operations

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Profit on Trading in Securities & Mutual funds (net) (refer note (a) below)	(168,459,073)	32,322,421
Other operating revenues (refer note (b) below)	176,675,658	32,066,934
<b>Total</b>	<b>8,216,585</b>	<b>64,389,355</b>

Note	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
		Rs	Rs
<b>(a)</b>	<b>Profit on Trading in Securities &amp; Mutual funds comprises</b>		
	<b>Traded goods</b>		
	Sale of shares and mutual funds	523,728,995	275,811,545
	Less: Purchases of shares & mutual funds	743,755,309	94,753,081
	Less: Changes in inventories ( refer note (i) below)	(53,526,356)	146,215,822
	Less: Security Transaction Charges	1,959,115	2,520,221
	<b>Total</b>	<b>(168,459,073)</b>	<b>32,322,421</b>

(i)	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
		Rs	Rs
	<b><u>Inventories at the end of the year:</u></b>		
	Stock-in-trade	65,163,057	11,636,701
		65,163,057	11,636,701
	<b><u>Inventories at the beginning of the year:</u></b>		
	Stock-in-trade	11,636,701	186,136,516
	Less : Transfer to Investments	-	(28,283,993)
		11,636,701	157,852,523
	<b>Net (increase) / decrease</b>	<b>(53,526,356)</b>	<b>146,215,822</b>

<b>(b)</b>	<b>Other operating revenues comprise</b>		
	(i) Interest income		
	Interest on loan	17,204,538	22,022,590
	Interest income from investments/bonds	-	4,547,636
	(ii) Profit on sale of investment	147,432,853	70,719,399
	(iii) Profit / (Loss) on futures & options segment	10,726,690	(65,229,947)
	(iv) Income from speculation in equity shares - cash segment	1,311,577	2,456
	(v) Brokerage Received	-	4,800
	<b>Total - Other operating revenues</b>	<b>176,675,658</b>	<b>32,066,934</b>
	<b>Income from Related Party</b>	<b>5,755,901</b>	<b>15,039,301</b>

**Note 21 Other income**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
<b>Interest income</b>		
Interest income (refer note (i) below)	440,718	597,656
<b>Dividend income</b>		
from group company	3,806,951	-
from others	151,294,598	42,522,957
<b>Miscellaneous Income</b>	332	-
<b>Total</b>	<b>155,542,599</b>	<b>43,120,613</b>
<b>Income from Related Party</b>	<b>3,806,951</b>	<b>-</b>

Note (i)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
<b>Interest income comprises</b>		
(a) Interest on fixed deposits	62,425	425,560
(b) Interest on income tax refund	378,293	172,096
<b>Total</b>	<b>440,718</b>	<b>597,656</b>

**Note 22 Employee benefits expense**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Salaries, bonus and allowances	12,337,561	14,789,538
Staff welfare expenses	105,826	105,807
<b>Total</b>	<b>12,443,387</b>	<b>14,895,345</b>
<b>Payment to Related Parties</b>	<b>4,915,174</b>	<b>7,657,476</b>

**Note 23 Finance costs**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Interest on borrowings	3,365,462	28,137,661
Interest on Income Tax	-	263,029
Interest on late payment of TDS	19	-
<b>Total</b>	<b>3,365,481</b>	<b>28,400,690</b>
<b>Payment to Related Parties</b>	<b>420,572</b>	<b>3,129,102</b>

# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### Note 24 Other expenses

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Rates and taxes, excluding taxes on income	2,000	4,500
Legal and professional fees	5,558,875	1,648,399
Payments to auditors (refer note (i) below)	95,000	113,000
Expenditure towards Corporate Social Responsibility Expenses	-	2,700,000
Provision for Standard Asset	198,078	779,684
Sundry balance written off	-	5,000,001
Decrease in the value of venture Fund	2,246,631	-
Miscellaneous expenses	3,035,010	2,255,604
<b>Total</b>	<b>11,135,593</b>	<b>12,501,188</b>
<b>Payment to Related Parties</b>	<b>15,418</b>	<b>8,485</b>

### Note (i)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Payments to the auditors comprises		
As auditors - statutory audit	55,000	55,000
Tax Audit fees	15,000	15,000
for other services	25,000	43,000
<b>Total</b>	<b>95,000</b>	<b>113,000</b>

### Note 25 Additional information to the financial statements

#### 25.1 Contingent liabilities and commitments (to the extent not provided for)

##### Contingent Liabilities :

- (i) Contingent liabilities not provided for uncalled liability on
  - a) Partly paid up preference shares of Arkaya Commercial Private Limited amounting to Rs.6,250/-
  - b) Partly paid up shares warrant of Ramky Infrastructure Limited amounting to Rs. 75,750,000/-
- (ii) Demand of Rs.80,22,602/- for AY 1996-97 is pending under Madhya Pradesh Sales Tax Act against which appeals had been filed with Deputy Commissioner of Commercial Tax. The Deputy Commissioner of Commercial tax has redirected case to Assessing Officer for reassessment. The reassessment proceedings has not yet initiated.

- (iii) During F.Y. 2004-05, Company has kept Rs.100.70 Lacs in Escrow account with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which company has transferred its Aluminum Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited under section 391 to section 394 of the companies Act, 1956. On 01/10/2012, The High court of Indore (Single Judge ) has given decision in favour of the Company. Revenue had filed an writ appeal against the said order with the Hon'ble The High court of M.P., Indore.( Double Judge), wherein order dated 26.09.2014 states that the appeal be listed for final hearing in due course.
- (iv) NEPC India Limited had instituted a suit against the company in the court of II FAST TRACK JUDGE Madras for deferment of payment to the NEPC India Limited the sum of Rs. 20,47,156/- together with interest at 24% p.a on Rs. 10,53,450/- Vide order dated 13/02/2012, court has given decision in favour of NEPC India limited. In the result the suit is decreed in favour of NEPC India Limited for Rs. 10,53,450/- with interest at the rate of 12% p.a. from august 98 till realisation with costs. Company has filed an appeal with the High court of Madras against the said order.
- (v) As per Income Tax Department following tax demand is outstanding against the company & it has not been provided in the accounts.

Assessment Year	Demand u/s	Short Provision Rs.	Amount paid under Protest / Refund Adjusted Rs	Status of Appeal
<b>Aroni Commercials Limited - Transferor Company</b>				
2005-06	u/s 250	146,381	146,381	Letter for rectification against order giving effect of CIT (Appeal)'s order has been filed on 18/04/2012.
2006-07	u/s 250	413,358	413,358	Order Giving Effect to ITAT order pending.
2009-10	u/s 143(3)	156,807	156,807	Letter for rectification against order u/s 154 wrt 143(3) dated 29/02/2012 has been filed.
2010-11	u/s 143(3)	72,107	-	CIT (Appeal's) order giving effect is pending.
2012-13	u/s 143(3)	290,483	218,052	Letter for rectification has been filed against order 143(3) dated 10/02/2015 order pending.
2015-16	u/s 143(3)	20,316	20,316	Order u/s 154 is pending.
<b>Saraswati Commercial (India) Limited- Transferee Company</b>				
2010-11	u/s 143(1)	385,884	385,884	Rectification of oder u/s 154 is pending.

## 25.2 Details of Open interest in Equity stock Futures Contracts as on 31st March, 2018

Name of Equity Stock Future			No. of Contracts	Long Position	Short Position
Scrip	FUT/OPT	EXPIRY			
DHFL	FUT	26-APR-2018	34	-	51,000
HINDPETRO	FUT	26-APR-2018	17	26,775	-



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 25.3 Income and Expenditure in Foreign Currency

Particulars	2017-18	2016-17
	Rs.	Rs.
Expenditure in foreign currency	NIL	NIL
Earnings in foreign exchange	NIL	NIL

25.4 Trade Receivable, Trade Payable, Loans and Advances and Unsecured Loans are subject to confirmation.

25.5 The Company has a policy of booking Income received from “Kshitij Venture Capital Fund” and “Urban Infrastructure Opportunities Fund” on the basis of provisional income statement received from respective Venture Capital Fund Manager. The Company has booked the fund based on NAV of the fund as on 31st March, 2018 received from the fund Manager. Accordingly any decrease is charged to profit and loss under head “Decrease in the value of venture Fund”.

25.6 A) Fixed deposits with bank of Rs. 3,75,614/- includes fixed deposit of Rs.3,08,871/-in the name of District and Sessions Judge, Ujjain deposited as guarantee money. However, the entire amount of Rs. 3,75,614 is subject to reconciliation and confirmation from the respective banks and authorities. The Fixed Deposit of Rs.3,08,871/- was renewed in August 2003 having maturity in June 2006 with a maturity value Rs.4,84,974/-. Since the status of the case is pending & there is no communication of renewal of Fixed Deposit post June 2006. Considering this fact, the company has not accounted for any interest income on the said fixed deposit.

B) During F.Y. 2004-05, Company has kept Rs.100.70 Lacs in Escrow account in fixed deposit in the name of Arcil Catalyst Private Limited previously known as ‘Atofina’ with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which company has transferred its Aluminum Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited. The present value of the fixed deposit as on 31st March 2018 is Rs. 20,412,705. Since the fixed deposit is in the name of Arcil Catalyst Private Limited no income on same is accounted for by the Company. Only in the event of a favourable outcome from the apex court in favour of the company, proceeds of fixed deposit will be received, the Company will account for interest income.

### Note 26 Disclosures under Accounting Standards

#### 26.1 Employee Benefit Plans (AS 15)

- As number of employees working in company are less than Ten, Gratuity provisions as per Accounting Standard 15 issued by Institute of Chartered Accountant of India does not apply to company.
- The company has made provision for Leave Salary on the actual balance leaves of the employees for the FY 2017-2018, calculated at the monthly basic plus HRA salary of the employees for the FY 2017-2018.

#### 26.2 Related party transactions (AS 18)

##### Details of related parties:

Description of relationship	Names of related parties
Subsidiaries	Sareshwar Trading & Finance Private Limited
	Arkaya Commercials Private Limited
Associates	Arcies Laboratories Limited
Entities in which KMP / relatives of KMP have	Four Dimensions Commodities Private Limited
significant influence & Other group companies	Four Dimensions Securities (India) Limited

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Geecee Ventures Limited
Geecee Investments Limited
Geecee Business Private Limited
Sam Jag-Deep Investment Private Limited
Urudavan Investment and Trading Private Limited
Winro Commercial (India) Limited
Kothari Premises Private Limited

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**Key Management Personnel (KMP) as on 31/03/2018**

• Shri Harisingh Shyamsukha	- Director (upto 13-11-2017)
• Shri Anil Kumar Rajan	- Director (upto 10-08-2017)
• Shri V V Sureshkumar	- Director (w.e.f 14-08-2017)
• Shri Ritesh Zaveri	- Director (w.e.f. 13-11-2017)
• Shri Ketan Desai	- Director
• Mrs Babita Thaker	- Director
• Mr Rajiv Pathak	- Chief Executive Officer
• Mrs Vaishali Rajesh Dhuri	- Chief Financial Officer
• Mrs Avani Sanghavi	- Company Secretary (w.e.f 14-08-2017)
• Mrs Ekta Kumari	- Company Secretary (upto 14-08-2017)

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**Note:**

1. Related parties have been identified by the Management.

# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Details of related party transactions during the year ended 31<sup>st</sup> March, 2018 and balances outstanding as at 31<sup>st</sup> March, 2018:

	Subsidiaries	Associates	KMP	Relatives of KMP	Others	Total
	Rs	Rs	Rs	Rs	Rs	Rs
a	Brokerage Paid	-	-	-	4,804,116	4,804,116
		(-)	(-)	(-)	(5,571,171)	(5,571,171)
b	Employee benefit expenses	-	4,915,174	-	-	4,915,174
		(-)	(7,657,476)	(-)	(-)	(7,657,476)
c	Interest Received on Loan	-	-	-	5,755,901	5,755,901
		(-)	(-)	(-)	(15,039,301)	(15,039,301)
d	Dividend Received	-	-	-	3,806,951	3,806,951
		(-)	(-)	(-)	(-)	(-)
e	Interest Paid	-	-	-	420,572	420,572
		(-)	(-)	(-)	(3,129,102)	(3,129,102)
f	Reimbursement of expenses	-	-	-	15,418	15,418
		(-)	(-)	(-)	(8,485)	(8,485)
<b>Finance &amp; Investment</b>						
g	Loan Taken	-	-	-	662,993,613	662,993,613
		(-)	(-)	(-)	(702,058,266)	(702,058,266)
h	Loan Repaid	-	-	-	344,893,613	344,893,613
		(-)	(-)	(-)	(702,058,266)	(702,058,266)
i	Loans Advanced	-	-	-	1,370,323,927	1,370,323,927
		(-)	(-)	(-)	(1,988,195,703)	(1,988,195,703)
j	Loans Received back	-	-	-	1,194,723,927	1,194,723,927
		(-)	(-)	(-)	(1,988,195,703)	(1,988,195,703)
k	Investment purchased	-	-	-	-	-
		(-)	(-)	(-)	(161,555,327)	(161,555,327)
<b>Balances outstanding at the end of the year</b>						
l	Other Current Liability	-	722,000	-	378,515	1,100,515
		(-)	(541,647)	(-)	(2,813,613)	(3,355,260)
m	Trade Payable	-	-	-	454,510	454,510
		(-)	(-)	(-)	(77,276,540)	(77,276,540)
n	Short Term borrowing	-	-	-	318,100,000	318,100,000
		(-)	(-)	(-)	(-)	(-)
o	Short Term loan & Advances	-	-	-	175,600,000	175,600,000
		(-)	(-)	(-)	(169,000,000)	(169,000,000)
p	Investments	2,017,803	25,000	-	352,120,892	354,163,695
		(2,005,303)	(25,000)	(-)	(352,120,892)	(354,151,195)
q	Other Current Assets	-	-	-	5,180,311	5,180,311
		(-)	(-)	(-)	(10,427,927)	(10,427,927)

