

Sanblue Corporation Limited

26th

Annual Report

2018-2019

SANBLUE CORPORATION LIMITED

30th May, 2019

To,
BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai-400001

Dear Sir/Madam

Ref: BSE Script Code: 521222


Sub: Declaration pursuant to Regulation 33 (3) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. Audit Report with unmodified opinion.

The Board of Directors of the Company in its meeting held today, i.e. 30th May, 2019, approved the Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date, accordingly the Statement of Audited Financial Results pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with Auditor's Report thereon was also approved.

Further, pursuant to Regulation 33(3)(d) of the SEBI (Listing and Other Disclosure Requirements) Regulation, 2015 and notification dated 25th May, 2016 issued by SEBI, we hereby declare that the Auditor's Reports on the Annual Audited Financial Statements of the Company for the year ended 31st March, 2019, are with unmodified opinion.

Yours faithfully,

For Sanblue Corporation Limited

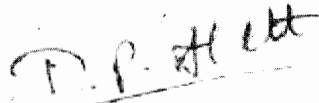

Jose Daniel
Managing Director
DIN:03532474

For Sanblue Corporation Limited


Jekil Pancholi
Company Secretary
ACS: 37920



For Sanblue Corporation Limited


Dhaval Sheth
CFO

Board of Directors & Key Managerial Personnel of the Company:

Mr. Jose Daniel (DIN:03532474)	- Managing Director & CEO
Mr. Sanjiv Shah (DIN:00256817)	- Director
Mrs Krina Shah (DIN:01798704)	- Women Director
Mr.Jigar Shah (DIN:00089575)	- Independent Director
Mr. Yogesh Shah (DIN:02030459)	- Independent Director
Mr Rajesh Shah (DIN:00092504)	- Independent Director
Mr. Dhaval Sheth	- CFO
Mr. Jekil Pancholi	- Company Secretary

STATUTORY AUDITORS

M/s. Kantilal Patel & Company
Chartered Accountants
202, Paritosh, Usmanpura (Riverside),
Ashram Road,
Ahmedabad - 380 013.

REGISTERED OFFICE

22A, Government Servant Society,
Near Municipal Market, C. G. Road,
Ahmedabad - 380 006.
Tel. : 079 2656 2055
Email : inquiry@sanbluecorporation.com
Website : www.sanbluecorporation.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshares Services Private Limited
A/802, Samudra complex, Near Klassic
Gold, Girish cold drink,
C. G. Road, Ahmedabad, Gujarat - 380 009.
Tel. : 079 - 4002 4135
Email : bssahd@bigshareonline.com
Website : www.bigshareonline.com

STOCK EXCHANGE

Bombay Stock Exchange Ltd.

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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of Sanblue Corporation Limited will be held on Friday, 27th Day of September, 2019 at the registered office situated at the 22A Government Society, Near Municipal Market C. G. Road, Ahmedabad-380006 at 10:00 a.m., to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on March 31, 2019, the Balance Sheet as at that date and Cashflow together with the Auditor and Directors' Report thereon.
2. To appoint a Director in place of Mr. Jose Daniel (DIN: 03532474), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider the appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Section 139,142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby appointed of M/s. Arpit Patel & Associates (FRN: 144032W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in the year 2024 on such remuneration as may be determined by the Board of Directors of the Company from time to time.”

RESOLVED FURTHER THAT any one Board of Directors be and is hereby authorized to file necessary forms in the Ministry of Corporate Affairs and to do perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS :

4. **To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :**

“RESOLVED THAT pursuant to the provisions of sections 149,152 read with schedule VI and all other applicable provisions of the Companies Act,2013, 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 and Shri Jigar Shah (DIN: 00089575), whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act,2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as independent director of the Company for 5 (five) consecutive years for a term upto the conclusion of 31st Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

5. **To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :**

“RESOLVED THAT pursuant to the provisions of sections 149,152 read with schedule VI and all other applicable provisions of the Companies Act,2013, 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 and Shri Rajesh Shah (DIN: 00092504), whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as independent director of the Company for 5 (five) consecutive years for a term upto the conclusion of 31st Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

6. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to the provisions of sections 149,152 read with schedule VI and all other applicable provisions of the Companies Act, 2013, 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 and Shri Yogesh Shah (DIN: 02030459), whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as independent director of the Company for 5 (five) consecutive years for a term upto the conclusion of 31st Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

7. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :

RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the SEBI (LODR) Regulations and all other applicable provisions of the Companies Act, 2013 and other applicable laws, if any and subject to the necessary approvals from SEBI, BSE and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status the following “Outgoing Individual Promoters” in accordance with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if any, from “Promoter & Promoter Group Category” to “Public Category” of the Company.

Sr. No.	Name of the Outgoing Promoter & Promoter Group Individuals	No & % of shares held
1.	Bhavesh Shah	Nil
2.	Aanal Bhow	Nil

RESOLVED FURTHER THAT the above ‘Outgoing Promoter & Promoter Group Individuals shall not hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company.

RESOLVED FURTHER THAT it is hereby confirmed that above ‘Outgoing Promoter & Promoter Group Individuals :

- i. do not hold more than 10% of paid-up equity share capital of the Company;
- ii. the aggregate shareholding of all of the above individuals is Nil in the Company;

- iii. the aforesaid individuals have not and will continue to not exercise direct or indirect control over the Company;
- iv. the aforesaid individuals will not be appointed as key managerial personnel of the Company; and
- v. no special right were even held and would not be ever held by the above reclassified persons.

RESOLVED FURTHER THAT Mr. Jose Daniel, Managing Director & Chief Executive Officer or Mr. Dhaval Sheth, Chief Financial Officer or Mr. Jekil Pancholi, Company Secretary be and are hereby jointly or severally authorized to submit the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board.”

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Date : 09/08/2019
Place : Ahmedabad**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 26TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Book of the Company will remain closed Thursday, 19th September, 2019 to Friday, 27th September, 2019 (both days inclusive).
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the 26th AGM.
4. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFS code) with their Depository Participant. Members holding shares in physical form are requested to provide the above details, along with their Folio Number, to the Company's Registrar and Transfer Agents, M/s Bigshare Services Private Limited.
5. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email id, bank details, nominations, power of attorney, etc. To their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, along with the request for merging of folio etc., to the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Limited.
6. For the purpose of availing Nomination facility, members holding shares in dematerialised form are required to lodge the nomination with their Depository Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agents, Bigshare Services Private Limited.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as trading in physical shares is not feasible and also to eliminate all the risks associated with such physical shares. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Limited, for assistance in this regard.
8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and this Notice is being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the Registrars and Share Transfer Agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to inquiry@sanbluecorporation.com mentioning your Folio/DP ID & Client ID.
9. As per Securities and Exchange Board of India (SEBI) Circular, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's R&TAs.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to R&TAs for consolidating their holdings in a single folio. The share certificates will be returned to the members after making requisite changes therein.
11. Members / Proxies / Authorised Representatives should bring the enclosed attendance Slip, duly filled in, for attending the Meeting. Copies of the 26th Annual Report or Attendance Slips will not be distributed at the Meeting.

12. Details of the Directors seeking Appointment/Reappointment at the 25th Annual General Meeting :-

Name	Jose Daniel	Jigar Shah	Rajesh Shah	Yogesh Shah
DIN	03532474	00089575	00092504	02030459
Age	41 years	52 years	65 years	53 years
Experience	Experience in B2B e commerce, Information Technology, Textile and Apparel Industry.	Quality experience in media field including press, newspapers etc.	Rich Experience in machinery pumps and business development.	artitech and furniture field.
Qualification	Executive Management from IIM	B.com	B.com	B.com
Remuneration	8.40 Lacs p.a.	Nil	Nil	Nil
Other Directorships	1.Fibre2Fashion Private Limited 2.Fibre2Fashion Retail Private Limited	Nil	1.Fibre2Fashion Private Limited 2.Sanblue Infrastructure Private Limited	Nil
Chairman/Member of Committee	Member of Investor's and Grievances Committee	Nil	Nil	Nil
No of Board meeting attended during the year	4	4	4	4
Shareholding in the Company	Nil	Nil	18025 Equity Shares	Nil
Relationship with director's of the Company's	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.

13. Voting Options :

Voting Through electronic means :

The Business transacted as set out in the Notice may be transacted through the e - voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. Please note that the voting through electronic means is optional for shareholders.

The members, whose names appear in the Register of members/list of Beneficial Owners as on **Friday, September 20, 2019** i.e. cut off Date. are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on **Tuesday, 24.09.2019 at 09.00 A.M and will end on Thursday, 26.09.2019 at 05.00 P.M.** The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Mr. Sanjay Dayalji Kukadia (CPN. 11308) Practicing Company Secretary, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The members who have cast their vote by remote e-voting prior to the 26th AGM may also attend but shall not be entitled to cast their vote again.

**The instructions for members for voting electronically are as under :-
In case of members receiving e-mail :**

The instructions for shareholder voting electronically are as under :

- (i) The voting period begins on **<24.09.2019 at 09.00 A.M>** and ends on **<26.09.2019 at 05.00 P.M.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<20.09.2019>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the **EVSN : 190816041** for the relevant <Sanblue Corporation Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Green Initiative – An Important Communication to Members

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP’s in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s Bigshare Services Private Limited in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have a longer shelf life. The Company proposes to send all permitted communications electronically to the email id’s of Members unless specific request is received for a physical copy from Member. Please act and contribute to preserve the environment for our better future.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**Item No 4**

Shri. Jigar Shah (DIN: 00089575) was appointed as an independent Director of the Company. He holds office as an Independent Director of the Company up to five years. (First Term). He has over 10 years experience in media and press field.

