

# Symbiox Investment & Trading Co Ltd

7A, Rani Rashmoni Road

Kolkata - 700 013

Phone : 033-3251 5833

CIN : L65993WB1979PLC032012

Website : www.symbioxinvestment.com

E-mail ID : symbioxinvestment100@gmail.com

Date: 20.02.2019

To,  
The Bombay Stock Exchange Limited,  
PJ Towers, Dalal Street  
Mumbai- 400 001

To,  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata- 700 001

To,  
Compliance Department  
Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 098

Sub: Regulation 34 of SEBI (LODR) Regulations, 2015

Dear Sir,

With reference to above mentioned subject, please find herewith attached copy of Annual Report of the Company for the F.Y. 2017-2018, as approved and adopted by the members at the ANNUAL GENERAL MEETING held on 28<sup>th</sup> September, 2018.

Request you to kindly take the same on your records.

Thanking you.

Yours Faithfully,  
For Symbiox Investment & Trading Co Ltd

*Neha Pansari*

NEHA PANSARI  
Company Secretary  
PAN NO. BZUPK0444A



*39th*

***ANNUAL REPORT***

*2017-2018*

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Mohit Sharma	-	Managing Director
Mr. Sarman Sharma	-	Director
Mr. Gaurav Audichya	-	Director
Mrs. Shivangi Henilbhai Ruparelia	-	Director
Mr. Dipakbhai Harilal Rupareliya	-	Director
Mrs. Mina Devi Agarwal	-	Director
Mr. Ram Prasad Pareek	-	Director

### MANAGEMENT

Mr. Mohit Sharma	-	Chief Executive Officer
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### COMPANY SECRETARY

Mrs. Neha Pansari	-	Compliance Officer
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### BANKERS

Yes Bank Limited; Dalhousie Branch, Kolkata  
Indusind Bank, Brabourne Road Branch

### AUDITORS

Mr Pravin Poddar  
Chartered Accountants  
Membership No: 300906  
HD 35, S L Sarani, Baguipara, Ashwininagar, Baguiati,  
Kolkata-700059  
Phone: 033- 25702081  
Email Id: - [poddaragarwalandco@gmail.com](mailto:poddaragarwalandco@gmail.com)

### REGISTRAR & SHARE TRANSFER AGENT

M/s. ABS CONSULTANT PVT. LTD,  
99 Stephen House, 6th Floor,  
4, B.B.D Bagh (E),  
Kolkata- 700001, W.B  
Phone Nos. :( 033) 2230-1043, 2243-0153,  
Email Id: [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net)

(Corporate Identity Number: L65993WB1979PLC032012)  
Registered Office: 7A, Rani Rashmoni Road Kolkata- 700013

# **NOTICE**

Notice is hereby given that 39th Annual General Meeting of the members of the SYMBIOX INVESTMENT TRADING CO LIMITED will be held at 221, Rabindra Sarani, Om Shree Market, 3<sup>rd</sup> Floor, Kolkata-700007, West Bengal on Friday, 28th September, 2018 at the 10.00 a.m. to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Annual Financial Statements (Including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Gaurav Audichya [DIN: 06953445) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

## **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 and other applicable provisions, if any, and the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Pravin Poddar, Chartered Accountant (Membership No. 300906), be and is hereby re-appointed as the Statutory Auditor of the Company and to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the year 2020, subject to ratification by members at every AGM, on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditor.”

**By order of the Board**

**For Symbiox Investment & Trading Co Limited**

**Date:** 04/09/2018  
**Place:** Kolkata

Sd/-  
**Mohit Sharma**

**Managing Director**

## **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>th</sup> September, 2018 to 28<sup>th</sup> September, 2018 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. ABS Consultants Private Limited.)
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. ABS Consultants Private Limited., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the 39<sup>th</sup> Annual Report for 2017-2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-2018 is being sent in the permitted mode.
15. Members may also note that the Notice of the 39<sup>th</sup> Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website [www.symbioxinvestment.com](http://www.symbioxinvestment.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [symbioxinvestment100@gmail.com](mailto:symbioxinvestment100@gmail.com)

#### **16. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21.09.2018, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Tuesday 25<sup>th</sup> of September, 2018 and will end at 5.00 p.m. on Thursday 27<sup>th</sup> of September, 2018. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary having Membership No. A35073 to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “SYMBIOX” from the drop down menu and click on “SUBMIT”
- (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](http://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)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.