Note: Figures in bracket relates to the previous year

Disclosure in respect of Related Party Transactions during the year

Particulars	Relation	2017-18	2016-17
		Rs	Rs
<b>a Brokerage Paid</b>			
-Four Dimensions Securities (India) Limited	Others	4,804,116	5,571,171
<b>b Employee benefit expenses</b>			
-Mr Nalin Kothari	KMP	-	488,212
-Mrs Vaishali Dhuri	KMP	962,256	829,948
-Mrs Ekta Kumari	KMP	56,126	152,400
-Mr Rajiv Pathak	KMP	3,415,737	2,288,030
-Mrs Avani Sanghavi	KMP	481,055	-
-Mr. Anoop Chaturvedi	KMP	-	739,775
-Mrs. Shreya Dhende	KMP	-	762,053
-Mr. Nirav Shah	KMP	-	2,397,058
<b>c Interest Received on Loan</b>			
Four Dimensions Securities (India) Limited	Others	3,580,141	3,610,884
Kothari Premises Private Limited	Others	834,252	10,607,032
GeeCee Investment Limited	Others	768,776	700,867
Urdhavan Investment & Trading Private Limited	Others	572,732	120,518
<b>d Dividend Received</b>			
-Geecee Ventures Limited	Others	3,806,951	-
<b>e Interest Paid</b>			
-Geecee Investments Limited	Others	-	2,866
-Winro Commercial (India) Limited	Others	420,572	3,126,236
<b>f Reimbursement of expenses</b>			
-Mr Nalin Kothari	KMP	-	2,895
-Mrs Vaishali Dhuri	KMP	13,887	5,590
-Mrs Avani Sanghavi	KMP	1,531	-
<b>Finance &amp; Investment</b>			
<b>g Loan Taken</b>			
-Geecee Investments Limited	Others	-	14,900,000
-Winro Commercial (India) Limited	Others	662,993,613	687,158,266
<b>h Loan Repaid</b>			
-Geecee Investments Limited	Others	-	14,900,000
-Winro Commercial (India) Limited	Others	344,893,613	687,158,266
<b>i Loans Advanced</b>			
-Geecee Investments Limited	Others	297,002,914	186,594,243
-Four Dimensions Securities (India) Limited	Others	597,745,218	1,303,350,460

# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Particulars	Relation	2017-18	2016-17
		Rs	Rs
-Kothari Premises Private Limited	Others	185,146,329	364,951,000
-Urdhavan Investment & Trading Private Limited	Others	290,429,466	133,300,000
<b>j Loans Received back</b>			
-Geecee Investments Limited	Others	297,002,914	186,594,243
-Four Dimensions Securities (India) Limited	Others	597,745,218	1,134,350,460
-Kothari Premises Private Limited	Others	9,546,329	364,951,000
-Urdhavan Investment & Trading Private Limited	Others	290,429,466	133,300,000
<b>k Purchase of Investment from</b>			
-Geecee Investments Limited	Others	-	107,703,551
-Winro Commercial (India) Limited	Others	-	53,851,776
<b>l Balances outstanding at the end of the year</b>			
<b>Trade Payable</b>			
-Four Dimensions Securities (India) Limited	Others	454,510	77,276,540
<b>m Other Current Liabilities</b>			
<b>Interest Payable</b>			
-Winro Commercial (India) Limited	Others	378,515	2,813,613
<b>Employee benefits payable</b>			
-Mr Rajiv Pathak	KMP	616,000	372,587
-Mrs Vaishali Dhuri	KMP	76,000	156,060
-Mrs Ekta Kumari	KMP	30,000	12,500
<b>Telephone Expenses Payable</b>			
-Mrs Vaishali Dhuri	KMP	-	500
<b>n Other Current Assets</b>			
-Four Dimensions Securities (India) Limited	Others	3,222,127	145,218
-Kothari Premises Private Limited	Others	750,827	9,546,329
-Geecee Investments Limited	Others	691,898	627,914
-Urdhavan Investment & Trading Private Limited	Others	515,459	108,466
<b>o Short term borrowing</b>			
-Winro Commercial (India) Limited	Others	318,100,000	-
<b>p Short Term loan &amp; Advances</b>			
-Kothari Premises Private Limited		175,600,000	169,000,000

Disclosure in respect of Related Party Transactions during the year

Particulars	Relation	2017-18	2016-17
		Rs	Rs
<b>q Investments</b>			
Sareshwar Trading & Finance Private Limited	Subsidiary	<b>1,837,053</b>	1,837,053
Geecee Venture Limited	Others	<b>220,581,377</b>	220,581,377
Geecee Investments Limited	Others	<b>812,436</b>	812,436
Winro Commercial (India) Limited	Others	<b>684,209</b>	684,209
Arkaya Commercial Private Limited	Subsidiary	<b>180,750</b>	180,750
Arcies Laboratories Limited	Associates	<b>25,000</b>	25,000
Four Dimensions Commodities Private Limited	Others	<b>130,000</b>	130,000
Four Dimensions Securities (I) Limited	Others	<b>123,064,220</b>	123,064,220
GeeCee Business Private Limited	Others	<b>6,848,650</b>	6,848,650

### 26.3 Earnings per share (AS 20)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
(a) Profit available for equity shareholders	<b>159,664,611</b>	52,240,475
(b) Weighted average number of Equity Shares for Basic Earnings per share (Nos.)	<b>964,137</b>	640,000
(c) Effect of weighted average of potential equity shares on issue of shares in Amalgamation	-	390,593
(d) Weighted average number of equity shares for Diluted Earnings per share (Nos.)	<b>964,137</b>	1,030,593
(e) Nominal Value of Equity Shares (Rs.)	<b>10.00</b>	10.00
(f) Basic Earnings per share (Rs.)	<b>165.60</b>	81.63
(g) Diluted Earnings per share (Rs.)	<b>165.60</b>	50.69

27 **Disclosure as per Annexure 4 of Reserve Bank of India's Notification no. DNBR.19/ CGM (CDS)-2015 dated April 10, 2015 on Non- Banking Financial Companies-Corporate Governance (Reserve Bank) Directions, 2015 read with the requirements as required by Annexure XII of Non Banking Financial Company – Systematically Important – Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Direction, 2016.**

#### 27.1 Summary of Significant Accounting Policies

The summary of Significant Accounting Policies is disclosed in Note No.1 & 2 to the Financial Statements.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

**27.2 Capital to Risk Assets Ratio (“CRAR”)**

Items	As at 31st March, 2018	As at 31st March, 2017
CRAR (%)	64.62	78.34
CRAR – Tier I Capital (%)	64.52	78.23
CRAR – Tier II Capital (%)	0.09	0.11
Amount of subordinated debt raised as Tier-II Capital	-	-
Amount raised by issue of perpetual Debt Instruments	-	-

**27.3 Investments**

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(I) Value of Investments</b>		
(i) Gross Value of Investments	1,259,164,310	983,607,790
(a) In India	1,259,164,310	983,607,790
(b) Outside India,	-	-
(ii) Provisions for Depreciation	887,535	-
(a) In India	887,535	-
(b) Outside India,	-	-
(iii) Net Value of Investments	1,258,276,775	983,607,790
(a) In India	1,258,276,775	983,607,790
(b) Outside India	-	-
<b>(II) Movement of provisions held towards depreciation on investments</b>		
(i) Opening balance	-	-
(ii) Add : Provisions made during the year	887,535	-
(iii) Less : Write-off / write-back of excess provisions during the year	-	-
(iv) Closing balance	887,535	-

**27.4 Derivatives**

**Forward Rate Agreement / Interest Rate Swap:**

The Company has not entered into any Forward Rate Agreement / Interest Rate Swap transactions during the current financial year and in the previous financial year.

**Exchange Traded Interest Rate (IR) Derivatives :**

The Company has not entered into any Exchange Traded Interest Rate (IR) Derivatives transactions during the current financial year and in the previous financial year.

**Disclosures on Risk Exposure in Derivatives :**

The Company has not entered into any Currency Derivatives transactions during the current financial year and in the previous financial year. However, the company has entered into equity /index Futures and Options contracts during the current as well as previous financial year. The Mark to Market Gains or losses have been recognized as per as per the Guidance Note on “accounting for Derivative Contracts (2015)” issued by The Institute of Chartered Accountants of India and shown under the head “Profit / (Loss) on futures & options segment” in note no. 20 to the financial statement.

**27.5 Disclosures relating to Securitisation**

The Company has not done any Securitisation during the current financial year and in the previous financial year. Hence disclosures relating to Securitisation are not applicable.

**27.5.1 Details of non-performing financial assets purchased / sold**

The Company has neither purchased nor sold any Non Performing Financial Assets during the current financial year and in the previous financial year.

**27.6 Maturity pattern of certain items of Assets and Liabilities**

Particulars	Deposit	Advances	Investments	Borrowings	Foreign Currency assets	Foreign Currency liabilities
1 day to 30/31 days	-	-	310,479,143	318,100,000	-	-
Over one month upto 2 months	-	20,000,000	2,700,000	-	-	-
Over 2 months upto 3 months	-	20,000,000	-	-	-	-
Over 3 months upto 6 months	-	-	-	-	-	-
Over 6 months upto 1 year	-	225,600,000	78,179,157	-	-	-
Over 1 year upto 3 years	-	-	-	-	-	-
Over 3 years upto 5 years	-	-	-	-	-	-
Over 5 years	-	-	866,918,475	-	-	-
<b>Total</b>	-	<b>265,600,000</b>	<b>1,258,276,775</b>	<b>318,100,000</b>	-	-

**Note:**

Maturity pattern of the Investments are based on the Management’s intention to hold them for a desired period.



**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**
**27.7 Exposure to Real Estate Sector**

Category	As at 31st March, 2018	As at 31st March, 2017
a) Direct Exposure		
i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented:	Nil	Nil
ii) Commercial Real Estate - Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial buildings, multi-tenanted commercial premises, multi-family residential premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc). Exposure includes non-fund based (NFB) limits.	Nil	Nil
iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
1. Residential	Nil	Nil
2. Commercial Real Estate	Nil	Nil

**Exposure to Capital Market**

Particulars	As at 31st March, 2018	As at 31st March, 2017
(i) direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;*	898,019,460	959,043,860
(ii) advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii) advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv) advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
(v) secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi) loans sanctioned to corporate against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii) bridge loans to companies against expected equity flows / issues;	-	-
(viii) all exposures to Venture Capital Funds (both registered and unregistered)	-	-
<b>Total Exposure to Capital Market</b>	<b>898,019,460</b>	<b>959,043,860</b>

\*Note : The Company has made an investment of Rs. 9,454,575 (Previous year Rs. 26,200,924) in Housing Finance Company ( Rs. 9,454,575 (Previous year Rs. 9,454,575 ) in Housing Development Finance Corporation Limited, RS. Nil (Previous year Rs. 6,423,291) in LIC Housing Finance Limited & Rs. Nil (Previous year Rs. 10,323,058) in Repco Home Finance Limited ) which are included in Capital Market.

**27.8 Details of financing of parent company products**

The Company does not finance its parent Company products. Hence this clause is not applicable.

**27.9 Details of Single Borrower Limit (SGL)/ Group Borrower Limit GBL exceeded by the NBFC**

The Company does not exceed Single Borrower Limit (SGL)/ Group Borrower Limit as prescribed RBI in prudential norms.

**27.10 Unsecured Advances**

The Company has given unsecured loans/advances during current as well as previous year. The outstanding amount of unsecured loans/advances as on 31st March, 2018 is Rs. 265,600,000 ( Previous year Rs. 243,750,000). The Company has not given any advances against intangible security.

**27.11 Miscellaneous****27.11.1 Registration obtained from other financial sector regulators**

Not Applicable.

**27.11.2 Disclosure of Penalties imposed by RBI and other regulators**

No penalties have been imposed by RBI and any other regulator.

**27.11.3 Related Party Transactions**

Details of all material transactions with related parties: Refer note no. 26.2

**27.11.4 Ratings assigned by credit rating agencies and migration of ratings during the year**

Not Applicable.

**27.11.5 Remuneration of Directors**

The Company has not paid any remuneration to any director of the Company except director's sitting fees of Rs 17000/- paid to independent directors

**27.11.6 Management**

Management Discussion and Analysis Report is been incorporated in the Directors Report.

**27.11.7 Net Profit or Loss for the period, prior period items and changes in accounting policies**

There are no prior period items. Accordingly there is no impact on profit / loss of the Company.

**27.11.8 Revenue Recognition**

The company has not postponed recognition of revenue on account of any pending resolution of significant uncertainties.

**27.11.9 Accounting Standard 21 -Consolidated Financial Statements (CFS)**

The Company has presented the Consolidated Financial Statement as per the guidelines & clarification provided by ICAI.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**
**27.12 Additional Disclosures**
**27.12.1 Provisions and Contingencies**

<b>Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
Provisions for depreciation on Investment	<b>887,535</b>	-
Provision towards NPA	-	-
Provision made towards Income tax	-	2,483,000
Provision for employee benefits	<b>181,049</b>	339,523
Other Provision and Contingencies (with details)	-	-
Provision for Standard Assets	<b>198,078</b>	779,684

**27.12.2 Draw Down from Reserves**

The Company has not made any draw down from reserves during the current and previous year.

**27.12.3 Concentration of Deposits, Advances, Exposures and NPAs**
**1. Concentration of Deposits (for deposit taking NBFCs)**

As the Company is a non-deposit taking/holding NBFC, details as required under this clause is not applicable.

**2. Concentration of Advances**

(Amount in Rs)

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
Total Advances to twenty largest borrowers	<b>265,600,000</b>	243,750,000
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	<b>100.00%</b>	100.00%

**3. Concentration of Exposures**

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
Total Exposure to twenty largest borrowers / Customers*	<b>1,151,610,411</b>	1,084,894,470
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	<b>95.99%</b>	90.20%

\*Note:

Total Exposure includes investment made in shares of another company (including Group companies) as well as loans given.

**4. Concentration of NPAs**

The Company does not have any Non-Performing Assets.

**5. Sector-wise NPAs**

The Company does not have any Non-Performing Assets.

**27.12.4 Movement of NPAs**

The Company does not have any Non-Performing Assets, details as required under this clause is not applicable.