The Board of Directors of the Company as its meeting held on 9th August,2019, on recommendation of the Nomination and Remuneration Committee and based on performance evolution, consider that his background and involvement during his first term, it is desirable to re-appoint Shri Jigar Shah as an Independent Director of the Company, not liable to retire by rotation, for five consecutive years (Second Term) upto the conclusion of 31st Annual General Meeting.

In the opinion of the Board, Shri. Jigar Shah fulfils the conditions for the re-appointment of the Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Details of him as per provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in this Notice of the 26th Annual General Meeting.

None of the Directors except Shri Jigar Shah or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors recommends the resolution for your approval.

Item No 5

Shri Rajesh Shah (DIN: 00092504) was appointed as an independent Director of the Company. He holds office as an Independent Director of the Company up to five years (First Term). He has over 15 years rich experience in machinery pumps and business development.

The Board of Directors of the Company as its meeting held on 9th August,2019, on recommendation of the Nomination and Remuneration Committee and based on performance evolution, consider that his background and involvement during his first term, it is desirable to re-appoint Shri Rajesh Shah as an Independent Director of the Company, not liable to retire by rotation, for five consecutive years (Second Term) upto the conclusion of 31st Annual General Meeting.

In the opinion of the Board, Shri Rajesh Shah fulfils the conditions for the re-appointment of the Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Details of him as per provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in this Notice of the 26th Annual General Meeting.

None of the Directors except Rajesh Shah or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors recommends the resolution for your approval.

Item No 6

Shri Yogesh Shah (DIN: 02030459) was appointed as an independent Director of the Company. He holds office as an Independent Director of the Company up five years. (First Term). He has over 15 years rich experience in architech and furniture field.

The Board of Directors of the Company as its meeting held on 9th August,2019, on recommendation of the Nomination and Remuneration Committee and based on performance evolution, consider that his background and involvement during his first term, it is desirable to re-appoint Shri Yogesh Shah as an Independent Director of the Company, not liable to retire by rotation, for five consecutive years (Second Term) upto the conclusion of 31st Annual General Meeting.

In the opinion of the Board, Shri Rajesh Shah fulfils the conditions for the re-appointment of the Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Details of him as per provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in this Notice of the 26th Annual General Meeting.

None of the Directors except Yogesh Shah or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors recommends the resolution for your approval.

Item No 7

The Company is required to identify the individuals and entities forming part of its 'Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws as in force.

Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category' or vice-versa, only subject to the fulfillment of the conditions as provided therein.

The Company has received the request letters from existing 'Promoter Group' of the Company (hereinafter individually referred to as the 'Outgoing Entities') to re-classify their status from "Promoter and Promoter Group Category" to "Public Category" of the Company in terms of Regulation 31A of the Listing Regulations. The names of the Outgoing Entities from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

Sr. No.	Name of the Outgoing Promoter & Promoter Group Individuals	No & % of shares held
1.	Bhavesh Shah	Nil
2.	Aanal Bhow	Nil

The Board of Directors of the Company at their meeting held on 30th May, 2019 have favourably considered the request of the Outgoing Entities as none of the member of Outgoing Entities :

- holds more than 10% of the total share capital of the Company (either individually or in concert);
- have any direct or indirect control over the affairs of the Company;
- holds any key managerial position in the Company;
- have any representations on the Board of Directors in the Company;
- is engaged in any management or day to day affairs of the Company;
- have any influences on the decision taken by the Company;
- have any special right through formal or informal arrangements with the Company

The Board of Director has accorded their approval to the said re-classification subject to the approval of the Members of the Company and relevant regulatory authorities.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of this Notice already fulfills the minimum public shareholding requirement of the total share capital and the proposed re-classification will not result in any increase in the Public Shareholding.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors recommends the resolution for your approval.

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Date : 09/08/2019
Place: Ahmedabad**

DIRECTOR'S REPORT

To
The Members,

Your Directors have pleasure in submitting this 26th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

1. FINANCIAL RESULTS :

Particulars	(Rs. In Lacs)	
	2018-19	2017-18
Revenue from Operations	313.98	640.36
Other Income	4.85	11.22
Loss before Tax	(26.28)	(10.25)
Less: Tax Expenses	--	--
Loss for the year	(26.28)	(10.25)
Total Comprehensive Income	(284.30)	578.16
Basic & Diluted EPS	(0.53)	(0.21)

2. REVIEW OF BUSINESS OPERATIONS

The revenue from operation of the Company during the year has decreased from Rs. 640.36 Lacs to Rs 313.98 Lacs. The Losses after Tax has increased from Rs 10.25 Lacs for the year previous year to Rs 26.28 Lacs for the current year.

3. DIVIDEND

During the period under review, your directors do not recommend any dividend for the current financial year.

4. RESERVES

The Company has not transferred any amount to the Reserve during the year under review.

5. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year Company has not provided any Loan or Guarantee under section 186 of the Companies Act, 2013. However Company has made investments. The particulars investments have been disclosed in the financial statements of the Company.

6. CORPORATE GOVERNANCE

As per the New (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified 2nd September, 2015 issued by Securities and Exchange Board of India, vide circular no. SEBI/LAD-NRO/GN/2015-16/013. Corporate Governance is not applicable to the Company as Company has not attained the prescribed limit as mentioned hereunder :

As per the Regulation 15 (Listing Obligations And Disclosure Requirements) Regulations, 2015 applicability of Corporate Governance shall not be mandatory for companies having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding Rupees Twenty Five crore, as on the last day of the previous financial year.

7. RELATED PARTY TRANSACTIONS

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.sanbluecorporation.com/policies.html

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year, the Company has completed inter se transfer procedure between promoters of the Company. There have been no other material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

9. INTERNAL FINANCE CONTROL SYSTEM

The Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The were no observations and comments of the Audit Committee are also generally placed before the Board.

10. DEPOSIT

The Company has neither accepted nor renewed any deposits during the year under review.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

During the year under review, the Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

12. SHARE CAPITAL

During the year under review, there were no changes in the share capital of the Company.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Jose Daniel (DIN: 03532474), retires by rotation and being eligible has offered himself for reappointment. Mr Jigar Shah, Mr. Rajesh Shah and Mr. Yogesh Shah be and are hereby reappointed as independent Director's of the Company for the next 5 years.(Second Term).

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability confirm and state that –

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The Directors had 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 at the end of the financial year and of the loss of the company for that period;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a 'going concern' basis;
- v. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given declaration to the Company stating their independence pursuant to Section 149(6) of the Companies Act, 2013.

16. PERFORMANCE OF EVALUATION

Pursuant to the provisions of the Companies Act,2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the

Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

(a) For Non Executive & Independent Directors :

- Knowledge
- Professional conduct
- Comply Secretarial Standard issued by ICSI
- Duties, Role and functions
- Documentation

(b) For Executive Directors:

- Performance as leader
- Analysis of Risk Reward Scenarios
- Professional conduct and integrity
- Sharing of information with Board.
- Adherence applicable government law

The Directors expressed their satisfaction with the evaluation process.

17. STATUTORY AUDITORS

In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Kantilal Patel & Co (FRN : 104744W), Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion Annual General Meeting of the Company.

Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of M/s. Arpit Patel & Associates (FRN : 144032W) Chartered Accountants (as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2024, subject to ratification of their appointment by the Members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. Arpit Patel & Associates (FRN: 144032W), Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Arpit Patel & Associates (FRN: 144032W), Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Report is enclosed with the financial statements in this Annual Report.

The Auditor's Report for financial year 2018-19 does not contain any qualification, reservation or adverse remark.

18. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has reappointed Mr. Sanjay Dayalji Kukadia, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure A**".

The Secretarial Audit Report for financial year 2018-19 does not contain any qualification, reservation or adverse remark.

19. INTERNAL AUDITOR

The Board of Directors has appointed M/s Rakesh J. Shukla & Associates, Chartered Accountants as Internal Auditors of the Company. The Internal Auditor directly reporting to audit committee. The Company has in place a mechanism to identify, assess, monitor and mitigate various risk to key business objectives.

20. AUDIT COMMITTEE

Our Audit Committee comprised three Independent directors as on March 31, 2019.

- Mr. Jigar Shah – Chairman
- Mr. Yogesh Shah
- Mr. Rajesh Shah

The Company Secretary act as the secretary to the audit committee.

The Committee also reviewed at length, the financial statements and approved the same before they were placed before the Board of Directors. During the financial year under review the Committee.

21. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or Whistle Blower Policy for directors, employees and other stakeholders to report genuine concerns has been established. The same is also uploaded on the website of the Company i.e. www.sanbluecorporation.com.

22. LISTING OF SHARES

The Equity Shares of the Company are listed on BSE Limited (BSE) with scrip code number 521222. The Company confirmed that the annual listing fees to the BSE Limited has paid.

23. REMUNERATION POLICY

Our Remuneration comprised three Independent directors as on March 31, 2019.

- Mr. Rajesh Shah – Chairman
- Mr. Jigar Shah
- Mr. Yogesh Shah

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in "**Annexure B**" and is attached to this report.

24. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE :

Our Shareholders/investors Grievances Committee comprised three Independent directors as on March 31, 2019:

- Mr. Rajesh Shah – Chairman
- Mr. Jigar Shah
- Mr. Jose Daniel

The Company Secretary/Compliance Officer shall act as the secretary to the Committee.

The primary function of the Shareholders / Investors Grievance Committee ("the Committee") is to consider and resolve the grievances of security holders of the Company. During the year under review, the committee reviewed the complaint status, share transfer details, dematerialization of security and also conducted audit by practicing company secretary.

25. EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure - C**".

26. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURE

Since the Company does not have any Subsidiary / Joint Ventures / Associate Concerns, No financial position of such concern(s) are required to be included in the financial statement.