**27.12.5 Overseas Assets**

The Company does not have any overseas Assets nor have made any Investments in any Overseas Joint venture or Overseas Subsidiary.

**27.12.6 Off-balance Sheet SPVs sponsored**

The Company does not have any off balance sheet SPVs sponsored.

## 27.12.7 Disclosure of Complaints

## Customer Complaints

Particulars	2017-18	2016-17
(a) No. of complaints pending at the beginning of the year	Nil	Nil
(b) No. of complaints received during the year	Nil	Nil
(c) No. of complaints redressed during the year	Nil	Nil
(d) No. of complaints pending at the end of the year	Nil	Nil

## 28.1 Disclosure as per Regulation 34 (3) &amp; 53(f) of Securities and Exchange Board Of India ( Listing Obligation and Disclosure Requirement) Regulation, 2015

Loans and advances (including interest accrued and due) in the nature of loans to subsidiaries, associates, firms/ companies in which directors are interested

Particulars	Balance Sheet as at	Maximum balance outstanding during the year ended	Balance Sheet as at	Maximum balance outstanding during the year ended
	31st March, 2018	31st March, 2018	31st March, 2017	31st March, 2017
<b>Subsidiaries</b>				
Arkaya Commercial Private Limited	-	-	-	-
Sareshwar Trading & Finance Private Limited	-	-	-	-
<b>Associate:</b>				
Arcies Laboratories Limited	-	-	-	-
<b>Companies in which directors are interested</b>				
Geecee Investments Limited	691,898	200,000,000	-	-

## 28.2 Disclosures under the Micro, Small and Medium Enterprises Development Act, 2006:

Sr.No	Particulars	As at 31st March, 2018	As at 31st March, 2017
(a)	Principal amount remaining unpaid to any supplier at the end of the accounting year.	-	-
(b)	Interest due thereon remaining unpaid to any supplier at the end of the accounting year.	-	-
(c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

**28.3 Section 135 of the Companies Act, 2013 i.e Corporate Social Responsibility, read with Schedule VII thereto, is not applicable to the Company. Although, the Company has spent Rs. Nil (previous year Rs. 27 Lakh ) towards Corporate Social Responsibility.**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
(a) Gross amount required to be spent by the Company during the year.	-	-
(b) Amount spent during the year:		
In Cash	-	2,700,000
Yet to be paid in cash	-	-
<b>Total</b>	<b>-</b>	<b>2,700,000</b>
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	-	2,700,000

28.4 (a) The company has allotted 390,593 Equity Shares on 29th May, 2017 to the Shareholders of Aroni Commercials Limited as on record date (i.e 22nd May, 2017) due to the Scheme of Amalgamation in the ratio approved. Pursuant to the said allotment, the Equity Share Capital of the Company is increased to Rs. 10,305,930/-.

(b) Board of Directors observed that the equity shares of Company were infrequently traded on the BSE limiting the opportunity for the shareholders to buy and sell equity shares of the Company. Also the Company had surplus cash portion of which the Board wanted to return to its Shareholders.

Also the Board of Directors of the Company was of the view that the buyback of Equity Shares shall also provide an opportunity to shareholders to offer their Equity Shares to the Company resulting in improvement in financial ratios and maximization of overall shareholders' value. Therefore they at their meeting held on 7th December, 2017 announced the Buyback up to 60,000 fully paid-up equity shares of the Company of face value Rs. 10/- representing up to 5.82% of the total number of Equity Shares of the Company, from all the equity shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. Friday, 22nd December, 2017, on a proportionate basis, through the tender offer using stock exchange mechanism, at a price of Rs. 978/- per Equity Share for an aggregate maximum amount of up to Rs. 5,86,80,000/- excluding transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty, etc.

The total number of Equity Shares bought back under the Buyback were 29,665 Equity Shares, at a price of Rs. 978/- per Equity Share, amounting to

Rs. 2,90,12,370/- excluding Transaction Cost.

The Company received the approval for buyback of Equity Shares from SEBI on 2<sup>nd</sup> January, 2018 and completed the process on 9<sup>th</sup> February, 2018.

Post buyback the share capital of the Company reduced to Rs. 1,00,09,280/- Equity Shares from Rs. 1,03,05,930/-

28.5 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**In terms of our report attached.**

**For and on behalf of the Board of Directors**

**For M/S AJAY SHOBHA & CO.**  
Chartered Accountants  
Firm Reg. No: 317031E

**Sd/-**  
**V. V. Suresh kumar**  
Director  
DIN : 00053859

**Sd/-**  
**Ritesh Zaveri**  
Director  
DIN : 00054741

**Sd/-**  
**Ajay Gupta**  
Partner  
Membership No. 053071

**Sd/-**  
**Vaishali Rajesh Dhuri**  
Chief Financial Officer

**Sd/-**  
**Avani Sanghavi**  
Company Secretary

Place: Mumbai  
Date: 28th May, 2018

**ANNEXURE (FORMING PART OF THE ACCOUNTS)****Schedule to the Balance Sheet**

{as required in terms of Paragraph 18 of Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.}

(Rs. in Lakhs)

Particulars	31st March 2018		31st March 2017	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
<b>Liabilities Side :</b>				
<b>(1) Loans and advances availed by the NBFCs inclusive interest accrued thereon but not paid :</b>				
(a) Debentures : Secured	Nil	Nil	Nil	Nil
: Unsecured	Nil	Nil	Nil	Nil
(Other than falling within the meaning of public deposit*)				
(b) Deferred Credits	Nil	Nil	Nil	Nil
(c) Term Loans	Nil	Nil	Nil	Nil
(d) Inter-corporate Loans and Borrowings	3,184.79	Nil	829.00	Nil
(e) Commercial Paper	Nil	Nil	Nil	Nil
(f) Other Loans (specify nature)	Nil	Nil	Nil	Nil
* Please see Note 1 below				
<b>Assets Side :</b>				
<b>(2) Break-up of Loans and Advances including bills receivables {other than those included in (4) below} :</b>				
(a) Secured		Nil		Nil
(b) Unsecured				
Inter Corporate deposits	2,656.00		2,390.00	
Loan to Employees	13.20		2.82	
Other loan	-		47.50	
Others :				
Prepaid Expenses	0.80		0.89	
Security Deposit	101.06		101.06	
MAT Credit Entitlement	200.26		-	
Advance Income Tax (Net)	199.06	3,170.38	93.18	2,635.45

# SARASWATI COMMERCIAL (INDIA) LIMITED

Assets Side :	Amount outstanding	Amount outstanding
<b>(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i) Lease assets including lease rentals under sundry debtors :	Nil	Nil
(a) Financial lease		
(b) Operating lease		
(ii) Stock on hire including hire charges under sundry debtors :	Nil	Nil
(a) Assets on hire		
(b) Repossessed Assets		
(iii) Other loans counting towards AFC activities	Nil	Nil
(a) Loans where assets have been repossessed		
(b) Loans other than (a) above		

(Rs. in Lakhs)

Particulars	31st March 2018	31st March 2017
<b>Assets Side :</b>		
<b>(4) Break-up of Investments</b>		
Current Investments :		
1. Quoted :		
i) Shares : (a) Equity	648.92	113.65
(b) Preference	Nil	Nil
ii) Debentures and Bonds	Nil	Nil
iii) Units of mutual funds	Nil	Nil
iv) Government Securities	Nil	Nil
v) Others (Commercial Paper)	Nil	Nil
2. Unquoted :		
i) Shares : (a) Equity	2.71	2.71
(b) Preference	Nil	Nil
ii) Debentures and Bonds	Nil	Nil
iii) Units of mutual funds	3,070.00	Nil
iv) Government Securities	Nil	Nil
v) Others	171.16	245.58
Long Term Investments :		
1. Quoted :		
i) Shares : (a) Equity	6,423.18	7,577.56
(b) Preference	117.60	Nil
ii) Debentures and Bonds	Nil	Nil
iii) Units of mutual funds	Nil	Nil
iv) Government Securities	Nil	Nil
v) Others (Please specify)	Nil	Nil
2. Unquoted :		
i) Shares : (a) Equity	2,149.02	1,896.52
(b) Preference	0.19	0.06
ii) Debentures and Bonds	Nil	Nil
iii) Units of mutual funds	Nil	Nil
iv) Government Securities	Nil	Nil
v) Others (Please specify)	Nil	Nil

**(5) Borrower group-wise classification of all leased assets financed as in (2) and (3) above**

Please see note 2 below :

Category	31st March 2018			31st March 2017		
	Amount net of Provisions			Amount net of Provisions		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1 Related Parties **						
(a) Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
(b) Companies in the same group	Nil	1,756.00	1,756.00	Nil	1,690.00	1,690.00
(c) Other Related Parties	Nil	Nil	Nil	Nil	Nil	Nil
2 Other than Related parties	Nil	1,414.38	1,414.38	Nil	945.45	945.45
<b>Total</b>		<b>3,170.38</b>	<b>3,170.38</b>		<b>2,635.45</b>	<b>2,635.45</b>

**(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**

Category	31st March 2018		31st March 2017	
	Market Value/ Break up or fair value or NAV	Book Value (Net of Provision)	Market Value/ Break up or fair value or NAV	Book Value (Net of Provision)
1. Related Parties **				
(a) Subsidiaries	16.84	20.18	17.02	20.05
(b) Companies in the same group :	8,711.56	3,521.46	7,610.77	3,521.46
(c) Other Related Parties	Nil	Nil	Nil	Nil
2. Other than Related parties	10,461.57	9,041.13	8,287.98	6,294.57
<b>Total</b>	<b>19,189.97</b>	<b>12,582.77</b>	<b>15,915.77</b>	<b>9,836.08</b>

\*\* As per Accounting Standard of ICAI (Please see Note 3)

**(7) Other information**

Particulars	31st March 2018	31st March 2017
	Rs	Rs
(i) Gross Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties	Nil	Nil
(ii) Net Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties	Nil	Nil
(iii) Assets acquired in satisfaction of debt	Nil	Nil



# SARASWATI COMMERCIAL (INDIA) LIMITED

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## Notes :

- 1 As defined in paragraph 2 (1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- 2 Provisioning norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 or Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 whichever is applicable.
- 3 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 debts. 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.
- 4 Current Investment in NBFC Report includes Stock in Trade of Shares Shown as “Inventories” in the Balance Sheet.
- 5 Long Term Investment in NBFC Report includes Investment Shown in the Balance Sheet as “Non - Current Investment”.

## In terms of our report attached.

**For M/S AJAY SHOBHA & CO.**  
Chartered Accountants  
Firm Reg. No: 317031E

**Sd/-**  
**Ajay Gupta**  
Partner  
Membership No. 053071

Place: Mumbai  
Date: 28th May, 2018

## For and on behalf of the Board of Directors

**Sd/-**  
**V. V. Suresh kumar**  
Director  
DIN : 00053859

**Sd/-**  
**Vaishali Rajesh Dhuri**  
Chief Financial Officer

**Sd/-**  
**Ritesh Zaveri**  
Director  
DIN : 00054741

**Sd/-**  
**Avani Sanghavi**  
Company Secretary

## INDEPENDENT AUDITORS' REPORT

To,

The Members of

### SARASWATI COMMERCIAL (INDIA) LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **SARASWATI COMMERCIAL (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding and its subsidiaries together referred to as "the Group") and its associate company which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated Statement of Profit & Loss Account and the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("hereinafter referred to as the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group and its Associate 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. The respective Board of Directors of the Companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the 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 Rules made thereunder.

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 Consolidated Financial Statements are free from material misstatement.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries and associate referred to in the Other Matters paragraph below, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31<sup>st</sup> March 2018 and their consolidated profit/(loss) and their consolidated cash flows for the year ended on that date.

### **Other Matters**

We did not audit the financial statement of two subsidiaries whose financial statements reflect total assets of Rs.29.04 lacs as at 31<sup>st</sup> March 2018, total revenues of Rs.0.40 lacs and loss of Rs.0.48 lacs and net cash outflow amounting to Rs 1.05 lacs for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also includes the Company's share of net loss of Rs. Nil for the year ended 31<sup>st</sup> March, 2018, as considered in the Consolidated Financial Statements, in respect of its associate, Arcies Laboratories Limited whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statement, and our report on Other Legal and Regulatory Requirement below is not modified in the respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

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

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statement of the subsidiaries and associate, referred in the Other Matters above, we report that:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance sheet, the Consolidated statement of Profit & Loss and the Consolidated cash flow statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the accounting standards specified under section 133 of the act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2018 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries and associate companies incorporated in India, none of the directors of the Holding Company and its subsidiaries and associate companies incorporated in India is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure A”, which is based on the auditors’ reports of the Holding company, subsidiary companies and associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for the reasons stated therein.
- (g) With respect to the other matters to be included in the Auditors 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 Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associates -Refer Note No. 25.1 to the Consolidated financial statements;
  - ii. The Group and its associate did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Group and its associates.

**For AJAY SHOBHA & CO.  
FIRM REGISTRATION NO.317031E  
CHARTERED ACCOUNTANTS**

**Place : Mumbai  
Date: 28<sup>th</sup> May, 2018**

**Sd/-  
AJAY GUPTA  
PARTNER  
MEMBERSHIP NO. 053071**

## ANNEXURE-A TO THE AUDITORS REPORT

### Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31<sup>st</sup> March, 2018, we have audited the internal financial controls over financial reporting of SARASWATI COMMERCIAL (INDIA) LIMITED and its subsidiary companies, its associate, which are companies incorporated in India, as of that date.

#### Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding Company, its subsidiary companies and associate, which are companies incorporated in India, are 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 Holding Company, its subsidiaries and associate, which are companies incorporated in India, internal financial controls over financial reporting based on 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. 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 aspects.

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 and the audit evidence obtained by the other auditors of subsidiary companies, associate companies which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the Holding Company, its subsidiary companies and its associate, which are companies incorporated in India.

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

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding

prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, the Holding Company ,its subsidiaries and associate , which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Holding 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.

**Other Matters**

Our aforesaid report Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Controls over financial reporting in so far as it relates to two subsidiary companies and one associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our Opinion is not modified in respect of the above matters

**For AJAY SHOBHA & CO.  
FIRM REGISTRATION NO.317031E  
CHARTERED ACCOUNTANTS**

**Place : Mumbai  
Date: 28<sup>th</sup> May, 2018**

**Sd/-  
AJAY GUPTA  
PARTNER  
MEMBERSHIP NO. 053071**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018**

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
		Rs	Rs
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	10,009,280	6,400,000
(b) Reserves and surplus	4	1,281,299,556	1,150,380,765
		1,291,308,836	1,156,780,765
<b>2 Shares pending allotment</b>		-	3,905,930
<b>3 Minority Interest</b>		1,072,120	1,090,287
<b>4 Non-current liabilities</b>			
(a) Long-term provisions	5	1,442,264	2,001,848
<b>5 Current liabilities</b>			
(a) Short term borrowings	6	318,231,988	80,000,000
(b) Trade Payables			
total outstanding dues of :			
(i) Micro enterprises and Small enterprises			
(ii) Creditors other than micro enterprises and Small enterprises	7	454,510	77,338,603
(c) Other current liabilities	8	2,513,578	6,701,946
(d) Short-term provisions	9	1,091,303	893,225
		322,291,379	164,933,774
<b>TOTAL</b>		<b>1,616,114,599</b>	<b>1,328,712,604</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
Property, plant and equipment	10	757,778	791,908
(b) Non-current investments	11	869,719,772	948,207,709
(c) Deferred tax assets (net)	12	27,945,800	24,894,208
(d) Long-term loans and advances	13	31,012,842	10,114,821
		929,436,192	984,008,646
<b>2 Current assets</b>			
(a) Current investments	14	324,116,100	24,557,680
(b) Inventories	15	65,163,057	11,636,701
(c) Trade receivables	16	-	26,742,245
(d) Cash and Bank balance	17	3,245,608	16,271,817
(e) Short-term loans and advances	18	286,025,989	253,436,777
(f) Other current assets	19	8,127,653	12,058,738
		686,678,407	344,703,958
<b>TOTAL</b>		<b>1,616,114,599</b>	<b>1,328,712,604</b>

**Significant Accounting Policies**

1 & 2

**The accompanying notes are an integral part of the Consolidated Financial Statements**

**In terms of our report attached.**

**For and on behalf of the Board of Directors**

**For M/S AJAY SHOBHA & CO.**  
Chartered Accountants  
Firm Reg. No: 317031E

**Sd/-**  
**V. V. Suresh kumar**  
Director  
DIN : 00053859

**Sd/-**  
**Ritesh Zaveri**  
Director  
DIN : 00054741

**Sd/-**  
**Ajay Gupta**  
Partner  
Membership No. 053071

**Sd/-**  
**Vaishali Rajesh Dhuri**  
Chief Financial Officer

**Sd/-**  
**Avani Sanghavi**  
Company Secretary

Place: Mumbai  
Date: 28th May, 2018

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Note No.	For the year ended	For the year ended
		31st March, 2018	31st March, 2017
		Rs	Rs
<b>1 Revenue</b>			
Revenue from operations	20	8,256,939	64,389,355
Other income	21	155,542,599	43,120,613
<b>Total revenue</b>		<b>163,799,538</b>	<b>107,509,968</b>
<b>2 Expenses</b>			
(a) Employee benefits expense	22	12,443,387	14,895,345
(b) Finance costs	23	3,367,710	28,400,690
(c) Depreciation and amortisation expense	10	226,067	318,466
(d) Other expenses	24	11,216,276	12,541,059
<b>Total expenses</b>		<b>27,253,440</b>	<b>56,155,560</b>
<b>3 Profit before exceptional and extraordinary items and tax (1 - 2)</b>		<b>136,546,098</b>	<b>51,354,408</b>
4 Exceptional items		-	-
<b>5 Profit before extraordinary items and tax (3 + 4)</b>		<b>136,546,098</b>	<b>51,354,408</b>
6 Extraordinary items		-	-
<b>7 Profit before tax (5 + 6)</b>		<b>136,546,098</b>	<b>51,354,408</b>
<b>8 Tax expense:</b>			
(a) Current tax expense for current year		5,709	2,483,000
(b) MAT Credit Entitlement		(20,026,428)	
(c) Current tax expense relating to prior years		2,065	1,768,637
<b>Net current tax expense</b>		<b>(20,018,654)</b>	<b>4,251,637</b>
Deferred tax	12	(3,051,592)	(5,097,833)
		(23,070,246)	(846,196)
<b>9 Profit after tax before share profit/ loss of associate &amp; minority interest (7 - 8)</b>		<b>159,616,344</b>	<b>52,200,604</b>
10 Share in loss of associate for the year		-	-
<b>11 Profit after tax before share of profit / (loss) attributable to minority interest (9 + 10)</b>		<b>159,616,344</b>	<b>52,200,604</b>
12 Share of profit / (loss) attributable to Minority interest		(18,167)	(15,339)
<b>13 Profit for the year attributable to shareholders of the Company (11 - 12)</b>		<b>159,634,511</b>	<b>52,215,943</b>
<b>14 Earnings per share (of Rs. 10/- each)</b>	26.3		
Basic		165.57	81.59
Diluted		165.57	50.67

### Significant Accounting Policies

The accompanying notes are an integral part of the Consolidated Financial Statements

In terms of our report attached.

For M/S AJAY SHOBHA & CO.  
Chartered Accountants  
Firm Reg. No: 317031E

Sd/-  
Ajay Gupta  
Partner  
Membership No. 053071

Place: Mumbai  
Date: 28th May, 2018

For and on behalf of the Board of Directors

Sd/-  
V. V. Suresh kumar  
Director  
DIN : 00053859

Sd/-  
Vaishali Rajesh Dhuri  
Chief Financial Officer

Sd/-  
Ritesh Zaveri  
Director  
DIN : 00054741

Sd/-  
Avani Sanghavi  
Company Secretary



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

Particulars	For the year ended		For the year ended	
	31st March, 2018	31st March, 2018	31st March, 2017	31st March, 2017
	Rs	Rs	Rs	Rs
<b>A. Cash flow from operating activities</b>				
Net Profit before extraordinary items and tax		<b>136,546,098</b>		51,354,408
<i>Adjustments for:</i>				
Depreciation	<b>226,067</b>		318,466	
Finance costs	<b>3,367,710</b>		28,400,690	
Provision for Leave Salary	<b>(559,584)</b>		339,523	
Reduction on restate the value of Current Investment	<b>2,246,631</b>		10,086,929	
Provision for Standard assets	<b>198,078</b>		779,684	
Interest on Income Tax	<b>(378,293)</b>		(172,096)	
Dividend income	<b>(155,101,549)</b>		(42,522,957)	
Sundry Balance written off	-		5,000,001	
Provision in diminishing in the value of investment	<b>887,535</b>		-	
Long term capital (profit) / Loss from Venture Fund	<b>(873,051)</b>		3,701,289	
Gain on sale of investments (net)	<b>(147,487,691)</b>	<b>(297,474,147)</b>	(84,507,617)	(78,576,088)
<b>Operating profit / (loss) before working capital changes</b>		<b>(160,928,049)</b>		<b>(27,221,680)</b>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	<b>(53,526,356)</b>		146,215,822	
Trade receivables	<b>26,742,245</b>		35,241,831	
Short-term loans and advances	<b>(22,007,154)</b>		(75,380,768)	
Long-term loans and advances	<b>(871,593)</b>		43,850	
Other current assets	<b>3,931,085</b>		3,626,420	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Short-term Borrowings	<b>238,231,988</b>		(342,282,033)	
Trade payables	<b>(76,884,093)</b>		77,305,016	
Other current liabilities	<b>(4,188,368)</b>		(43,916,079)	
Long-term provisions	-		774,392	
Short-term provisions	-	<b>111,427,754</b>	-	(198,371,549)
		<b>(49,500,295)</b>		<b>(225,593,229)</b>
Cash flow from extraordinary items		-		-
<b>Cash generated from operations</b>		<b>(49,500,295)</b>		<b>(225,593,229)</b>
Net income tax paid		<b>(10,211,539)</b>		(369,793)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(59,711,834)</b>		<b>(225,963,022)</b>

Particulars	For the year ended		For the year ended	
	31st March, 2018	31st March, 2018	31st March, 2017	31st March, 2017
	Rs	Rs	Rs	Rs
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(191,937)		-	
Purchase & Sale of long-term investments				
- Purchased	(3,443,456,322)		(4,797,582,835)	
- Proceeds from sale	3,367,612,416		5,023,905,141	
Dividend received	155,101,549	79,065,705	42,522,957	268,845,264
Cash flow from extraordinary items		-		-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>79,065,705</b>		<b>268,845,264</b>
<b>C. Cash flow from financing activities</b>				
Finance cost		(3,367,710)		(28,137,661)
Buyback of Equity Shares		(29,012,370)		-
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(32,380,080)</b>		<b>(28,137,661)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(13,026,209)</b>		<b>14,744,581</b>
Cash and cash equivalents at the beginning of the year		15,896,203		863,259
Cash and Cash Equivalents received on Amalgamation		-		243,360
Cash and cash equivalents at the beginning of the year on account of consolidation		-		45,003
<b>Cash and cash equivalents at the end of the year</b>		<b>2,869,994</b>		<b>15,896,203</b>
<b>Cash and cash equivalents at the end of the year *</b>				
<b>* Comprises:</b>				
(a) Cash on hand		88,276		257,420
(b) Balances with banks				
(i) In current accounts		2,781,718		15,638,783
		<b>2,869,994</b>		<b>15,896,203</b>

The accompanying notes are an integral part of the Consolidated Financial Statements

In terms of our report attached.

For M/S AJAY SHOBHA & CO.  
Chartered Accountants  
Firm Reg. No: 317031E

Sd/-  
Ajay Gupta  
Partner  
Membership No. 053071

Place: Mumbai  
Date: 28th May, 2018

For and on behalf of the Board of Directors

Sd/-  
V. V. Suresh kumar  
Director  
DIN : 00053859

Sd/-  
Vaishali Rajesh Dhuri  
Chief Financial Officer

Sd/-  
Ritesh Zaveri  
Director  
DIN : 00054741

Sd/-  
Avani Sanghavi  
Company Secretary

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**SIGNIFICANT ACCOUNTING POLICIES**

**1 Basis of consolidation :**

The Consolidated Financial Statements relate to Saraswati Commercial (India) Limited (the Company), its Subsidiaries (The Group) and its Associate. The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 “Consolidated Financial Statements” (AS 21) and Accounting Standard 23 “Accounting for Investments in Associates in Consolidated Financial Statements” (AS 23) specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended and the Companies (Accounting Standards) Amendment Rules, 2016.

**1.1** The financial statements of the following subsidiaries have been consolidated as per Accounting standard 21 on “Consolidated Financial Statements” as specified under Section 133 of the 2013 Act.

Name of Subsidiary Company	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Extent of holding (%)	Extent of holding (%)
1. Sureshwar Trading and Finance Private Limited	60.77%	60.77%
2. Arkaya Commercial Private Limited	61.83%	61.83%

All the subsidiaries mentioned above are incorporated in India.

**1.2** The following associate, investment in which is accounted using equity method ‘as per Accounting standard 23 on “ Accounting for Investments in Associates in ‘Consolidated Financial Statements” as notified by the Companies (Accounting ‘Standards) Rules, 2006:

Name of Associate Company	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Extent of holding (%)	Extent of holding (%)
1. Arcies Laboratories Limited	31.03%	31.03%

**1.3 Principles of consolidation:**

The Financial statements of the Company and its subsidiaries have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per Accounting Standard 21 on ‘Consolidated Financial Statements’ as specified under Section 133 of the 2013 Act.

‘The financial statements of the associates entities have been consolidated by taking share in profit / (loss) as per Accounting Standard 23 on Accounting for Investments in Associates in ‘Consolidated Financial Statements’ as notified by the Companies (Accounting Standards) Rules, 2006 using the “Equity” method. The gains / losses in respect of part dilution of stake in Associate Companies pursuant to issue of additional shares are adjusted in Share of Accumulated profit / (loss) of associates under the head Reserves and Surplus in the consolidated balance Sheet.

**2 Significant Accounting Policies:**

**2.1 Basis of accounting:**

The Consolidated financial statements have been prepared on accrual basis under the historical cost convention. ‘The Consolidated financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“the 2013 Act”)/ Companies Act, 1956 (“the 1956 Act”), as applicable. The Company follows the Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.

**2.2 Use of estimates**

The preparation of the Consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the Consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**2.3 Inventories**

Stocks of shares are valued at Lower of cost or Net Realisable Value.

**2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition)

**2.5 Cash flow statement**

Cash flows are reported using the indirect method, whereby 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 flows from operating, investing and financing activities of the Company are segregated based on the available information.

**2.6 Depreciation**

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

**2.7 Revenue recognition**

Terms of income and expenditure are recognized on accrual basis except in case of non-performing assets, where it is recognized upon realization, as per RBI guidelines.

**2.8 Other income**

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

**2.9 Property, plant and equipment**

Property, plant and equipments are stated at cost of acquisition less accumulated Depreciation. Property, plant and equipments are carried at cost less accumulated depreciation. Cost comprises of the purchase price and any other attributable expenditure of bringing the asset to its working condition for its intended use.

**2.10 Investments**

Investments are classified into Current and Non-current Investments. Current Investments are stated at lower of cost and fair value. Non-current Investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of Non-current Investments. When disposing of a part of the holding of an individual investment, the carrying amount to be allocated to that part is determined on the basis of the First in First Out Method amount of the total holding of the investment.

**2.11 Employee benefits**

As number of employees working in company are less than ten, provision for gratuity as per Accounting Standard 15 issued by Institute of Chartered Accountants of India does not apply to the company.

The company has made provision for Leave Salary on the actual balance leaves of the employees.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2.12 Segment reporting

As the company's business activity falls within single segment viz. NBFC Activities the disclosure requirements of Accounting Standard 17 "Segment Reporting" issued by Institute of Chartered Accountants of India is not applicable.