27. BOARD MEETINGS

The Board of Directors met 4 (Four) times during the year. The date of the meetings are as below :

- (1) 29/05/2018 (2) 14/08/2018 (3) 14/11/2018 (4) 14/02/2019

28. SIGNIFICANT AND MATERIAL ORDERS

The Company was received notice from SEBI in respect to Sharepro Services Private Limited, however after the conducted hearing with SEBI; the Company has received order from SEBI in respect to complied all the rules and documentation. There are no other material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future.

29. INTERSER TRANSFER PROCEDURE

During the year under review, the Company has completed Interse Transfers between promoters Group of the Company. The brief details are mentioned in the extract of the Annual Return (MGT-9) of the Company.

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

During the year under review, there are no manufacturing activities undertaken by the Company, in view of the aforesaid fact, there was no scope for your Company to make any efforts for energy conservation, research and development and technology absorption. Hence the particulars required to be furnished in respect of the same are not given.

Foreign Exchange Earnings: NIL

Foreign Exchange Outgoes: NIL

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion & Analysis report form part of this annual report is annexed herewith as "Annexure-D".

32. SHARE TRANSFER AGENT (R&TA)

The details of Registrar & Share Transfer Agent is as below:

Bigshares Services Private Limited

Address: A/802, Samudra complex, Near Klassic Gold, Girish cold drink,
C.G. Road, Ahmedabad, Gujrat - 380009.

Tel. No: 91-79-40024135, Email: bssahd@bigshareonline.com

Website : www.bigshareonline.com

33. PARTICULARS OF EMPLOYEE

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given "Annexure - E".

34. DETAILS OF NON COMPLIANCE

No penalty imposed by stock exchange, SEBI or ROC, nor has been any instance of non compliance with any legal requirements or on matters capital market over the last three years.

35. RISK MANAGEMENT

The Board of the Company has formed a risk management policy for oversight in the area of financial risks and controls.

36. ACKNOWLEDGMENT

The directors thank the Company's employees, customers, vendors and investors for their continuous support. The directors are also thankful to the concerned government departments / agencies for their co-operation. The directors appreciate and value the contributions made by every member in the Company.

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

Date : 09/08/2019

Place : Ahmedabad

SANJAY DAYALJI KUKADIA

"ANNEXURE A"

(Practicing Company Secretary),**Address: Flat number-787, Block Number-66,****Chitrakut Apartment, Sola Housing Society, Opposite Parasnagar,****Naranpura, Ahmedabad-380061, GUJARAT, INDIA.****Phone-07926452089, Mobile-9974745557****Email id:kukadiasanjay@rediffmail.com****PAN(PERMANENT ACCOUNT NUMBER) NUMBER-AMQPK0051R****Form No. MR-3****SECRETARIAL AUDIT REPORT**

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

To
The Members,
Sanblue Corporation Limited
22, Government Society,
Near Municipal Market, C. G. Road,
Ahmedabad-380006.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Sanblue Corporation Limited [CIN:L15400GJ1993PLC020073] (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 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 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :-

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies (Amendment) Act, 2017;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. :Not Applicable for the Financial Year 2018-19.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. ; and: Not Applicable for the Financial Year 2018-19.
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-Not Applicable for the Financial Year 2018-19.

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

- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:
 - 1) Payment of Wages Act, 1936, and rules made thereunder;
 - 2) The Minimum Wages Act, 1948, and rules made thereunder
 - 3) Land Revenue laws of respective States

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India(Effective from July 1, 2015 and Revised version effective from October 1st, 2017) is applicable for the financial year 2018-2019.
- (ii) The Listing Agreements and Uniform Listing Agreement entered into by the Company with Bombay Stock Exchange Limited (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation and the Company is having Registrar and Transfer Agent who provides electronic connectivity with Depositories and physical share transfer related work.

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no changes in the composition of the Board of Directors during the period under review and the company has complied 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

I further report that :

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditors and other designated professionals.

For, **SANJAY DAYALJI KUKADIA**
Company Secretaries

Place : Ahmedabad
Date : 30th May, 2019

[SANJAY DAYALJI KUKADIA]
PROPRIETOR
CP. NO. 11308

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.

SANJAY DAYALJI KUKADIA
(Practicing Company Secretary),
Address: Flat number-787, Block Number-66,
Chitrakut Apartment, Sola Housing Society, Opposite Parasnagar,
Naranpura, Ahmedabad-380061, GUJARAT, INDIA.
Phone-07926452089.Mobile-9974745557
Email id:kukadiasanjay@rediffmail.com
PAN(PERMANENT ACCOUNT NUMBER) NUMBER-AMQPK0051R

ANNEXURE - A

To
The Members,
Sanblue Corporation Limited
22, Government Society,
Near Municipal Market, C. G. Road,
Ahmedabad - 380 006. Gujarat India.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, SANJAY DAYALJI KUKADIA
Company Secretaries

Place : Ahmedabad
Date : 30th May, 2019

[SANJAY DAYALJI KUKADIA]
PROPRIETOR
CP.NO. 11308

ANNEXURE - B**REMUNERATION POLICY :**

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

I. REMUNERATION TO EXECUTIVE DIRECTORS; KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT & OTHER EMPLOYEES :

The Board of Directors and Nomination & Remuneration Committee (subject to applicable authorization from shareholders) is authorized to decide /recommend the remuneration and other terms of appointment of such Directors and Senior Management employees (one level below executive directors) and Key managerial Personnel and other employees of the Company. The remuneration structure shall inter alia, include salary, perquisites, retirement and/superannuation benefits as per policy decided by the management of the Company. Based on the performance appraisals, the changes in the remuneration shall be decided/recommended by the management/executive directors.

The remuneration on appointment and on appraisal based on the performance of other employees (other than senior management & Key Managerial Personnel) shall be decided by the functional head or business head from time to time considering the policy of the Company. The remuneration components shall include basic salary, allowances, perquisites, retirement benefits; pay as may be decided by the Management from time to time. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate employees at all levels, having regard to the industry practice.

OTHER TERMS APPLICABLE TO EXECUTIVE DIRECTORS AND SENIOR & KEY MANAGEMENT EMPLOYEES

- i. The Remuneration and terms of employments shall be fixed/ recommended in such a manner that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- ii. The remuneration shall involve a good balance between fixed and incentive pay (considering industry benchmark/practice) reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- iii. No director or executive should be directly involved in determining their own remuneration or performance evaluation.
- iv. The Executive Director, Whole time Director/ Managing Director and/or Senior Management Employee shall be eligible for advances/loans as per prevalent Policy of the Company subject to the applicable statutory provisions and approvals.

II. REMUNERATION TO NON-EXECUTIVE DIRECTORS:

Company is not paying remuneration to the non executive directors

III. CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT :

In accordance with the provisions of Section 178(3) of the Act read with Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director and senior management. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose is as under:

Criteria for determining qualifications, positive attributes and independence of a director:

I. QUALIFICATIONS:

- (a) He/ She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

(b) Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed there under and the Listing Agreement with Stock Exchanges.

A. Criteria for appointing a Director :

- a. He/She should be a person of integrity, with high ethical standards.
- b. He/She should be able to commit to his responsibilities and devote sufficient time and attention to his professional obligation as a Director.
- c. He/She should be having positive thinking, courtesy, humility.
- d. He/She should be knowledgeable and diligent in updating his knowledge.
- e. He/She should have qualifications, skills, experience and expertise by which the Company can benefit.
- f. In respect of independent director, in addition to the above (a)to (e), he should fulfill the criteria for being appointed as an Independent Director prescribed under section 149 of the Companies Act, 2013 read with Schedule IV to the said Act.
- g. In respect of Executive/Whole time Director/Managing Director, in addition to above (a)to (f), he should have strong quality of leadership and team mentoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented approach, ability to enhance reputation of the organization.

B. Criteria for appointing a Senior Management Employee/ Key Managerial Personal:

- a. He/She should have the required educational, qualification, skills and functional knowledge for the post and eye for detailing & compliance
- b. He/She should have integrity, humility, positive thinking, leadership qualities, sincerity, alert, hardworking, team building ability, good soft skills, transparency in dealings with the Company and other stakeholders.
- c. Screening of the potential conflicts of interest and independence.
- d. Detailed background information in relation to a potential candidate should be provided to all directors.
- e. The identification of potential candidates may be assisted by the use of external search organizations as may be considered appropriate.

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Dat : 09/08/2019
Place : Ahmedabad**

ANNEXURE - C

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2019

Of

SANBLUE CORPORATION LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013

&

Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN:	L15400GJ1993PLC020073
i) Foreign Company Registration Number/GLN	Not Applicable
ii) Registration Date [DDMMYY] Name of the Company	26/08/1993 SANBLUE CORPORATION LIMITED
iii) Category of the Company [Pl. tick]	<input checked="" type="checkbox"/> Public Company <input type="checkbox"/> Private Company
iv) Sub Category of the Company [Please tick whichever are applicable]	1. Government Company
	2. Small Company
	3. One Person Company
	4. Subsidiary of Foreign Company
	5. NBFC
	6. Guarantee Company
	7. Limited by shares <input checked="" type="checkbox"/>
	8. Unlimited Company
	9. Company having share capital
	10. Company not having share capital
	11. Company Registered under Sec. 8

V) NAME AND REGISTERED OFFICE ADDRESS OF COMPANY AND CONTACT DETAILS:

Address	22A, Government Servant Society, Near Municipal Market, C.G. Road
Town / City	Ahmedabad
State	Gujarat
Pin Code:	380006
Country Name :	India
Country Code	91
Telephone (With STD Area Code no)	079-26562055
Fax Number :	-
Email Address	inquiry@sanbluecorporation.com
Website	www.sanbluecorporation.com
Name of the Police Station having jurisdiction where the registered office is situated	Navrangpura Police Station
Address for correspondence, if different from address of registered office :	N.A.

vi) Whether shares listed on recognized Stock Exchange(s) If yes, details of stock exchanges where shares are listed	Yes		
	SN	Stock Exchange Name	Code
	1	Bombay Stock Exchange	521222

Vii) Name and Address of Registrar & Transfer Agents (RTA): Full address and contact details to be given.