### 2.13 Earnings per share

Basic and Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

### 2.14 Taxes on income

i. Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the provisions of the Income-Tax Act 1961.

ii. Deferred tax for timing differences between tax profits and book profits is accounted by using the tax rates and laws that have been enacted or substantial enacted as of the balance sheet date. Deferred tax assets in respect of unabsorbed losses are recognised to the extent there is reasonable certainty that these assets can be realised in future.

### 2.15 Future / Option Contracts:-

Equity/Index futures are marked-to-market on a daily basis. Mark to Market Gains / (losses) are recognized as per the Guidance Note on "accounting for Derivative Contracts (2015)" issued by The Institute of Chartered Accountants of India.

### 2.16 Provisions and contingencies

These are disclosed by way of notes on the Balance sheet. Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end, till the finalisation of accounts and have material effect on the position stated in the consolidated balance sheet.

### Note 3 - Shareholder's Funds - Share Capital

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number	Rs	Number	Rs
<b>Authorised</b>				
Equity Shares of Rs.10 each	8,250,000	82,500,000	8,250,000	82,500,000
<b>Issued,Subscribed &amp; Paid up</b>				
Equity Shares of Rs.10 each	1,000,928	10,009,280	640,000	6,400,000
(of the above 7,90,593 Shares were allotted pursuant to the Scheme of Amalgamation, without payment being received in cash.)				
<b>Total</b>	<b>1,000,928</b>	<b>10,009,280</b>	<b>640,000</b>	<b>6,400,000</b>

### Rights of Equity Shareholders

The Company has only one class of Equity Shares having par value of Rs.10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount.

### Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Equity Shares		Equity Shares	
	Number	Rs	Number	Rs
Shares outstanding at the beginning of the year	640,000	6,400,000	640,000	6,400,000
Add: Shares Issued during the year (Refer Note 32)	390,593	3,905,930	-	-
Less: Shares bought back during the year (Refer Note 32)	(29,665)	(296,650)	-	-
Shares outstanding at the end of the year	<b>1,000,928</b>	<b>10,009,280</b>	640,000	6,400,000

## More than 5% Shareholding

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Winro Commercial (India) Ltd	177,584	17.74%	104,970	16.40%
Four Dimensions Securities (India) Ltd	205,787	20.56%	33,900	5.30%
Ashwin Pannalal Kothari	61,081	6.10%	64,500	10.08%
Ashwin Kumar Kothari (HUF)	59,343	5.93%	63,000	9.84%
Ashwin Kumar Kothari (smaller) (HUF)	59,366	5.93%	63,000	9.84%
Pannalal C Kothari (HUF)	50,979	5.09%	53,050	8.29%

## Note 4 Reserves and surplus

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
<b>(a) General reserve</b>		
Opening balance	213,498,205	35,922,535
Add: Transferred from Aroni Commercials Limited pursuant to the Scheme of Amalgamation	-	177,575,670
Less: Buyback of Equity Shares- Transfer to Capital Redemption Reserve	(296,650)	-
Less: Premium on Buy back of Equity Shares	(24,175,720)	-
<b>Closing balance</b>	<b>189,025,835</b>	<b>213,498,205</b>
<b>(b) Surplus in Consolidated Statement of Profit and Loss</b>		
Opening balance	829,597,948	247,356,942
Add: Profit / (Loss) for the year	159,634,511	52,215,943
Add: Transferred from Aroni Commercials Limited pursuant to the Scheme of Amalgamation	-	540,441,492
Add: Share in accumulated loss of Minority Interest	-	8,662
Add: Share in accumulated Pre-acquisition loss	-	23,004
Less: Transfer to Reserve u/s 45IC	(31,932,922)	(10,448,095)
<b>Closing balance</b>	<b>957,299,537</b>	<b>829,597,948</b>
<b>(c) Statutory Reserves</b>		
Reserves u/s. 45 IC of RBI Act		
Opening balance	72,332,228	61,884,133
Add: Transfer from Profit & Loss Account	31,932,922	10,448,095
<b>Closing balance</b>	<b>104,265,150</b>	<b>72,332,228</b>
<b>(d) Capital Reserves (AS 14)</b>		
Opening balance	30,341,516	-
Add: Reserve created in Amalgamation (AS-14)	-	30,341,516
<b>Closing balance</b>	<b>30,341,516</b>	<b>30,341,516</b>

# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

<b>(e) Securities Premium Account</b>		
Opening balance	4,540,000	-
Add: Transferred from Aroni Commercials Limited pursuant to the Scheme of Amalgamation	-	4,540,000
Less: Premium on Buy back of Equity Shares	(4,540,000)	
<b>Closing balance</b>	<b>-</b>	<b>4,540,000</b>
<b>(f) Capital Reserves (AS 21)</b>		
Opening balance	70,868	-
Add: Capital Reserve created in consolidation (AS 21)	-	70,868
<b>Closing balance</b>	<b>70,868</b>	<b>70,868</b>
<b>(g) Capital Redemption Reserve</b>		
Opening balance	-	-
Add: Addition on account of Buyback of equity Shares	296,650	-
<b>Closing balance</b>	<b>296,650</b>	<b>-</b>
<b>Total</b>	<b>1,281,299,556</b>	<b>1,150,380,765</b>

### Note 5 Long Term Provision

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
Provision for employee benefits		
Provision for Leave salary	1,442,264	2,001,848
<b>Total</b>	<b>1,442,264</b>	<b>2,001,848</b>

### Note 6 Short term Borrowing

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
<b>Loan Payable on demand</b>		
Other parties		
Secured	-	80,000,000
Unsecured (Refer note - 25.4 & 27)	318,231,988	-
<b>Total</b>	<b>318,231,988</b>	<b>80,000,000</b>
<b>Due to Related party</b>	<b>318,231,988</b>	<b>-</b>

#### Notes:

#### Details of security for the secured short-term borrowings

Particulars	Nature of security	As at 31st March, 2018	As at 31st March, 2017
		Rs	Rs
<b>Loan Payable on demand</b>			
Barclays Investments and Loans (India) Limited	Secured by Pledge of Shares	-	80,000,000

**Note 7 Trade payables**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
Trade payables		
Other than Acceptances (Refer note - 25.4 & 27)	454,510	77,338,603
<b>Total</b>	<b>454,510</b>	<b>77,338,603</b>
<b>Due to related party</b>	<b>454,510</b>	<b>77,276,540</b>

**Note 8 Other current liabilities**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Interest accrued and not due on borrowings	380,744	2,920,133
(b) Other payables		
(i) TDS Payable	298,688	1,241,712
(ii) Outstanding Liabilities	1,834,146	2,540,101
<b>Total</b>	<b>2,513,578</b>	<b>6,701,946</b>
<b>Due to related party</b>	<b>1,102,744</b>	<b>3,355,260</b>

**Note 9 Short-term provisions**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
Provision - Others		
Provision for Standard Assets	1,091,303	893,225
<b>Total</b>	<b>1,091,303</b>	<b>893,225</b>

The provision for standard assets is calculated as per the prudential norms applicable to Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 10 - Fixed Assets

Current Year

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2017	Addition on Amalgamation	Additions/ (Disposals)	Balance as at 31st March, 2018	Balance as at 1st April 2017	Addition on Amalgamation	Depreciation charge for the year	Balance as at 31st March 2018	Balance as at 31st March 2018
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
<b>Property, plant and equipment</b>									
Land	58,870	-	-	58,870	-	-	-	-	58,870
Motor Cycle	195,526	-	82,183	277,709	152,912	-	16,980	169,892	107,817
Motor Vehical	9,406,644	-	-	9,406,644	8,716,221	-	192,301	8,908,522	498,122
Telephone	29,100	-	-	29,100	29,099	-	-	29,099	1
Computer	-	-	109,754	109,754	-	-	16,786	16,786	92,968
<b>Total</b>	<b>9,690,140</b>	<b>-</b>	<b>191,937</b>	<b>9,882,077</b>	<b>8,898,232</b>	<b>-</b>	<b>226,067</b>	<b>9,124,299</b>	<b>757,778</b>

Previous Year

Particulars	Balance as at 1st April 2017			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2016	Addition on account of Amalgamation	Additions/ (Disposals)	Balance as at 31st March, 2017	Balance as at 1st April 2016	Addition on account of Amalgamation	Depreciation charge for the year	Balance as at 31st March, 2017	Balance as at 31st March, 2017
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
<b>Property, plant and equipment</b>									
Land	-	58,870	-	58,870	-	-	-	-	58,870
Motor Cycle	61,117	134,409	-	195,526	29,622	111,778	11,512	152,912	42,614
Motor Vehical	-	9,406,644	-	9,406,644	-	8,409,278	306,943	8,716,221	690,423
Telephone	-	29,100	-	29,100	-	29,088	11	29,099	1
<b>Total</b>	<b>61,117</b>	<b>9,629,023</b>	<b>-</b>	<b>9,690,140</b>	<b>29,622</b>	<b>8,550,144</b>	<b>318,466</b>	<b>8,898,232</b>	<b>791,908</b>

## Note 11 Non-current investments

Particulars	Face Value	As at 31st March, 2018				As at 31st March, 2017			
		No of Shares/Units		Rs		No of Shares/Units		Rs	
		Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
<b>A. Trade Investments (At cost):</b>									
<b>(a) Investment in equity instruments</b>									
<b>(i) of Associates</b>									
Arcies Laboratories Limited	10/-	2,500	-	-	2,500	-	-	-	-
<b>(ii) of Group Companies</b>									
Four Dimensions Commodities Private Limited	10/-	13,000	-	130,000	13,000	-	130,000	-	130,000
Four Dimensions Securities (I) Limited	10/-	1,889,193	-	123,064,220	1,889,193	-	123,064,220	-	123,064,220
Geecee Business Private Limited	10/-	3,108	-	6,848,650	3,108	-	6,848,650	-	6,848,650
Geecee Investments Limited	10/-	210,500	-	1,485,386	379,500	-	1,485,386	-	1,485,386
Geecee Ventures Limited	10/-	2,537,967	220,581,377	-	2,537,967	220,581,377	-	-	220,581,377
Winro Commercial (India) Limited	10/-	100,150	1,069,153	-	136,150	1,069,153	-	-	1,069,153
<b>Total - Trade (A)</b>									
<b>B. Other investments</b>									
<b>(a) Investment in equity instruments</b>									
<b>(i) of Other Entities</b>									
Adani Enterprises Limited	1/-	400,000	53,737,781	-	-	-	-	-	-
Aditya Birla Capital Limited	10/-	31,500	1,406,906	-	-	-	-	-	-
Adani Transmission Limited	10/-	-	-	-	840,000	24,567,067	-	24,567,067	-
Antique Finance Private Limited	10/-	1,931,000	-	56,771,400	1,931,000	-	56,771,400	-	56,771,400
Ashapura Minechem Limited	2/-	-	-	-	135,000	8,685,165	-	8,685,165	-
Ashoka Buildcon Limited	5/-	-	-	-	33,000	5,221,853	-	5,221,853	-
Balaji Telefilms Limited	2/-	-	-	-	70,000	6,608,840	-	6,608,840	-
Balkrishna Industries Limited	2/-	4,718	1,851,651	-	2,359	1,851,651	-	1,851,651	-
Bharat Gears Limited	10/-	300	-	-	300	-	-	-	-
Cairn India Limited	10/-	-	-	-	294,000	88,577,071	-	88,577,071	-
CCL Products (India) Limited	2/-	1	54	-	1	54	-	54	-

# SARASWATI COMMERCIAL (INDIA) LIMITED

Particulars	Face Value	As at 31st March, 2018						As at 31st March, 2017					
		No of Shares/Units		Quoted		Unquoted		No of Shares/Units		Quoted		Unquoted	
		Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
City Union Bank Limited	1/-	255,068	9,836,403	-	9,836,403	-	9,836,403	300,062	13,321,784	-	13,321,784	-	13,321,784
Claris Lifesciences Limited	10/-	-	-	-	-	-	-	21,200	6,688,353	-	6,688,353	-	6,688,353
Cox And Kings Limited	5/-	-	-	-	-	-	-	100,000	17,696,387	-	17,696,387	-	17,696,387
Dalmia Bharat Limited	2/-	-	-	-	-	-	-	23,250	18,833,351	-	18,833,351	-	18,833,351
DCB Bank Limited	10/-	1	26	-	26	-	26	1	26	-	26	-	26
DCW Limited	10/-	-	-	-	-	-	-	230,000	7,199,418	-	7,199,418	-	7,199,418
Diamond Power Infrastructure Ltd	2/-	-	-	-	-	-	-	233,000	9,187,229	-	9,187,229	-	9,187,229
Ess Dee Aluminium Limited	10/-	1	489	-	489	-	489	1	489	-	489	-	489
Future Enterprises Limited	2/-	585,001	32,800,439	-	32,800,439	-	32,800,439	10,000	172,600	-	172,600	-	172,600
Grasim Industries Limited	2/-	65,750	73,775,997	-	73,775,997	-	73,775,997	-	-	-	-	-	-
Gujarat Narmada Velly Fert. & Chem. Limited	10/-	37	1,591	-	1,591	-	1,591	37	1,591	-	1,591	-	1,591
HDFC Bank Limited	2/-	1,000	1,254,788	-	1,254,788	-	1,254,788	1,000	1,254,788	-	1,254,788	-	1,254,788
Hindustan Zinc Limited	2/-	150,000	41,481,209	-	41,481,209	-	41,481,209	-	-	-	-	-	-
Housing Development Finance Corporation Limited	2/-	9,000	9,454,575	-	9,454,575	-	9,454,575	9,000	9,454,575	-	9,454,575	-	9,454,575
ICICI Bank Limited	2/-	6	1,834	-	1,834	-	1,834	6	1,834	-	1,834	-	1,834
Indian Terrain Fashions Limited	2/-	9,500	1,391,303	-	1,391,303	-	1,391,303	9,500	1,391,303	-	1,391,303	-	1,391,303
Insecticides (India) Limited	10/-	45,200	18,529,955	-	18,529,955	-	18,529,955	45,200	18,529,955	-	18,529,955	-	18,529,955
JBF Industries Limited	10/-	-	-	-	-	-	-	313,000	69,749,387	-	69,749,387	-	69,749,387
JMC Projects (India) Limited	10/-	-	-	-	-	-	-	1	223	-	223	-	223
Larsen And Toubro Limited	2/-	5,001	1,699	-	1,699	-	1,699	1	1,290	-	1,290	-	1,290
L.G. Balakrishnan & Brothers Limited	10/-	400	-	-	-	-	-	400	-	-	-	-	-
LGB Forge Limited	10/-	2,000	-	-	-	-	-	2,000	-	-	-	-	-
LIC Housing Finance Limited	2/-	-	-	-	-	-	-	13,000	6,423,291	-	6,423,291	-	6,423,291
Mindtree Limited	10/-	-	-	-	-	-	-	10,000	4,500,118	-	4,500,118	-	4,500,118
MRF Limited	10/-	300	16,296,595	-	16,296,595	-	16,296,595	465	16,296,595	-	16,296,595	-	16,296,595
Music Broadcast Limited	10/-	-	-	-	-	-	-	3,854	1,283,382	-	1,283,382	-	1,283,382

Particulars	Face Value	As at 31st March, 2018						As at 31st March, 2017							
		No of Shares/Units		Quoted		Unquoted		No of Shares/Units		Quoted		Unquoted		Total	
		Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Muthoot Capital Services Limited	10/-	17,331	5,031,318	-	5,031,318	-	5,031,318	15,756	4,257,687	-	4,257,687	-	-	4,257,687	
Muthoot Finance Limited	10/-	-	-	-	-	-	-	100,000	29,204,435	-	29,204,435	-	-	29,204,435	
Nava Bharat Ventures Limited	2/-	-	-	-	-	-	-	100,000	12,082,847	-	12,082,847	-	-	12,082,847	
Ocl India Limited	2/-	25,000	19,584,019	-	19,584,019	-	19,584,019	25,000	19,584,019	-	19,584,019	-	-	19,584,019	
Raymond Limited	10/-	7,500	4,912,220	-	4,912,220	-	4,912,220	10,000	6,528,566	-	6,528,566	-	-	6,528,566	
Reliance Industries Limited	10/-	2	981	-	981	-	981	1	981	-	981	-	-	981	
Repco Home Finance Limited	10/-	-	-	-	-	-	-	20,000	10,323,058	-	10,323,058	-	-	10,323,058	
Royal Orchid Hotels Limited	10/-	117,000	11,342,315	-	11,342,315	-	11,342,315	63,000	5,307,308	-	5,307,308	-	-	5,307,308	
Sadbhav Infrastructure Project Limited	10/-	432,795	51,134,354	-	51,134,354	-	51,134,354	-	-	-	-	-	-	-	
Sanofi India Limited	10/-	-	-	-	-	-	-	13,000	43,279,154	-	43,279,154	-	-	43,279,154	
Saurashtra Cement Limited	10/-	-	-	-	-	-	-	73,356	4,085,117	-	4,085,117	-	-	4,085,117	
Sbi Life Insurance Company Limited	10/-	300	198,625	-	198,625	-	198,625	-	-	-	-	-	-	-	
Shree Ganesh Forgings Limited	10/-	1	30	-	30	-	30	1	30	-	30	-	-	30	
Sicagen India Limited	10/-	1	-	-	-	-	-	1	-	-	-	-	-	-	
Sical Logistics Limited	10/-	1	151	-	151	-	151	1	151	-	151	-	-	151	
Siemens Limited	2/-	10	1,130	-	1,130	-	1,130	10	1,130	-	1,130	-	-	1,130	
Soril Holdings And Ventures Limited	2/-	10,000	2,010,931	-	2,010,931	-	2,010,931	-	-	-	-	-	-	-	
Sun Pharmaceutical Industries Limited	1/-	-	-	-	-	-	-	14,956	11,765,149	-	11,765,149	-	-	11,765,149	
Tata Motors Limited	2/-	1	446	-	446	-	446	1	446	-	446	-	-	446	
Teracom Limited	10/-	81,500	887,535	-	887,535	-	887,535	81,500	887,535	-	887,535	-	-	887,535	
Thanga Mayil Jewellery Limited	10/-	-	-	-	-	-	-	79,000	10,583,429	-	10,583,429	-	-	10,583,429	
Trident Limited	10/-	-	-	-	-	-	-	500,000	30,117,740	-	30,117,740	-	-	30,117,740	
United Spirits Limited	10/-	1	69	-	69	-	69	1	69	-	69	-	-	69	
UPL Limited	2/-	2	108	-	108	-	108	2	108	-	108	-	-	108	
Vikas Ecotech Limited	1/-	-	-	-	-	-	-	1,000	13,460	-	13,460	-	-	13,460	
VRL Logistics Limited	10/-	10	2,681	-	2,681	-	2,681	10	2,681	-	2,681	-	-	2,681	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Face Value	As at 31st March, 2018				As at 31st March, 2017			
		No of Shares/ Units		Rs		No of Shares/ Units		Rs	
		Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Welspun Corp Limited	5/-	129,000	10,966,045	-	10,966,045	129,000	10,966,045	-	10,966,045
Welspun Enterprises Limited	10/-	600,000	54,043,802	-	54,043,802	-	-	-	-
			421,052,523	57,658,935	478,711,458		535,603,279	57,658,935	593,262,214
Less :Provision for diminishing in the value of Investment			-	(887,535)	(887,535)		-	-	-
<b>(b) Investment in preference instruments</b>			421,052,523	56,771,400	477,823,923		535,603,279	57,658,935	593,262,214
Vedanta Limited 7.5% Preference Shares	10/-	1,176,000	11,760,000	-	11,760,000		-	-	-
			11,760,000	-	11,760,000		-	-	-
<b>(c) Investment in Share Warrants</b>									
Ramky Infrastructure Limited ( Refer note no- 25.1)		1,000,000	-	25,250,000	25,250,000		-	-	-
			-	25,250,000	25,250,000		-	-	-
<b>(d) Investment in Mutual Funds</b>									
HDFC Liquid Fund - Growth		883.79	-	1,707,063	1,707,063	914.67	-	1,766,709	1,766,709
			-	1,707,063	1,707,063		-	1,766,709	1,766,709
<b>Total - Other (B)</b>			432,812,523	83,728,463	516,540,986		535,603,279	59,425,644	595,028,923
<b>Total (A+B)</b>			654,463,053	215,256,719	869,719,772		757,253,809	190,953,900	948,207,709
Aggregate amount of quoted investments			654,463,053	-	654,463,053		757,253,809	-	757,253,809
Aggregate market value of listed and quoted investments			1,012,580,370	-	1,012,580,370		1,096,066,991	-	1,096,066,991
Aggregate amount of unquoted investments			-	215,256,719	215,256,719		-	190,953,900	190,953,900

**Note 12 Deferred Tax Assets**

Particulars	Deferred Tax Asset/ (Liabilities) As at 31st March, 2017	Charge/ (Credit) during the period	Deferred Tax Asset/ (Liabilities) As at 31st March, 2018
	Rs	Rs	Rs
Depreciation	642,703	(161,010)	481,693
Business Loss	21,710,023	2,995,145	24,705,168
Speculation Loss	53,826	(8,527)	45,299
Provision for standard assets	295,327	8,273	303,600
Provision for Leave Salary	661,871	(260,633)	401,238
Long term loss	818,071	344,951	1,163,022
Amalgamation Expenses	128,714	477,664	606,378
Mark to Market Loss	741,142	(501,745)	239,397
Mark to Market Profit	(276,061)	276,061	-
Stock valuation	118,592	(118,587)	5
<b>Total</b>	<b>24,894,208</b>	<b>3,051,592</b>	<b>27,945,800</b>

**Note 13 Long-term loans and advances**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Security Deposits		
Unsecured, Considered good	10,106,219	10,106,219
(b) Loans and advances to employees		
Unsecured, Considered good	874,000	-
(c) MAT Credit Entitlement		
Unsecured, Considered good	20,026,623	195
(d) Prepaid Expenses -		
Unsecured, considered good	6,000	8,407
<b>Total</b>	<b>31,012,842</b>	<b>10,114,821</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 14 Current investments

Particulars	Face Value	As at 31st March, 2018			As at 31st March, 2017				
		No of Units	Quoted	Unquoted	Total	No of Units	Quoted	Unquoted	Total
			Rs	Rs	Rs		Rs	Rs	Rs
<b>A. Other investments</b>									
<b>Investment in Venture Capital Funds</b>									
Urban Infrastructure Opportunities Fund	49,430 (62,430)	540	-	14,960,700	14,960,700	540	-	21,862,980	21,862,980
Kshitij Venture Capital Fund	324.70 (337.50)	10,000	-	2,155,400	2,155,400	10,000	-	2,694,700	2,694,700
<b>Investment in Mutual Funds</b>									
Birla Sun Life Cash Plus		799,965.29	-	222,900,000	222,900,000		-	-	-
Kotak Floater Short term Growth		29,536.03	-	84,100,000	84,100,000		-	-	-
<b>Total</b>									
<b>Aggregate amount of quoted investments</b>									
<b>Aggregate market value of listed and quoted investments</b>									
<b>Aggregate amount of unquoted investments</b>									

**Note 15 Inventories****(At cost or net realisable value whichever is low)**

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Nos	Rs	Nos	Rs
<b>(A) Quoted Shares</b>				
Aditya Birla Fashion & Retail Limited	-	-	40,000	6,154,000
Consolidated Fibers & Chem Limited	50	500	50	80
Diamond Power Infrastructure Limited	-	-	1,000	34,600
IDFC Limited	750,000	36,562,500	-	-
JMC Project Limited	-	-	1	266
Kridhan Infra Limited	1	87	1	51
Rattan Indian Infrastructure Limited	-	-	1,565,000	5,176,385
State Bank of India Limited	1	250	-	-
Welspun India Limited	488,000	28,328,400	-	-
<b>Total- A</b>	<b>1,238,052</b>	<b>64,891,737</b>	<b>1,606,052</b>	<b>11,365,381</b>
<b>(B) Unquoted Shares and Mutual Funds</b>				
Auroplast India Limited	2,500	25,000	2,500	25,000
Allied Resins Chem Limited	5,000	5,000	5,000	5,000
East Aggle Plastic Limited	660	1,320	660	1,320
Meeraj Multiweb Inds. Limited	24,000	240,000	24,000	240,000
<b>Total- B</b>	<b>32,160</b>	<b>271,320</b>	<b>32,160</b>	<b>271,320</b>
<b>Total - A+B</b>	<b>1,270,212</b>	<b>65,163,057</b>	<b>1,638,212</b>	<b>11,636,701</b>
<b>Aggregate market value of quoted Shares</b>		<b>65,163,076</b>		<b>12,563,816</b>

**Note 16 Trade receivables**

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	-	-
Other Trade receivables		
Unsecured, considered good	-	26,742,245
<b>Total</b>	<b>-</b>	<b>26,742,245</b>



# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note 17 Cash and Bank balance

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
<b>Cash and cash equivalents (As per AS 3 Cash Flow Statements)</b>		
(a) Cash on hand	88,276	257,420
(b) Balances with banks		
(i) In current accounts	2,781,718	15,638,783
	<b>2,869,994</b>	<b>15,896,203</b>
<b>Other Bank Balance</b>		
(i) In Fixed Deposit	375,614	375,614
<b>Total</b>	<b>3,245,608</b>	<b>16,271,817</b>

### Note 18 Short-term loans and advances

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Loans and advances to employees		
Unsecured, considered good	446,030	282,000
(b) Inter-corporate deposits		
Unsecured, considered good (Refer note - 25.4 )	265,600,000	239,000,000
(c) Others		
Unsecured, considered good	-	4,750,000
(d) Prepaid expenses		
Unsecured, considered good	74,094	80,970
(e) Balances with government authorities		
Unsecured, considered good	19,905,865	9,323,807
Advance Tax (Net of Provision of Rs. 39,033,134)		
(Previous Year Rs.33,678,396)		
<b>Total</b>	<b>286,025,989</b>	<b>253,436,777</b>
<b>Due from Related Parties</b>	<b>175,600,000</b>	<b>169,000,000</b>

### Note 19 Other current assets

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs	Rs
(a) Accruals		
(i) Interest accrued on loans	7,225,653	11,456,738
(b) Others		
(i) Advance against expenses	2,000	2,000
(ii) Other receivable	900,000	600,000
<b>Total</b>	<b>8,127,653</b>	<b>12,058,738</b>
<b>Due from Related Parties</b>	<b>5,180,311</b>	<b>10,427,927</b>

## Note 20 Revenue from operations

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Profit on Trading in Securities & Mutual funds (net) (refer note (a) below)	(168,459,073)	32,322,421
Other operating revenues (refer note (b) below)	176,716,012	32,066,934
<b>Total</b>	<b>8,256,939</b>	<b>64,389,355</b>

Note	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
		Rs	Rs
<b>(a)</b>	<b>Profit on Trading in Securities &amp; Mutual funds comprises</b>		
	<b>Traded goods</b>		
	Sale of shares and mutual funds	523,728,995	275,811,545
	Less: Purchases of shares & mutual funds	743,755,309	94,753,081
	Less: Changes in inventories (refer note (i) below)	(53,526,356)	146,215,822
	Less: Security Transaction Charges	1,959,115	2,520,221
	<b>Total</b>	<b>(168,459,073)</b>	<b>32,322,421</b>

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
<u>Inventories at the end of the year:</u>		
Stock-in-trade	65,163,057	11,636,701
	65,163,057	11,636,701
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	11,636,701	186,136,516
Less : Transfer to Investments	-	(28,283,993)
	11,636,701	157,852,523
<b>Net (increase) / decrease</b>	<b>(53,526,356)</b>	<b>146,215,822</b>
<b>(b) Other operating revenues comprise</b>		
(i) Interest income		
Interest on loan	17,204,538	22,022,590
Interest income from investments/bonds	-	4,547,636
(ii) Profit on sale of investment	147,473,207	70,719,399
(iii) Profit / (Loss) on futures & options segment	10,726,690	(65,229,947)
(iv) Income from speculation in equity shares - cash segment	1,311,577	2,456
(v) Brokerage received	-	4,800
<b>Total - Other operating revenues</b>	<b>176,716,012</b>	<b>32,066,934</b>
<b>Income from Related Party</b>	<b>5,755,901</b>	<b>15,039,301</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note 21 Other income**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
<b>Other operating revenues comprise</b>		
Interest income (refer note (i) below)	<b>440,718</b>	597,656
<b>Dividend income</b>		
from group company	<b>3,806,951</b>	-
from others	<b>151,294,598</b>	42,522,957
<b>Miscellaneous Income</b>	<b>332</b>	-
<b>Total</b>	<b>155,542,599</b>	<b>43,120,613</b>
<b>Income from Related Party</b>	<b>3,806,951</b>	-