Registrar & Transfer Agents	Bigshare Services Private Limited
Address	A/802, Samudra Complex, Near Klassic Gold, Girish Cold Drink, C. G. Road,
Town / City	Ahmedabad
State	Gujarat
Pin Code:	380009
Telephone (With STD Area Code Number)	91-79-40024135
Fax Number :	Nil
Email Address	bssahd@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Wholesale textile, fabric etc.	46695	96%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled]

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary / Associate
N.A.	N.A.	N.A.	N.A.

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter' s									
(1) Indian									
a) Individual/ HUF	2882700	-	2882700	57.66	3127625	-	3127625	62.55	4.89
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	2882700	-	2882700	57.66	3127625	-	3127625	62.55	4.89
(2) Foreign									
(a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b)Other-Individuals	-	-	-	-	-	-	-	-	-
(c)Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)Banks FI	-	-	-	-	-	-	-	-	-
(e)Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2882700	-	2882700	57.66	3127625	-	3127625	62.55	4.89
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
l) Others (specify)(Trusts)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	26874	250	27124	0.54	1598	250	1848	0.04	(0.50)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakh	425241	193200	618441	12.37	401442	191400	592842	11.86	(0.51)
ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	1347477	-	1347477	26.95	1133077	-	1133077	22.66	(4.29)
c) Others									
Clearing Members	2733	-	2733	0.05	23083	-	23083	0.46	0.41
Non Resident Indian (Repat+ Non Repat)	1325	69975	71300	1.43	1325	69975	71300	1.43	-
Overseas Bodies Corporates	-	49800	49800	1.00	-	49800	49800	1.00	-
Sub-total (B)(2):-	1803650	313225	2116875	42.34	1560525	311425	1871950	37.44	(4.89)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1803650	313225	2116875	42.34	1560525	311425	1871950	37.44	(4.89)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total	4686350	313225	4999575	100	4688150	311425	4999575	100	-

(3) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the 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	Sanjiv Shah	2203950	44.08	Nil	2982300	59.65	Nil	15.57
2	Sanjiv Shah-HUF	Nil	Nil	Nil	145325	2.90	Nil	2.90
3	Bhavesh Shah	378750	7.58	Nil	Nil	Nil	Nil	Nil
4	Aanal R Bhow	300000	6.00	Nil	Nil	Nil	Nil	Nil
	TOTAL	2882700	57.66	Nil	3127625	62.55	Nil	18.47

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

Sr No.	Name of Promoters	at the beginning of the year		Changes			Cumulative during the year	
		No of shares at the beginning (01/04/2018)/ end of the year (31/03/2019)	% of Total Shares of the Company	Date	Increase /Decrease in share holding	Reason	No of shares	% of total total shares of the Company
1	Sanjiv Shah	2203950	44.08	29-01-2019	678750 (13.58%)	Interse Transfer (Purchase)	2882700	57.66
		2982300	59.65	27-03-2019	77100 (1.54%)	Acquisition	2959800	59.20
				28-03-2019	22500 (0.45%)	Acquisition	2982300	59.65
2	Sanjiv Shah - HUF	Nil 145325	0.00 2.90	25-03-2019	145325 (2.91%)	Acquisition	145325	2.91
3	Bhavesh Shah	378750 Nil	7.58 0.00	29-01-2019	(378750)	Interse Transfer (Sell)	Nil	Nil
4	Aanal R Bhow	300000 Nil	6.00 0.00	29-01-2019	(300000)	Interse Transfer (Sell)	Nil	Nil

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

Sr No.	Name of Shareholders	at the beginning of the year		Changes			Cumulative during the year	
		No of shares at the beginning (01/04/2018) /end of the year (31/03/2019)	% of Total Shares of the Company	Date	Increase /Decrease in share holding	Reason	No of shares	% of total shares of the Company
1	Arunkumar K. Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
2	Karsandas M. Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
3	Hemant L. Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
4	Laljibhai M. Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
5	Nitin K. Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
6	Maharshee Munshaw	240225 199977	4.80 3.99	27-03-2019	(46000)	Sell	199977	3.99
7	Pashupati Securities Mauritius Ltd	49800 49800	1.00 1.00	Nil	Nil	Nil	Nil	Nil
8	Soni S. Jamnadas (HUF)	30000 Nil	0.60 0.00	29-07-2019	(30000)	Sell	Nil	Nil
9	Fenil Shah	23100 Nil	0.46 0.00	28-03-2019	(23100)	Sell	Nil	Nil
10	Jyotsnaben Shah	23100 Nil	0.46 0.00	27-03-2019	(23100)	Sell	Nil	Nil

(v) Shareholding of Directors and Key Managerial Personnel :

Sr No.	Name of Promoters	at the beginning of the year		Changes			Cumulative during the year	
		No of shares at the beginning (01/04/2018) /end of the year (31/03/2019)	% of Total Shares of the Company	Date	Increase /Decrease in share holding	Reason	No of shares	% of total shares of the Company
1	Sanjiv Shah	2203950 2982300	44.08 59.65	29-01-2019	678750 (13.58%)	Interse Transfer	2882700	57.66
				27-03-2019	77100	Acquisition	2959800	59.20
				28-03-2019	22500	Acquisition	2982300	59.65
2	Jose Daniel	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Krina Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Rajesh Shah	18025 18025	0.36 0.36	Nil	Nil	Nil	Nil	Nil
5	Yogesh Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6	Jigar Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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

(in ₹ Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	Nil	101	Nil	101
* Reduction	Nil	101	Nil	101
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(in ₹ Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
1.	Gross salary	Jose Daniel	8.40
2.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total (A)	-	8.40

B. Remuneration to other directors

Sr No.	Particulars of Remuneration	Name of Independent / Non-Executive Director
1	Independent Directors Fee for attending board committee meetings	NIL
	Commission	
	Others, please specify	
	Total (1)	
2	Other Non-Executive Directors Fee for attending board committee meetings	
	Commission	
	Others, please specify	
	Total (2)	
	Total (B)=(1+2)	
	Total Managerial Remuneration	
	Overall Ceiling as per the Act	

C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD (in ₹ Lakhs)

Sr No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Jose Daniel	Jekil Pancholi	Dhaval Sheth	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8.40	5.40	2.40	16.20
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	8.40	5.40	2.40	16.20

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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

For and on behalf of the Board
Sanblue Corporation Limited(Jose Daniel)
Chairman & Managing Director
DIN: 03532474Date: 09/08/2019
Place: Ahmedabad

ANNEXURE - D**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A. Industry structure and developments**

In the Year 2018 Indian rupee has seen some appreciation. This affected revenues of textile players negatively as for many of them, a major chunk of revenue comes from exports. Rising cotton prices following the pink bollworm infestation in the cotton crops, has affected margins to major textile players by this year.

B. Opportunities and Threats

Your Company being trading of Fabrics, dress materials, man-made fibers, cotton fibers, textiles , related products and also provide services as a Consultants to corporate bodies, individual and others in commercial and industrial management. The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players.

C. Segment-wise Performance

The Company is mainly doing single segments activities, hence the requirement of segment-wise reporting is considered irrelevant.

D. Risks and Concerns

Business risk like late payments, high interest cost , locality or a particular trade due to some external reasons. These reasons could be political, communal, failure of an industry /trade, etc. The risk that competitive forces will reduce revenue (e.g. a price war). Risk for increase import duty, change international textile sector etc.

E. Internal Finance Control Systems their adequacy

The Company has satisfactory internal control system. The Company has an adequate system of internal controls to ensure accuracy of accounting records, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the management.

F. Financial Performance with respect to Operational Performance**• Share Capital**

The paid up equity share capital of the Company as on March 31, 2019 stands at Rs. 49995750 divided into 4999575 equity shares of Rs. 10/- each fully paid up

• Net Worth

During the end of the year ,the Net Worth of the Company are Rs 1109.35 lakhs as compare to Rs. 1419.93 lakhs of previous year.

• Secured Loans

During the year under review, Company has not obtained any secured loan.

• Total Income

The total Revenue of the Company during the year has decreased from Rs. 651.58 Lakhs for F.Y. 2017-18 to Rs. 318.83 Lakhs for F.Y. 2018-19.

G. Human Resources

There has been no material development on the Human Resource/ Industrial Relations front during the year. As on 31st March 2019 the Company has limited employees only.

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Date: 09/08/2019
Place: Ahmedabad**

ANNEXURE - E

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

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.:

Name of Directors	Designation	Ratio of remuneration of the Directors to the median remuneration of the Employees
Mr. Jose Daniel	Managing Director	1.07

- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year.:

Name of Directors, CFO, CEO, Company Secretary, Manager	Designation	% increase in remuneration
Jose Daniel	CEO & Managing Director	Nil
Dhaval Sheth	CFO	Nil
Jekil Pancholi	Company Secretary	Nil

- c. The percentage increase in the median of employees in the financial year : NIL
- d. The number of permanent employees on the rolls of the Company.: 4
- 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 : Nil
- f. The Key parameters for any variable component of remuneration availed by the Directors ; There are no variable components in remuneration package availed by thee directors.
- g. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company.