**Note (i)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Interest income comprises		
(a) Interest on fixed deposits	<b>62,425</b>	425,560
(b) Interest on income tax refund	<b>378,293</b>	172,096
<b>Total</b>	<b>440,718</b>	<b>597,656</b>

**Note 22 Employee benefits expense**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Salaries, bonus and allowances	<b>12,337,561</b>	14,789,538
Staff welfare expenses	<b>105,826</b>	105,807
<b>Total</b>	<b>12,443,387</b>	<b>14,895,345</b>
<b>Payment to Related Party</b>	<b>4,915,174</b>	<b>7,657,476</b>

**Note 23 Finance costs**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Interest on borrowings	3,367,691	28,137,661
Interest on Income Tax	-	263,029
Interest on late payment of TDS	19	-
<b>Total</b>	<b>3,367,710</b>	<b>28,400,690</b>
<b>Payment to Related Party</b>	<b>422,801</b>	<b>3,129,102</b>

**Note 24 Other expenses**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Rates and taxes, excluding taxes on income	4,770	7,000
Legal and professional fees	5,616,793	1,672,495
Payments to auditors (refer note (i) below)	104,000	122,000
Corporate Social Responsibility Expenses	-	2,700,000
Provision for Standard Asset	198,078	779,684
Sundry Balance written off	-	5,000,001
Decrease in the value of venture Fund	2,246,631	-
Miscellaneous expenses	3,046,005	2,259,879
<b>Total</b>	<b>11,216,276</b>	<b>12,541,059</b>
<b>Payment to Related Party</b>	<b>79,236</b>	<b>8,485</b>

**Notes (i):**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Payments to the auditors comprises		
As auditors - statutory audit	64,000	64,000
Tax Audit fees	15,000	15,000
for other services	25,000	43,000
<b>Total</b>	<b>104,000</b>	<b>122,000</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note 25 Additional information to the financial statements**

**25.1 Contingent liabilities and commitments (to the extent not provided for)**

**Contingent Liabilities :**

- (i) Contingent liabilities not provided for uncalled liability on
  - a) Partly paid up preference shares of Arkaya Commercial Private Limited amounting to Rs.6,250/-
  - b) Partly paid up shares warrant of Ramky Infrastructure Limited amounting to Rs. 75,750,000/-
- (ii) Demand of Rs.80,22,602/- for AY 1996-97 is pending under Madhya Pradesh Sales Tax Act against which appeals had been filed with Deputy Commissioner of Commercial Tax. The Deputy Commissioner of Commercial tax has redirected case to Assessing Officer for reassessment. The reassessment proceedings has not yet initiated.
- (iii) During F.Y. 2004-05, Company has kept Rs.100.70 Lacs in Escrow account with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which company has transferred its Aluminum Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited under section 391 to section 394 of the companies Act, 1956. On 01/10/2012, The High court of Indore (Single Judge ) has given decision in favour of the Company. Revenue had filed an writ appeal against the said order with the Hon'ble The High court of M.P., Indore.( Double Judge), wherein order dated 26.09.2014 states that the appeal be listed for final hearing in due course.
- (iv) NEPC India Limited had instituted a suit against the company in the court of II FAST TRACK JUDGE Madras for deferment of payment to the NEPC India Limited the sum of Rs. 20,47,156/- together with interest at 24% p.a on Rs. 10,53,450/- Vide order dated 13/02/2012, court has given decision in favour of NEPC India limited. In the result the suit is decreed in favour of NEPC India Limited for Rs. 10,53,450/- with interest at the rate of 12% p.a. from august 98 till realisation with costs. Company has filed an appeal with the High court of Madras against the said order.
- (v) As per Income Tax Department following tax demand is outstanding against the company & it has not been provided in the accounts.

Assessment Year	Demand u/s	Short Provision Rs.	Amount paid under Protest / Refund Adjusted Rs.	Status of Appeal
<b>Aroni Commercials Limited - Transferor Company</b>				
2005-06	u/s 250	146,381	146,381	Letter for rectification against order giving effect of CIT (Appeal)'s order has been filed on 18/04/2012.
2006-07	u/s 250	413,358	413,358	Order Giving Effect to ITAT order pending.
2009-10	u/s 143(3)	156,807	156,807	Letter for rectification against order u/s 154 wrt 143(3) dated 29/02/2012 has been filed.
2010-11	u/s 143(3)	72,107	-	CIT (Appeal's) order giving effect is pending.
2012-13	u/s 143(3)	290,483	218,052	Letter for rectification has been filed against order 143(3) dated 10/02/2015 order pending.
2015-16	u/s 143(3)	20,316	-	Order u/s 154 is pending.
<b>Saraswati Commercial (India) Limited- Transferee Company</b>				
2010-11	u/s 143(1)	385,884	385,884	Rectification of oder u/s 154 is pending.

**25.2 Details of Open interest in Equity stock Futures Contracts as on 31/03/2018**

Name of Equity Stock Future			No. of Contracts	Long Position	Short Position
Scrip	FUT/OPT	EXPIRY			
DHFL	FUT	26-APR-2018	34	-	51,000
HINDPETRO	FUT	26-APR-2018	17	26,775	-

**25.3 Income and Expenditure in Foreign Currency**

Particulars	2017-18	2016-17
	Rs.	Rs.
Expenditure in foreign currency	NIL	NIL
Earnings in foreign exchange	NIL	NIL

**25.4** Trade Receivable, Trade Payable, Loans and Advances and Unsecured Loans are subject to confirmation.

**25.5** The Company has a policy of booking Income received from “Kshitij Venture Capital Fund” and “Urban Infrastructure Opportunities Fund” on the basis of provisional income statement received from respective Venture Capital Fund Manager.

The Company has booked the fund based on NAV of the fund as on 31st March, 2018 received from the fund Manager. Accordingly any decrease is charged to profit and loss under head “Decrease in the value of venture Fund”.

- 25.6** A) Fixed deposits with bank of Rs. 3,75,614/- includes fixed deposit of Rs.3,08,871/-in the name of District and Sessions Judge, Ujjain deposited as guarantee money. However, the entire amount of Rs. 3,75,614 is subject to reconciliation and confirmation from the respective banks and authorities. The Fixed Deposit of Rs.3,08,871/- was renewed in August 2003 having maturity in June 2006 with a maturity value Rs.4,84,974/-. Since the status of the case is pending & there is no communication of renewal of Fixed Deposit post June 2006. Considering this fact, the company has not accounted for any interest income on the said fixed deposit.
- B) During F.Y. 2004-05, Company has kept Rs.100.70 Lacs in Escrow account in fixed deposit in the name of Arcil Catalyst Private Limited previously known as ‘Atofina’ with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which company has transferred its Aluminum Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited. The present value of the fixed deposit as on 31st March 2018 is Rs. 20,412,705. Since the fixed deposit is in the name of Arcil Catalyst Private Limited no income on same is accounted for by the Company. Only in the event of a favourable outcome from the apex court in favour of the company, proceeds of fixed deposit will be received, the Company will account for interest income.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Disclosures under Accounting Standards

#### 26.1 Employee Benefit Plans (AS 15)

- a. As number of employees working in company are less than Ten, Gratuity provisions as per Accounting Standard 15 issued by Institute of Chartered Accountant of India does not apply to company.
- b. The company has made provision for Leave Salary on the actual balance leaves of the employees for the FY 2017-2018, calculated at the monthly basic plus HRA salary of the employees for the FY 2017-2018.

#### 26.2 Related party transactions (AS 18)

##### Details of related parties:

Description of relationship	Names of related parties
Associates	Arcies Laboratories Ltd
Entities in which KMP / relatives of KMP have significant influence & Other group companies	Four Dimensions Commodities Pvt. Ltd.
	Four Dimensions Securities (India) Ltd.
	Geecee Ventures Ltd
	Geecee Investments Ltd
	Geecee Business Pvt Ltd
	Sam Jag-Deep Investment Pvt Ltd
	Urudavan Investment and Trading Pvt Ltd.
	Winro Commercial (India) Ltd
	Kothari Premises Private Limited
	Key Management Personnel (KMP) as on 31/03/2018
• Shri Anil Kumar Rajan - Director (upto 10-08-2017)	
• Shri V V Sureshkumar - Director (w.e.f 14-08-2017)	
• Shri Ritesh Zaveri - Director (w.e.f. 13-11-2017)	
• Shri Ketan Desai - Director	
• Mrs Babita Thakar - Director	
• Mr Rajiv Pathak - CEO (w.e.f. 11-08-2016)	
• Mrs Vaishali Dhuri - CFO	
• Mrs Avani Sanghavi - Company Secretary (w.e.f 14-08-2017)	
• Mrs Ekta Kumari - Company Secretary (upto 14-08-2017)	

##### Note:

1. Related parties have been identified by the Management.

## Details of related party transactions during the year ended 31st March, 2018 and balances outstanding as at 31st March, 2018:

		Associates	KMP	Relatives of	Others	Total
		Rs	Rs	KMP	Rs	Rs
a	Brokerage Paid	-	-	-	4,804,116	4,804,116
		(-)	(-)	(-)	(5,571,171)	(5,571,171)
b	Employee benefit expenses	-	4,915,174	-	-	4,915,174
		(-)	(7,657,476)	(-)	(-)	(7,657,476)
c	Interest Received on Loan	-	-	-	5,755,901	5,755,901
		(-)	(-)	(-)	(15,039,301)	(15,039,301)
d	Dividend Received	-	-	-	3,806,951	3,806,951
		(-)	(-)	(-)	(-)	(-)
e	Interest Paid	-	-	-	422,801	422,801
		(-)	(-)	(-)	(3,129,102)	(3,129,102)
f	Reimbursement of Expenses	-	-	-	79,236	79,236
		(-)	(-)	(-)	(8,485)	(8,485)
<b>Finance &amp; Investment</b>						
g	Loan Taken	-	-	-	663,125,601	663,125,601
		(-)	(-)	(-)	(702,058,266)	(702,058,266)
h	Loan Repaid	-	-	-	344,893,613	344,893,613
		(-)	(-)	(-)	(702,058,266)	(702,058,266)
i	Loans Advanced	-	-	-	1,370,323,927	1,370,323,927
		(-)	(-)	(-)	(1,988,195,703)	(1,988,195,703)
j	Loans Received back	-	-	-	1,194,723,927	1,194,723,927
		(-)	(-)	(-)	(1,988,195,703)	(1,988,195,703)
k	Investment purchased	-	-	-	-	-
		(-)	(-)	(-)	(161,555,327)	(161,555,327)
<b>Balances outstanding at the end of the year</b>						
l	Other Current Liability	-	722,000	-	380,744	1,102,744
		(-)	(541,647)	(-)	(2,813,613)	(3,355,260)
m	Trade Payable	-	-	-	454,510	454,510
		(-)	(-)	(-)	(77,276,540)	(77,276,540)
n	Short term borrowings	-	-	-	318,231,988	318,231,988
		(-)	(-)	(-)	(-)	(-)
o	Short Term loan & Advances	-	-	-	175,600,000	175,600,000
		(-)	(-)	(-)	(169,000,000)	(169,000,000)
p	Investments	-	-	-	353,178,786	353,178,786
		(-)	(-)	(-)	(352,120,892)	(352,120,892)
q	Other Current Assets	-	-	-	5,180,311	5,180,311
		(-)	(-)	(-)	(10,427,927)	(10,427,927)

Note: Figures in bracket relates to the previous year



# SARASWATI COMMERCIAL (INDIA) LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Disclosure in respect of Material Related Party Transactions during the year

Particulars	Relation	2017-18	2016-17
		Rs	Rs
<b>a Brokerage Paid</b>			
-Four Dimensions Securities (India) Limited	Others	4,804,116	5,571,171
<b>b Employee benefit expenses</b>			
-Mr Nalin Kothari	KMP	-	488,212
-Mrs Vaishali Dhuri	KMP	962,256	829,948
-Mrs Ekta Kumari	KMP	56,126	152,400
-Mr Rajiv Pathak	KMP	3,415,737	2,288,030
-Mrs Avani Sanghavi	KMP	481,055	-
-Mr. Anoop Chaturvedi	KMP	-	739,775
-Mrs. Shreya Dhende	KMP	-	762,053
-Mr. Nirav Shah	KMP	-	2,397,058
<b>c Interest Received on Loan</b>			
Four Dimensions Securities (India) Limited	Others	3,580,141	3,610,884
Kothari Premises Private Limited	Others	834,252	10,607,032
GeeCee Investment Limited	Others	768,776	700,867
Urdhavan Investment & Trading Private Limited	Others	572,732	120,518
<b>d Dividend Received</b>			
-Geecee Ventures Limited	Others	3,806,951	-
<b>e Reimbursement of Expenses</b>			
-Mr Nalin Kothari	KMP	-	2,895
-Mrs Vaishali Dhuri	KMP	13,887	5,590
-Mrs Avani Sanghavi	KMP	1,531	-
-Geecee Ventures Limited	Others	63,818	-
<b>f Interest Paid</b>			
-Geecee Investments Limited	Others	2,229	2,866
-Winro Commercial (India) Limited	Others	420,572	3,126,236
<b>Finance &amp; Investment</b>			
<b>g Loan Taken</b>			
-Geecee Investments Limited	Others	131,988	14,900,000
-Winro Commercial (India) Limited	Others	662,993,613	687,158,266
<b>h Loan Repaid</b>			
-Geecee Investments Limited	Others	-	14,900,000
-Winro Commercial (India) Limited	Others	344,893,613	687,158,266
<b>i Loans Advanced</b>			
-Geecee Investments Limited	Others	297,002,914	186,594,243
-Four Dimensions Securities (India) Limited	Others	597,745,218	1,303,350,460
-Kothari Premises Private Limited	Others	185,146,329	364,951,000
-Urdhavan Investment & Trading Private Limited	Others	290,429,466	133,300,000

Particulars	Relation	2017-18	2016-17
		Rs	Rs
<b>j Loans Received back</b>			
-Geecee Investments Limited	Others	297,002,914	186,594,243
-Four Dimensions Securities (India) Limited	Others	597,745,218	1,134,350,460
-Kothari Premises Private Limited	Others	9,546,329	364,951,000
-Urdhavan Investment & Trading Private Limited	Others	290,429,466	133,300,000
<b>k Purchase of Investment from</b>			
-Geecee Investments Limited	Others	-	107,703,551
-Winro Commercial (India) Limited	Others	-	53,851,776
<b>Balances outstanding at the end of the year</b>			
<b>l Trade Payable</b>			
-Four Dimensions Securities (India) Limited	Others	454,510	77,276,540
<b>m Short term borrowing</b>			
-Geecee Investments Limited	Others	131,988	-
-Winro Commercial (India) Limited	Others	318,100,000	-
<b>n Other Current Liabilities</b>			
<b>Interest Payable</b>			
-Geecee Investments Limited	Others	2,229	-
-Winro Commercial (India) Limited	Others	378,515	2,813,613
<b>Employee benefits payable</b>			
-Mr. Rajiv Pathak	KMP	616,000	372,587
-Mrs Vaishali Dhuri	KMP	76,000	156,060
-Mrs Ekta Kumari	KMP	30,000	12,500
<b>Telephone Expenses Payable</b>			
-Mrs Vaishali Dhuri	KMP	-	500
<b>o Other Current Assets</b>			
-Four Dimensions Securities (India) Limited	Others	3,222,127	145,218
-Kothari Premises Private Limited	Others	750,827	9,546,329
-Geecee Investments Limited	Others	691,898	627,914
-Urdhavan Investment & Trading Private Limited	Others	515,459	108,466
<b>p Short Term loan &amp; Advances</b>			
-Kothari Premises Private Limited	Others	175,600,000	169,000,000
<b>Disclosure in respect of Material Related Party Transactions during the year</b>			
<b>q Investments</b>			
Geecee Venture Limited	Others	220,581,377	220,581,377
Geecee Investments Limited	Others	1,485,386	1,485,386
Winro Commercial (India) Limited	Others	1,069,153	1,069,153
Four Dimensions Commodities Private Limited	Others	130,000	130,000
Four Dimensions Securities (I) Limited	Others	123,064,220	123,064,220
GeeCee Business Private Limited	Others	6,848,650	6,848,650

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**26.3 Earnings per share (AS 20)**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
(a) Profit available for equity shareholders	159,634,511	52,215,943
(b) Weighted average number of Equity Shares for Basic Earnings per share (Nos.)	964,137	640,000
(c) Effect of weighted average of potential equity shares on issue of shares in Amalgamation	-	390,593
(d) Weighted average number of equity shares for Diluted Earnings per share (Nos.)	964,137	1,030,593
(e) Nominal Value of Equity Shares (Rs.)	10.00	10.00
(f) Basic Earnings per share (Rs.)	165.57	81.59
(g) Diluted Earnings per share (Rs.)	165.57	50.67

**Other Disclosures**

**27 Disclosures under the Micro, Small and Medium Enterprises Development Act, 2006:**

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Principal amount remaining unpaid to any supplier at the end of the accounting year.	-	-
(b) Interest due thereon remaining unpaid to any supplier at the end of the accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**28 Section 135 of the Companies Act, 2013 i.e Corporate Social Responsibility, read with Schedule VII thereto, is not applicable to the Company. Although, the Company has spent Rs. Nil (previous year Rs. 27 Lakh ) towards Corporate Social Responsibility.**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
Gross amount required to be spent by the Company during the year.	-	-
Amount spent during the year:		
In Cash	-	2,700,000
Yet to be paid in cash	-	-
<b>Total</b>	-	<b>2,700,000</b>
Construction/acquisition of any asset	-	-
On purposes other than (i) above	-	2,700,000

**29 Investment in associate**

The break-up of Investment in Arcies Laboratories Limited as at 31st March, 2018 is as under

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs	Rs
(i) Number of equity shares (Nos.)	2,500	2,500
(ii) Percentage holding (%)	31.03%	31.03%
(iii) Cost of Investment (Equity shares)	25,000	25,000
(iv) Goodwill/(Capital Reserve) Included in cost of Investment above	(78,933)	(78,933)
(v) Share in accumulated loss net of dividend received as at the beginning of the year	(875,213)	(880,900)
Add/Less: Share of Profit / Loss for the year	(91,475)	5,687
Less: Dividend received during the year	-	-
Loss restricted to cost of investment	(25,000)	(25,000)
(vi) Carrying cost (iii + v)	-	-

**30 Entities included in Consolidation**

Name of the Enterprise	Country of incorporation	Proportion of interest as on 31st March, 2018 (%)	Proportion of interest as on 31st March, 2017 (%)
<b>Subsidiaries in India</b>			
Sareshwar Trading and Finance Private Limited	India	60.77%	60.77%
Arkaya Commercial Private Limited	India	61.83%	61.83%
<b>Associate</b>			
Arcies Laboratories Limited	India	31.03%	31.03%

**31 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013**

Name of the Enterprise	Particulars			
	Net assets, i.e., total assets minus total liabilities		Share of profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
<b>Parent</b>				
Saraswati Commercial (India) Limited	100.03%	1,291,667,620	100.02%	159,664,611
<b>Subsidiaries</b>				
<b>Indian</b>				
1. Sareshwar Trading and Finance Private Limited	0.20%	2,571,588	0.02%	24,255
2. Arkaya Commercial Private Limited	0.01%	184,551	(0.05%)	(72,522)
<b>Foreign</b>				
Minority Interests in all subsidiaries	(0.08%)	(1,072,120)	(0.01%)	(18,167)
<b>Associates (Investment as per the equity method)</b>				
<b>Indian</b>				
Arcies Laboratories Limited	-	-	-	-
<b>Foreign</b>				
	NA	NA	NA	NA
	100.16%	1,293,351,639	100.00%	159,634,511
Less : Elimination	(0.16%)	(2,042,803)	-	-
<b>Total</b>	<b>100.00%</b>	<b>1,291,308,836</b>	<b>100.00%</b>	<b>159,634,511</b>

32 (a) The company has allotted 390,593 Equity Shares on 29th May, 2017 to the Shareholders of Aroni Commercials Limited as on record date (i.e 22nd May, 2017) due to the Scheme of Amalgamation in the ratio approved. Pursuant to the said allotment, the Equity Share Capital of the Company is increased to Rs. 10,305,930/-.

(b) Board of Directors observed that the equity shares of Company were infrequently traded on the BSE limiting the opportunity for the shareholders to buy and sell equity shares of the Company. Also the Company had surplus cash portion of which the Board wanted to return to its Shareholders.

Also the Board of Directors of the Company was of the view that the buyback of Equity Shares shall also provide an opportunity to shareholders to offer their Equity Shares to the Company resulting in improvement in financial ratios and maximization of overall shareholders' value. Therefore they at their meeting held on 7th December, 2017 announced the Buyback up to 60,000 fully paid-up equity shares of the Company of face value Rs. 10/- representing up to 5.82% of the total number of Equity Shares of the Company, from all the equity shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. Friday, 22nd December, 2017, on a proportionate basis, through the tender offer using stock exchange mechanism, at a price of Rs. 978/- per Equity Share for an aggregate maximum amount of up to Rs. 5,86,80,000/- excluding transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty, etc.

The total number of Equity Shares bought back under the Buyback were 29,665 Equity Shares, at a price of Rs. 978/- per Equity Share, amounting to

Rs. 2,90,12,370/- excluding Transaction Cost.

The Company received the approval for buyback of Equity Shares from SEBI on 2nd January, 2018 and completed the process on 9th February, 2018.

Post buyback the share capital of the Company reduced to Rs. 1,00,09,280/- Equity Shares from Rs. 1,03,05,930/-

33 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

### In terms of our report attached.

#### For M/S AJAY SHOBHA & CO.

Chartered Accountants  
Firm Reg. No: 317031E

Sd/-

**Ajay Gupta**

Partner  
Membership No. 053071

Place: Mumbai

Date: 28th May, 2018

### For and on behalf of the Board of Directors

Sd/-

**V. V. Suresh kumar**

Director  
DIN : 00053859

Sd/-

**Vaishali Rajesh Dhuri**

Chief Financial Officer

Sd/-

**Ritesh Zaveri**

Director  
DIN : 00054741

Sd/-

**Avani Sanghavi**

Company Secretary

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures****Part "A": Subsidiaries**

<b>Name of Subsidiary</b>	<b>Sareshwar Trading and Finance Private Limited</b>	<b>Arkaya Commercial Private Limited</b>
1 Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2018	31.03.2018
2 Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Nil	Nil
3 Share capital	1,542,000	280,750
4 Reserves & surplus	1,029,588	(96,199)
5 Total assets	2,580,308	323,768
6 Total Liabilities	8,720	139,217
7 Investments	2,463,362	301,595
8 Turnover	40,354	-
9 Profit before taxation	29,964	(72,522)
10 Provision for taxation	5,709	-
11 Profit after taxation	24,255	(72,522)
12 Proposed Dividend	-	-
13 % of shareholding	60.77%	61.83%

The following information shall be furnished:-

- Names of subsidiaries which are yet to commence operations : Nil
- Names of subsidiaries which have been liquidated or sold during the year : Nil

# SARASWATI COMMERCIAL (INDIA) LIMITED

## Part "B": Associates and Joint Ventures

The company has no Joint Venture and therefore details under this heading relate only to Associate companies

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Arcies Laboratories Limited
1. Latest audited Balance Sheet Date	31.03.2018
2. Shares of Associate/Joint Ventures held by the company on the year end	
(i) No. of Shares	2,500
(ii) Amount of Investment in Associates/Joint Venture - Rs. In Lakhs	0.25
(iii) Extend of Holding%	31.03
3. Description of how there is significant influence	Shareholding in Company
4. Reason why the associate/joint venture is not consolidated	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet( Rs in Lakhs)	(8.66)
6. Profit/Loss for the year	
(i) Considered in Consolidation -( Rs in Lakhs)	(0.91)
(ii) Not Considered in Consolidation -( Rs in Lakhs)	-

The following information shall be furnished:-

- Names of associates or joint ventures which are yet to commence operations. NA
- Names of associates or joint ventures which have been liquidated or sold during the year: NA

### For M/S AJAY SHOBHA & CO.

Chartered Accountants

Firm Reg. No: 317031E

Sd/-

**Ajay Gupta**

Partner

Membership No. 053071

Place: Mumbai

Date: 28th May, 2018

### For and on behalf of the Board of Directors

Sd/-

**V.V. Suresh kumar**

Director

DIN : 00053859

Sd/-

**Vaishali Rajesh Dhuri**

Chief Financial Officer

Sd/-

**Ritesh Zaveri**

Director

DIN : 00054741

Sd/-

**Avani Sanghavi**

Company Secretary

**SARASWATI COMMERCIAL (INDIA) LIMITED**

Registered Office: 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai – 400 021.

Website: www.saraswaticommercial.com Email: saraswati.investor@gcvl.in

Telephone: 022 66708600 Fax: 022 6670865

**CIN: L51909MH1983PLC166605**

FORM - MGT-11

**PROXY FORM**

Name of the Member(s)

Registered Address

E-mail Id

Folio No./Client Id/ DP ID:

I / We being a member(s) of **SARASWATI COMMERCIAL (INDIA) LIMITED** shares of the above named company, hereby appoint

1. Name.....

Address.....

Email ID.....Signature.....or failing him/her

2. Name.....

Address.....

Email ID.....Signature.....or failing him/her

3. Name.....

Address.....

Email ID.....Signature.....or failing him/her

as my/our Proxy to attend and vote (on poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on **Thursday, 27<sup>th</sup> September, 2018 at 4.30 P.M at Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr no.	Resolution	For	Against
1	Adoption of the Financial Statements and Reports thereon for the year ended 31st March, 2018		
2	Re-Appointment of Mr. V V Sureshkumar (DIN: 00053859) who retires by rotation		
3	Appointment of Mr. Ritesh Zaveri (DIN: 00054741) as a (Non-Executive) Director of the Company.		
4	Approval of Related Party Transactions.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of the Shareholder

Signature of the proxy holder(s)

Affix  
Re. 1.00  
Revenue  
Stamp

**Note:**

This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.





**SARASWATI COMMERCIAL (INDIA) LIMITED**

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**CIN: L51909MH1983PLC166605****ATTENDANCE SLIP****35<sup>th</sup> ANNUAL GENERAL MEETING**

<b>DP ID – Client ID / Folio No.</b>	
<b>Name &amp; Address of Member:</b>	
<b>No of Shares held</b>	

I certify that I am a member / proxy of the Company

I hereby record my presence at the 35th Annual General Meeting of the Company held on 27<sup>th</sup> September, 2018 at 4:30 P.M. at Oricon House, 6th Floor, 12, K. Dubhash Marg, Mumbai – 400 001.\_\_\_\_\_  
Member's / Proxy's Signature-----  
**Cut Here**  
-----**ELECTRONIC VOTING PARTICULAR**

<b>EVEN (E-voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>
<b>109459</b>		

**Note: Please read the complete instructions given under the Note (the instruction for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from 24<sup>th</sup> September, 2018 (9:00 a.m. IST) and ends on 26<sup>th</sup> September, 2018 (5:00 p.m. IST). The voting module shall be disabled by NSDL for voting thereafter.**



# ROUTE MAP FROM CST RAILWAY STATION AND CHURCHGATE RAILWAY STATION TO ORICON HOUSE



*If Undelivered, please Return to:*

**SARASWATI COMMERCIAL (INDIA) LIMITED**  
209-210, Arcadia, 2nd Floor, 195 Nariman Point, Mumbai - 400 021.