There is no employee covered under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**For and on behalf of the Board
Sanblue Corporation Limited**

**Date: 09/08/2019
Place: Ahmedabad**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

INDEPENDENT AUDITOR'S REPORT

To the members of SANBLUE CORPORATION LTD

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Sanblue Corporation Limited (the "Company"), which comprise the Balance sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in

accordance with the Ind AS and the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2019, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure - A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure - B**" to this report;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigation which would have impact on its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. During the year, the Company is not required to transfer any amount to the Investor Education and Protection Fund.

**For KANTILAL PATEL & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104744W**

**Date : May 30, 2019
Place : Ahmedabad**

**Jinal A Patel
Partner
Membership No.: 153599**

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Sanblue Corporation Limited of even date)

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended March 31, 2019.

We report that :

- (i) (a) The Company has maintained proper records showing full particulars, include quantitative details and situation of fixed assets.
 - (b) All he fixed assets were physically verified during the year by Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of all the immovable properties included in Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given, have been complied with by the Company, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of section 73 to 76 of the Act and the Rules framed under. Therefore, the provision of clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by Central Government under section 148(1) of the companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employee state insurance, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess, goods and services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess, goods and services tax and other material statutory dues were in arrears as at March 31, 2019, for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, and on the basis of our examination of the records of the company, there are no any disputed dues in respect of sales Tax, income tax, service tax, value added tax, custom duty and excise duty / cess, goods & service tax deposited with the appropriate authorities.
- (viii) In our opinion and according to information and explanation given to us, the Company does not have any loans or borrowings from bank, financial institution or government and has not issued any Debenture. Accordingly, paragraph 3(viii) of the order is not applicable.
- (ix) (ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order is not applicable to the Company.
- (xiii) Based on our examination of records of the Company and according to the information and explanations given to us, the transactions with related parties are in compliance with the Provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, provisions of clause 3(xiv) are not applicable to the Company.
- (xv) Based on the examinations of the records and according to the information and explanations given by the management, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934, are not applicable to the Company.

**For KANTILAL PATEL & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104744W**

**Date : May 30, 2019
Place : Ahmedabad**

**[Jinal A Patel]
Partner
Membership No.: 153599**

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sanblue Corporation Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2019, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 respective 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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') issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, 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 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 internal financial controls system over financial reporting of the Company.

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.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For KANTILAL PATEL & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104744W**

**Date : May 30, 2019
Place : Ahmedabad**

**[Jinal A Patel]
Partner
Membership No.: 153599**

Balance Sheet as at 31st March, 2019

(in ₹ Lakhs)

Sr. No	Particulars	Note No.	As at 31.3.2019 (Rs.)	As at 31.3.2018 (Rs.)
	ASSETS			
(1)	Non-current assets			
	(a) Property, Plant and Equipment	2	59.36	60.86
	(b) Financial Assets			
	(i) Investments	3	1,093.13	1,459.53
	Total Non-current assets		1,152.49	1,520.39
(2)	Current assets			
	(a) Inventories		-	-
	(b) Financial assets			
	(i) Investments	4	-	11.05
	(ii) Trade receivables		-	-
	(iii) Cash and cash equivalents	5	2.05	36.91
	(c) Other current assets	6	2.82	0.14
	Total current assets		4.87	48.10
	TOTAL ASSETS		1,157.36	1,568.49
	EQUITY AND LIABILITIES			
(1)	Equity			
	(a) Equity share capital	7	499.96	499.96
	(b) Other equity	8	609.39	919.97
	Total equity attributable to owners of the company		1,109.35	1,419.93
(2)	Non-current liabilities			
	(a) Deferred tax liabilities (Net)	9	45.55	145.53
	Total non-current liabilities		45.55	145.53
(3)	Current liabilities			
	(a) Financial liabilities			
	(i) Trade payables	10		
	Total outstanding dues of Micro Enterprises & Small Enterprises			
	Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises		2.28	2.07
	(b) Other current liabilities	11	0.11	0.71
	(c) Liabilities for current tax (Net)	12	0.07	0.25
	Total current liabilities		2.46	3.03
	TOTAL EQUITY & LIABILITIES		1,157.36	1,568.49

The accompanying notes form an integral part of the financial statements

As per our report of even date

FOR KANTILAL PATEL & CO.
CHARTERED ACCOUNTANTS
 Firm Registration No. 104744W

Jinal A. Patel
 Partner
 Membership No.: 153599

Date : 30/05/2019
 Place : Ahmedabad

For and on behalf of the Board of Director

FOR SANBLUE CORPORATION LIMITED

Managing Director
Jose Daniel
 DIN : 03532474

Director
Sanjiv Shah
 DIN : 00256817

CFO
Dhaval Sheth

Company Secretary
Jekil Pancholi
 Mem No : A37920

Statement of Profit and Loss for the year ended 31st March, 2019

(in ₹ Lakhs)

Particulars		Note No.	For the Year ended 31-03-2019 (Rs.)	For the Year ended 31-03-2018 (Rs.)
I.	REVENUE			
	Revenue from Operations	13	313.98	640.36
	Other Income	14	4.85	11.22
	Total Revenue (I)		318.83	651.58
II	EXPENSES			
	Purchase of stock in trade	15	310.06	631.65
	Employee benefits expense	16	19.28	16.89
	Finance costs	17	0.04	0.04
	Depreciations and amortization Expenses	2	1.68	1.65
	Other Expenses	18	14.05	11.60
	Total Expenses (II)		345.11	661.83
III	Profit before exceptional Items and tax (I-II)		(26.28)	(10.25)
IV	Exceptional Items		-	-
V	Profit before tax (III-IV)		(26.28)	(10.25)
VI	Tax expense :			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	Total tax expenses		-	-
VII	Loss for the year		(26.28)	(10.25)
	Other Comprehensive Income			
	(i) Other Comprehensive Income that will not be reclassified to profit or loss in subsequent periods :			
	a. Remeasurements of Investment (net of tax expenses / (income) Rs. (85.45 Lacs) (P.Y. Rs. 147.86 Lacs)		(284.30)	588.42
			(284.30)	588.42
	(ii) Other Comprehensive Income that will be reclassified to profit or loss in subsequent periods :		-	-
VIII	Total Other Comprehensive Income (i+ii)		(284.30)	588.42
IX	Total Comprehensive Income for the year (VII+VIII)		(310.58)	578.17
	Earning per share (Face Value of 10 each) -Basic & Diluted	22	(0.53)	(0.21)

The accompanying notes form an integral part of the financial statements

As per our report of even date
FOR KANTILAL PATEL & CO.
CHARTERED ACCOUNTANTS
 Firm Regn. No. 104744W

Jinal Patel
Partner
 Membership No.: 153599

Place : Ahmedabad
 Date : 30/05/2019

FOR SANBLUE CORPORATION LIMITED

Managing Director
Jose Daniel
 DIN : 03532474

Director
Sanjiv Shah
 DIN : 00256817

CFO
Dhaval Sheth

Company Secretary
Jekil Pancholi
 Mem No : A37920

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (in ₹ Lakhs)

Particulars	2018-19 (Rs.)	2017-18 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax	(26.28)	(10.25)
Adjustment for :		
Depreciation	1.68	1.65
Long Term Capital Gain	-	-
Short Term Capital Gain	(0.91)	(3.72)
Dividend Received	(2.26)	(5.82)
Operating income before working capital changes	(27.77)	(18.14)
Adjustment for : Changes in Working Capital		
Increase/ (Decrease) in Trade Payable	0.19	(0.11)
Increase/ (Decrease) Other Current Liability	(0.60)	0.58
Decrease /(Increase) in Current Assets	(2.68)	-
Cash used in operating Activities	(30.86)	(17.67)
Less: Direct Taxes paid/ Refund Received	(14.71)	(47.22)
Net Cash used in operating Activities	(45.57)	(64.89)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Short Term Capital Gain	-	3.72
Dividend Received	2.26	5.82
Purchase of investments	(241.91)	(522.06)
Net Sale of Mutual Fund	11.97	-
Net Purchase of Mutual Fund	-	(6.05)
Sale proceeds from investments	238.57	611.59
Purchase of property, plant & equipments	(0.18)	(0.26)
Net Cash used in investing Activities	10.71	92.76
C. CASH FLOW FROM FINANCIAL ACTIVITIES :		
Net Cash from Financial Activities	-	-
Net Increase/(Decrease) on cash & Cash Equivalents	(34.86)	27.87
Opening Balance of Cash & Cash Equivalents at the beginning of the year	36.91	9.04
Closing Balance of Cash & Cash Equivalents at the End of the Year	2.05	36.91
Cash on Hand	0.33	0.40
Bank Balance	1.72	36.51
Total cash and cash equivalents (note 5)	2.05	36.91

The cash flow statement has been prepared under the 'Indirect Method' as per Indian Accounting Standard - 7 on Cash Flow Statement issued by Companies (Accounting Standard) Rule, 2016.

As per our report of even date

FOR KANTILAL PATEL & COMPANY
CHARTERED ACCOUNTANTS
 Firm Regn. No. 104744W

Jinal A. Patel
 Partner
 Membership No.: 153599

Place : Ahmedabad
 Date : 30/05/2019

FOR SANBLUE CORPORATION LIMITED

Managing Director
 Jose Daniel
 DIN : 03532474

Director
 Sanjiv Shah
 DIN : 00256817

Place : Ahmedabad
 Date : 30/05/2019

CFO
 Dhaval Sheth

Company
 Secretary
 Jekil Pancholi
 Mem No : A37920

Statement of Changes in Equity for the year ended 31st March 2019

(in ₹ Lakhs)

Particulars	Attributable to the equity holders of the company			
	Reserves & Surplus		Items of Other Comprehensive Income	Total
	Equity share capital	Retained Earnings	Fair value of Investment through OCI	
		Net Surplus in Statement of Profit & Loss		
As at April 1, 2017	499.96	158.39	183.41	841.76
Add : Profit for the year		(10.25)		(10.25)
Add [Less]: Other Comprehensive income (Fair value gain on investment)			588.42	588.42
Total Comprehensive Income				
As at March 31, 2018	499.96	148.14	771.83	1,419.93
Add: Profit for the year		(26.28)		(26.28)
Add [Less] : Other Comprehensive income (Fair value gain on investment)			(284.30)	(284.30)
Total Comprehensive Income				
As at March 31, 2019	499.96	121.86	487.53	1,109.35

The accompanying notes form an integral part of the financial statements

As per our report of even date
FOR KANTILAL PATEL & CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. 104744W

For and on behalf of the Board of Directors
FOR SANBLUE CORPORATION LIMITED

Jinal Patel
Partner
Membership No.: 153599

Managing Director
Jose Daniel
DIN : 03532474

CFO
Dhaval Sheth

Director
Sanjiv Shah
DIN : 00256817

Company Secretary
Jekil Pancholi
Mem No : A37920

Place : Ahmedabad
Date : 30/05/2019

Place : Ahmedabad
Date : 30/05/2019

Notes to Financial Statements for the year ended 31st March, 2019

1. SIGNIFICANT ACCOUNTING POLICIES**1.1 Company Information**

Sanblue Corporation Limited ("the Company") was incorporated in India on August 26, 1993. The company is primarily engaged in the Trading business.

1.2 Basis of Preparation of Financial Statements :**(i) Compliance with Ind-AS**

"The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements up to year ended 31st, March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act."

"The financial statements have been prepared on a historical cost basis, except for certain assets and liabilities (including derivative instruments) which have been measured at the fair value amount. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36."

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iii) Rounding of amounts

The financial statements are presented in INR and all values are rounded to the Thousands as per the requirement of Schedule III, unless otherwise stated.

1.3 Use of Estimates :

"The preparation of financial statements are in conformity with the recognition and measurement principles of Ind AS which requires management to make critical judgments, estimates and assumptions that affect the reporting of assets, liabilities, income and expenditure. Estimates and underlying assumptions are reviewed on an on-going basis and any revisions to the estimates are recognised in the period in which the estimates are revised and future periods are affected. Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amount of assets and liabilities within the next financial year, is in respect of: 1. Impairment of property, plant and equipment as well as intangible assets (refer note no. 1.8) 2. Expense Provisions & contingent liabilities (refer note no. 1.10)"

1.4 Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgment in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgment are :
Estimation of current tax expenses - refer note 1.7

1.5 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value as per Ind AS 113 at each balance sheet date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.6 Revenue recognition

"The company earns revenue primarily from trading business. Effective April 1, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of adoption of the standard on the financial statements of the company is insignificant."

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those products or services.

GST/ value added tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

Revenue from the sale of goods is recognised when control of the goods have passed to the buyer, usually on delivery of the goods. In determining the transaction price for the sale of goods, the company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Interest income

Interest income on financial asset is recognised using the effective interest rate (EIR) method.

Dividends

Dividend income from investment is accounted for when the right to receive is established, which is generally when shareholders approve the dividend.

Other Income

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

Contract Balances :**Trade receivables :**

A receivable represents the company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer note 1.12 Financial instruments – initial recognition and subsequent measurement.

Contract liabilities :

A contract liability is the obligation to transfer goods or services to a customer for which the company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). recognised as revenue when the company performs under the contract.

1.7 Taxes

Tax expenses comprise of current and deferred tax.

Current income tax

- a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b Current tax items are recognised in correlation to the underlying transaction either in P&L, OCI or directly in equity.

Deferred tax

- a Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- b Deferred tax liabilities are recognised for all taxable temporary differences.
- c Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.
- d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- e "Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date."
- f Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
- g Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.
- h The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent, the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT credit.

1.8 Property, Plant and Equipment

Under the previous GAAP (Indian GAAP), fixed assets (including Capital work in progress) are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price, directly attributable cost of bringing the asset to its working condition for the intended use. The Company has elected to regard previous GAAP carrying values of property as deemed cost at the date of transition to IndAS.AS.

Depreciation on Office Equipment, Computer, Mobile Phone & Printer has been provided on Straight Line method at the rate prescribed in schedule II of the Companies Act 2013. Depreciation on Fixed Assets added/disposed off during the year is provided on pro-rata basis.

1.9 Impairment of financial assets & non-financial assets

a. Financial asset

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss.

b. Non-financial assets

Intangible assets and Property, Plant and Equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior year.

1.10 Provisions, Contingent Liabilities and Contingent Assets :

A Provisions are recognised when the Company has present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent Liabilities are disclosed by way of notes to Financial Statements. Contingent assets are not recognised in probable. Provisions and contingent liabilities are reviewed at each Balance Sheet date.

B If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

1.11 Employee benefits

Short term employee benefits like salaries are provided on accrual basis. The provident fund, E.S.I and Gratuity are not applicable to the company.

1.12 Financial instruments

Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories :

- (1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Other comprehensive income are expensed in the Statement of Profit and Loss.

Debt instruments :

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories :

(1) Amortised cost :

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

(2) Fair value through other comprehensive Income :

Assets that do not meet the criteria for amortised cost are measured at fair value through Other Comprehensive Income. Interest income from these financial assets is included in other income.

Equity instruments :

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through Other Comprehensive Income. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

Financial liabilities :

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

1.13 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

1.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.15 Changes in accounting policies and disclosure

New and amended standards

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below. Several other amendments and interpretations apply for the first time in March 2019, but do not have an impact on the financial statements of the Company.

The company has applied the following Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The effect is described below :

- a. The Company has adopted Ind AS 115, Revenue from Contract with Customers with effect from 1st April 2018 and it is detailed in note 1.6.
- b. The Company has elected to recognize cumulative effect of initially applying Ind AS 115 retrospectively as an adjustment to opening balance sheet as at 1st April 2018 on the contracts that are not completed contract as at that date. There was no impact of above on the opening balance sheet as at 1st April 2018 and on the Statement of Profit and Loss for the year ended 31st March, 2019.
- c. The Company has adopted Appendix B to Ind AS 21, Foreign currency transactions and advance consideration with effect from 1st April 2018 prospectively to all assets, expenses and income initially recognized on or after 1st April 2018 and the impact on implementation of the Appendix is immaterial.

1.16 Standard Issued but not yet effective

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019 :

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116 effective annual reporting period beginning April 1, 2019. The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the Standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided by the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The Company will recognise with effect from April 1, 2019 new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortisation charge for the right-to-use asset, and (b) interest accrued on lease liability.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

2 Property, Plant and Equipment (Refer Note No 1.8)

(in ₹ Lakhs)

	Freehold Land	Building	Plant and Equipment	Office Equipment -Computers	Mobile	Printer	Total
Gross Carrying Amount							
As at 1st April, 2017	37.47	49.74	5.46	-	-	-	92.67
Additions	-	-	-	0.26	-	-	0.26
Disposals	-	-	-	-	-	-	-
At 31st March, 2018	37.47	49.74	5.46	0.26	-	-	92.93
Additions	-	-	-	-	0.06	0.12	0.18
Disposals	-	-	-	-	-	-	-
At 31st March, 2019	37.47	49.74	5.46	0.26	0.06	0.12	93.11
Depreciation							
At 1st April, 2017	-	25.23	5.19	-	-	-	30.42
Depreciation charge for the year	-	1.57	-	0.08	-	-	1.65
Disposals	-	-	-	-	-	-	-
At 31st March, 2018	-	26.80	5.19	0.08	-	-	32.07
Depreciation charge for the year	-	1.57	-	0.08	0.01	0.02	1.68
Disposals	-	-	-	-	-	-	-
At 31st March, 2019	-	28.37	5.19	0.16	0.01	0.02	33.75
Net carrying value							
At 31st March, 2019	37.47	21.37	0.27	0.10	0.05	0.10	59.36
At 31st March, 2018	37.47	22.94	0.27	0.18	-	-	60.86

3 Non-current Investments

(In ₹ Lakhs)

(i) Investment in equity instruments (Unquoted)

(i) In others (value at fair value through OCI) 100000

(31st March, 18:100000) Equity Shares of Fibre2fashion Pvt ltd of Rs.10 each fully paid-up

Total (i)

31st March 2019	31st March 2018
-	-
-	-

(In ₹ Lakhs)

(ii) Investment in Equity Instruments (Quoted) (Valued at Fair Value through OCI)

	31st March 2019	31st March 2018
NIL [31st March, 18: 9056] Alkly Amines & chemicals Ltd of Rs. 5/- each fully paid up	-	21.84
40600 [31st March, 18: 40600] Abc India Ltd of Rs. 10/- each fully paid up	21.60	50.14
13156 [31st March, 18 : 6230] Bengal Assam company Ltd of RS. 10/- each fully paid up	225.02	130.76
NIL [31st March, 18: 2567] Eldeco Housing Ltd of RS. 10/- each fully paid up	-	46.59
224059 [31st March, 18 : 217297] PDS Multinational Ltd. of RS. 10/- each fully paid up	598.24	617.12
NIL [31st March, 18: 220] Pokarna Ltd of RS. 10/- each fully paid up	-	0.39
1149 [31st March, 18: 1149] Sika Interplant Systems Ltd of RS. 10/- each fully paid up	1.75	1.67
43000 [31st March, 18: 38533] Weizman forex Ltd of RS. 10/- each fully paid up	224.83	408.93
NIL [31st March, 18: 1151935] GVK Power Ltd of RS. 10/- each fully paid up	-	162.42
NIL [31st March, 18: 11835] Zodiac Clothing Co Ltd of RS. 10/- each fully paid up	-	19.67
1500 [31st March 2018 : Nil] Florence Investments Limited of RS. 10/- each fully paid up	21.69	-

Total (ii)

Aggregate amount of quoted investments	1,093.13	1,459.53
Fair value of quoted investments	1,093.13	1,459.53
Aggregate amount of impairment in value of investments	-	-

	31st March 2019	31st March 2018
1,093.13	1,459.53	
1,093.13	1,459.53	
1,093.13	1,459.53	
-	-	

4 Current Investments

(In ₹ Lakhs)

Investment in Mutual Funds (Unquoted) (Valued at Fair Value through P&L)

Nil [31st March, 18: 45956] Frankin India Eltra Short term of RS. 10/- each fully paid up	-	11.05
	-	11.05

Aggregate amount of quoted investments & market value

	31st March 2019	31st March 2018
	-	11.05
	-	11.05
	-	11.05

5 Cash and Cash Equivalent

(In ₹ Lakhs)

Cash on hand	0.33	0.40
Balances with banks		
On current accounts	1.72	36.51

Total

	31st March 2019	31st March 2018
	0.33	0.40
	1.72	36.51
2.05	36.91	

6 Other Current Assets

	(In ₹ Lakhs)	
	31st March 2019	31st March 2018
Other assets	0.14	0.14
Advance for Goods & Expenses :	-	-
Considered Good	2.68	-
Doubtful	9.87	9.87
	12.55	9.87
Less : Allowances for Doubtful Advances	(9.87)	(9.87)
Total	2.68	-
	2.82	0.14

7 Equity Share Capital

	(In ₹ Lakhs)	
	31st March 2019	31st March 2018
Authorised		
2,00,00,000 (P.Y. 2,00,00,000) Equity Shares of ₹10/- Each	2,000.00	2,000.00
Issued, Subscribed and Fully Paid-up Equity Shares		
49,99,575 (31.03.2018: 49,99,575 Equity Shares of ₹ 10/- Each Fully Paid up.	499.96	499.96
Total Issued, Subscribed and Fully Paid-up Equity Share Capital	499.96	499.96

a. Reconciliation of the Shares Outstanding at the beginning and at the end of the Reporting Period

Equity Shares

	As at 31st March, 2019		As at 31st March, 2018	
	No. of shares	Amount (In ₹ Lakhs)	No. of shares	Amount (In ₹ Lakhs)
Outstanding at the beginning of the period	4,999,575	499.96	4,999,575	499.96
Add : Issued shares during the year	-	-	-	-
Outstanding at the end of the period	4,999,575	499.96	4,999,575	499.96

a. Terms/rights attached to Equity Shares

The Company has only class of equity share carrying per value of RS.10/- per share, carrying equal rights as to dividend, voting and in all other aspects.

b. Details of shareholders holding more than 5% shares in the Company.

Equity Shares	As at 31st March, 2019		As at 31st March, 2018	
	No. of shares held	% holding in the class	No. of shares held	% holding in the class
Equity Shares of ₹ 10 each full paid Name of the Shareholder				
Equity Share with voting rights				
Sanjiv D Shah	2,982,300	59.65	2,203,950	44.08
Bhavesh D Shah	-	-	378,750	7.58
Aanal R Bhow	-	-	300,000	6.00

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest , the above shareholding represents legal ownerships of shares

8 Other Equity

(In ₹ Lakhs)

Surplus in the Statement of Profit & Loss

Balance as per last financial statements

Profit for the year

OCI for the year

Add/(Less) : Other Ind-AS adjustment

Closing Balance**Total Other Equity**

	31st March 2019	31st March 2018
Balance as per last financial statements	919.97	341.80
Profit for the year	(26.28)	(10.25)
OCI for the year	(284.30)	588.42
Closing Balance	609.39	919.97
Total Other Equity	609.39	919.97

9 Income tax

(In ₹ Lakhs)

A. Income tax recognised in Statement of Profit or Loss :

Current Tax :

Current tax

Tax in respect of earlier year

Total Current Tax

Deferred Tax:

Deferred tax

MAT credit entitlement

Total deferred tax**Total tax expense/(benefit)****Effective income tax rate**

	31st March 2019	31st March 2018
Current tax	-	-
Tax in respect of earlier year	-	-
Total Current Tax	-	-
Deferred tax	-	-
MAT credit entitlement	-	-
Total deferred tax	-	-
Total tax expense/(benefit)	-	-
Effective income tax rate	0.00%	0.00%

B. A reconciliation of income tax expense applicable to accounting profit/ (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows :

(In ₹ Lakhs)

Profit/ (loss) before tax

Enacted tax rate in India (Normal rate)

Expected income tax expense/ (benefit) at statutory tax rate

Expenses disallowed for tax purposes

Income exempt from tax

Non-recognition of deferred tax asset due to absence of probable certainty of reversal in future

Tax expense for the year**Movement in MAT credit entitlement :**

	31st March 2019	31st March 2018
Profit/ (loss) before tax	(26.30)	(10.27)
Enacted tax rate in India (Normal rate)	25.750%	25.750%
Expected income tax expense/ (benefit) at statutory tax rate	(6.77)	(2.64)
Expenses disallowed for tax purposes	0.43	0.42
Income exempt from tax	0.58	0.58
Non-recognition of deferred tax asset due to absence of probable certainty of reversal in future	5.76	1.64
Tax expense for the year	-	-

C. Movement In Deferred Tax Assets And Liabilities

(In ₹ Lakhs)

Movement during the year ended 31st March, 2019	As at 1st April 2018	Credit/(charge) in statement of Profit and Loss	Credit/(charge) in other Comprehensive Income	As at 31st March 2019
Deferred Tax Asset/(Liabilities)				
Investments	145.53	-	(99.98)	45.55
Total	145.53	-	(99.98)	45.55

Movement during the year ended 31st March, 2018	As at 1st April, 2017	Credit/(charge) in statement of Profit and Loss	Credit/(charge) in other Comprehensive Income	As at 31st March 2018
Deferred Tax Asset/(Liabilities)				
Investments	45.11	-	100.41	145.53
Total	45.11	-	100.41	145.53

10 Trade and other payables

(In ₹ Lakhs)

	31st March 2019	31st March 2018
Total outstanding dues of Micro Enterprises & Small Enterprises	-	-
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	2.28	2.07
	2.28	2.07

11 Other current liabilities

(In ₹ Lakhs)

	31st March 2019	31st March 2018
Statutory dues payable	0.11	0.71
	0.11	0.71

12 Liabilities for Current Tax (Net)

(In ₹ Lakhs)

	31st March 2019	31st March 2018
Tax Balances: (Provisions Less Advance Tax)	0.07	0.25
	0.07	0.25

13 Revenue from operations

(In ₹ Lakhs)

	For the year ended	
	31st March 2019	31st March 2018
Traded Goods		
Domestic	313.98	640.36
Revenue from operations	313.98	640.36

13.1 Revenue from contracts with customers (refer Note No 1.6)

(In ₹ Lakhs)

Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers :

Type of goods or services

Sales of

Traded Goods

Other Operating revenue

Total revenue from contracts with customers

31st March 2019	31st March 2018
313.98	640.36
313.98	640.36

(In ₹ Lakhs)

Sales of Products

In India

Outside India

Total revenue from contracts with customers

31st March 2019	31st March 2018
313.98	640.36
-	-
313.98	640.36

(In ₹ Lakhs)

Timing of revenue recognition

Goods transferred at a point in time

Total revenue from contracts with customers

31st March 2019	31st March 2018
313.98	640.36
313.98	640.36

Segments :

Segment reporting as defined in Indian Accounting Standard 108 is not applicable as company only operates under one segment. The major business of the company is trading of goods.

13.2 Contract Balances

(In ₹ Lakhs)

Particulars

Trade receivables

Contract liabilities

31st March 2019	31st March 2018
-	-
-	-

Set out below is the amount of revenue recognised from :-

(In ₹ Lakhs)

Particulars

Amounts included in contract liabilities at the beginning of the year

Performance obligations satisfied in previous years

31st March 2019	31st March 2018
-	-
-	-

13.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	(In ₹ Lakhs)	
	31st March 2019	31st March 2018
Revenue as per contracted price	313.98	640.36
Adjustments :-		
Shortage/Quality Claims	-	-
Revenue from contract with customers	313.98	640.36

13.4 Performance obligation

The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

14 Other income

	(In ₹ Lakhs)	
	31st March 2019	31st March 2018
Dividend Income on Long-term investments	2.26	5.82
Rental Income	1.68	1.68
Short term Capital gain Mutual fund	0.91	3.72
	4.85	11.22

15 Purchase of traded goods

	(In ₹ Lakhs)	
	31st March 2019	31st March 2018
Purchase of Stock-in trade	310.06	631.65
	310.06	631.65

16 Employee Benefit Expenses

	(In ₹ Lakhs)	
	31st March 2019	31st March 2018
Salaries, Wages and Bonus	19.28	16.89
	19.28	16.89

17 Finance costs

	(In ₹ Lakhs)	
	31st March 2019	31st March 2018
a. Interest Expenses		
Interest on others	-	-
b. Other Borrowing costs		
Bank & other charges	0.04	0.04
	0.04	0.04

18 Other Expenses

(In ₹ Lakhs)

	31st March 2019	31st March 2018
Insurance	0.05	0.05
Stock Exchange Listing Fees	2.50	2.88
Share Registration Fees	0.55	0.27
Advertisement Expenses	0.42	0.40
Stationary & Printing Expenses	1.57	0.86
Rates & Taxes	0.17	0.76
Security Transaction Tax	0.48	1.13
Legal and Professional fees	3.54	3.12
Payment to Auditor		
Audit fee	0.64	0.42
Tax Audit Fee	0.14	0.08
In other capacity :		
Other Services (certification fees)	0.14	0.04
Miscellaneous Expenses	3.85	1.59
	14.05	11.60

19 Fair Value Measurement

Financial Instrument by category and hierarchy

The fair value of the financial assets and liabilities are included at the amount of which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values :

1. Fair Value of Cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amount largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rate are evaluated by the company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair values of such instruments is not materially different from their carrying amounts :-

For the financial assets and liabilities that are measured at fair values, the carrying amount are equal to the fair value.

Accounting classification and fair values

Financial Assets & Financial Liabilities	As at 31st March, 2019				As at 31st March, 2018			
	Fair value Through OCI	Amortised Cost	Total Carrying Value	Total Fair value	Fail Value Through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets								
Cash and Cash Equivalents (Refer Note no 5)	-	2.05	2.05	2.05	-	36.91	36.91	36.91
Investments (Refer Note no 3)	1,093.13		1,093.13	1,093.13	1,470.58	-	1,470.58	1,470.58
Total	1,093.13	2.05	1,095.18	1,095.18	1,470.58	36.91	1,507.49	1,507.49
Financial Liabilities								
Trade Payable (Refer Note no 10)	-	2.28	2.28	2.28	-	2.07	2.07	2.07
Total	-	2.28	2.28	2.28	-	2.07	2.07	2.07

*** Fair value Hierarchy**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique :

- Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For assets which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarized below :

(In ₹ Lakhs)

Particulars	As at 31st March, 2019			As at 31st March, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets						
Investment (other than investment in subsidiaries, Joint Venture & Associates) (Refer Note no 3)	1,093.13	-	-	1,470.58	-	-
Total	1,093.13	-	-	1,470.58	-	-

20 Capital risk Management

Equity Share capital and other equity are considered for the purpose of company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The Capital structure of the company is based on management's judgment of its strategic and day-to-day needs with a focus on total equity to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

21 Financial risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risks. The company's senior management has the overall responsibility for establishing and governing the company's risk management framework. The company has constituted a Risk management committee, which is responsible for developing and monitoring the company's risk management policies. The company's risk management policies are established to identify and analyse the risks faced by the company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the company.

A. Management of Liquidity Risk

Liquidity risk is the risk that the company will face in meeting its obligation associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this management considers both normal and stressed conditions.

Due to dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability of under committed credit lines. Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

The following table shows the maturity analysis of the company's financial liabilities based on the contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

Exposure as at 31st March 2019

(In ₹ Lakhs)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
Financial Liabilities				
Trade Payable (Refer Note no 10)	2.28			2.28
Total Financial Liabilities	2.28	-	-	2.28

Exposure as at 31st March 2018

(In ₹ Lakhs)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
Financial Liabilities				
Trade Payable (Refer Note no 10)	2.07			2.07
Total Financial Liabilities	2.07	-	-	2.07

B. Management of Market Risk

The company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments :

- Equity risk
- Interest rate risk

The above risks may affect the company's income and expenses, or the value of its financial instruments. The company's exposure to and management of these risks are explained below :

(i) Price Risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Sensitivity Analysis

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

A change of 5% in market index would have following Impact on profit before tax

(In ₹ Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
BSE Index 100 - Increase by 5%	54.66	72.98
BSE Index 100 - Decrease by 5%	(54.66)	(72.98)

The above referred sensitivity pertains to quoted equity investments. Profit for the year would increase/decrease as a result of gains/losses on equity securities as at Fair Value through OCI (FVTOCI).

C Management of Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis through out each reporting period. To assess whether there is a significant increase in credit risk, the company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as :

- Actual or expected significant adverse changes in business,

- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

The Ageing analysis of Account receivables has been considered from the date the invoice falls due

(In ₹ Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
0-3 months	-	-
3-6 months	-	-
6-12 months	-	-
12 months and up to 2 years	-	-
Total	-	-

22 Earnings per Share (EPS) as per Indian Accounting Standard 33 :

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations :

(In ₹ Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Net Profit as per Statement of Profit & Loss	(26.28)	(10.25)
No. of weighted average outstanding Equity Shares	4,999,575	4,999,575
Earning per Equity Share of ` 10/- each (Basic & Diluted)	(0.53)	(0.21)

23 Related Party Transactions as per Indian Accounting Standard 24 :

The disclosure in pursuance to Indian Accounting Standard-24 on "Related Party disclosures" is as under :

(a) Name of Related Parties & Relationship

SN	Name	Relationship	Manner
1	JOSE DANIEL	MANAGING DIRECTOR	KEY MANAGERIAL PERSON
2	SANJIV D SHAH	DIRECTOR	KEY MANAGERIAL PERSON
3	DHAVAL SHETH	CHIEF FINANCIAL OFFICER	KEY MANAGERIAL PERSON
4	JEKIL PANCHOLI	COMPANY SECRETARY	KEY MANAGERIAL PERSON
5	SANBLUE INFRASTRUCTURE PVT. LTD.	Enterprises owned or significantly influenced by key management personnel or their relatives	
6	FIBRE2FASHION PVT. LTD.	Enterprises owned or significantly influenced by key management personnel or their relatives	

(b) Transactions during the year with related parties mentioned in (a) above, in ordinary course of business & balances outstanding as at the year end :

(In ₹ Lakhs)

Transaction	Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person
(a) Purchase/Sale/Service Received/Service Provided/Rent Received/etc.				
Sanblue Infrastructure Pvt Ltd	1.68	-	-	1.68
	P.Y. 1.68	-	-	1.68
(b) i) Managerial Remuneration				
Jose Daniel	8.40	8.40	-	-
	P.Y. 6.00	6.00	-	-
Jekil Pancholi	5.40	5.40	-	-
	P.Y. 5.40	5.40	-	-
Dhaval Sheth	2.40	2.40	-	-
	P.Y. 2.42	2.42	-	-
Sanjiv D- Shah - Loan received and Repaid (Cl. Bal: Nil)	101	101		
	P.Y. 200	200		

Compensation to Key Managerial Personnel of the Company :

(In ₹ Lakhs)

Nature of Benefits	For the year ended 31st March 2019	For the year ended 31st March 2018
Short term employee benefit	16.20	13.82
Total	16.20	13.82

Note:* post employment gratuity benefits is not applicable.

24 Previous year figures have been regrouped/rearranged whenever necessary to correspond with current year's classification / disclosure.

As per our report of even date

FOR KANTILAL PATEL & COMPANY
CHARTERED ACCOUNTANTS
 Firm Regn. No. 104744W

Jinal A. Patel
 Partner
 Membership No.: 153599

FOR SANBLUE CORPORATION LIMITED

Managing Director
Jose Daniel
 DIN : 03532474

Director
Sanjiv Shah
 DIN : 00256817

CFO
Dhaval Sheth

Company Secretary
Jekil Pancholi
 Mem No : A37920

Place : Ahmedabad
 Date : 30/05/2019

Place : Ahmedabad
 Date : 30/05/2019

SANBLUE CORPORATION LIMITED
Regd. Office : 22A, Government Servant Society, Near Municipal Market
C.G.Road, Ahmedabad-380009
CIN NUMBER: L15400GJ1993PLC020073

ATTENDANCE SLIP

26th ANNUAL GENERAL MEETING - SEPTEMBER 27, 2019

Sr. No.
Registered Folio No. / DP & Client ID :
Name of the Sole / First named Member :
Registered Address:
Name(s) of the joint Member(s), if any :
No. of Shares held :

I hereby record my presence at the 26th Annual General Meeting held on Friday, 27th September, 2019 at 10.00 am at 22A, Government Servant Society, Near Municipal Market C. G. Road, Ahmedabad - 380 006.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report at the 26th AGM.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

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SANBLUE CORPORATION LIMITED

Regd. Office : 22A, Government Servant Society, Near Municipal Market, C.G.Road, Ahmedabad - 380006

CIN : L15400GJ1993PLC020073

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id / DP ID :

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

1) Name	Address
Email ID	Signature or failing him ;
2) Name	Address
Email ID	Signature failing him ; or
3) Name	Address
Email ID	Signature failing him ; or

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual general meeting of the company, to be held on the Friday, 27th September, 2019 at 10.00 am at 22A, Government Servant Society, Near Municipal Market C.G.Road, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business	For	Against
1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended on March 31, 2019, the Balance Sheet as at that date and Cashflow together with the Auditor and Directors' Report thereon		
2. To appoint a Director in place of Shri Jose Daniel (DIN:03532474), who retires by rotation and, being eligible, offers himself for re-appointment.		
3. To consider appointment M/s Arpit Patel & Associates as a Statutory Auditor of the Company.		
Special Business		
4. Re-appointment of Shri Jigar Shah (DIN:00089575) as an Independent Director for a second term of five consecutive years.		
5. Re-appointment of Shri Rajesh Shah (DIN:00092504) as an Independent Director for a second term of five consecutive years.		
6. Re-appointment of Shri Yogesh Shah (DIN:02030459) as an Independent Director for a second term of five consecutive years.		
7. Re-Classification of Promoter Group of the Company.		

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.

Signature of Members

Signature of Proxy Holder

Affix revenue stamp of not less than 1/-
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VENUE OF THE AGM

Regd.Office : 22A, Government Servant Society, Near Municipal Market,
C.G.Road,Ahmedabad-380006



Book - Post

If undelivered please return to :

Sanblue Corporation Ltd.
Registered Office : 22A, Government Servant Society,
Near Municipal Market, C.G. Road,
Ahmedabad - 380 006.