**DOB** Enter the Date of Birth as recorded in your demat account or in the company records for

the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 for the relevant <SYMBIOX> 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The remote e-voting period begins on 25<sup>th</sup> September, 2018 (9.00 a.m.) and ends on 27<sup>th</sup> September, 2018 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 **21<sup>th</sup> September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By order of the Board**

**For Symbiox Investment & Trading Co Limited**

Sd/-  
**Mohit Sharma**

**Managing Director**

**Date:** 04/09/2018

**Place:** Kolkata

# Directors' Report

Dear Members,

The Board of Directors are pleased to present the Company's 39<sup>th</sup> Annual Report along with the audited accounts for the financial year ended March 31, 2018.

## FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Standalone Financial results are summarized below:

(Amount in Lacs)

Particulars	March 31, 2018	March 31, 2017
Net Sales	185.51	202.13
Other Income	104.01	144.80
Total Income	289.52	346.93
Profit before taxation	17.73	16.31
Tax Expenses:		
Current Tax	4.56	5.04
Deferred Tax	-	-
Extraordinary Items (net of Tax Expenses)	-	-
Profit after Tax	13.16	11.27

## RESERVES

The Company has not transferred any amount to General Reserve.

## BRIEF DESCRIPTION OF THE COMPANY'S STATE OF AFFAIR

The highlights of Company's performance are as under:

- Revenue from operations decreased from Rs. 346.93 lacs. to Rs. 289.52 lacs.
- Profit before taxation stood at Rs.17.73 Lacs against Rs.16.31 Lacs. in the previous year.
- The net profit of the Company for the year under review was Rs. 13.16 as against Net loss of Rs. 11.27 in the previous year.

## DIVIDEND

With a view to conserve resources for working capital requirements and rising capital expenditure, directors considered it prudent not to recommend any dividend for the year under review.

### **SHARE CAPITAL**

The paid up equity capital as on March 31, 2018 was Rs. 312,873,300. During the year under review, no issue of equity shares with differential voting rights was completed. Further, the Company has not issued any sweat equity nor granted any employee stock options.

### **CHANGES IN THE NATURE OF BUSINESS**

During the year, there has been no Change in the nature of the Business of the Company. No material changes and commitments have occurred between the end of the financial year and date of report.

### **CHANGE OF NAME**

There has been no change in the name of the Company during the financial year 2017-18

### **NUMBER OF MEETING OF BOARD**

The Board of Directors duly met 6 (Six) times on 30.05.2017, 09.06.2017, 11.09.2017, 11.10.2017, 14.12.2017 and 14.02.2018 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

### **PUBLIC DEPOSITS**

Your Company has not accepted any deposits from the public or shareholder during the year, nor has any unclaimed or unpaid deposits at the end of the financial year 2017-18.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The company has not given loans or guarantees but has invested in the Equity Shares of the other Companies. The details of the investments made by company during the year under review are given in the financial statements.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate internal financial controls system with reference to financial statements. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. During the year, such controls were tested and no reportable weakness in the design or operation was observed.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES**

In accordance with the requirements of the provisions of section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

Since your Company do not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

#### **A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

#### **B. Technology Absorption:**

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

### **C. Foreign Exchange Earnings and Out Go:**

1. Foreign Exchange Earnings: NIL
2. Foreign Exchange Outgo: NIL

### **DIRECTORS & KEY MANAGERIAL PERSONNEL**

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board changes during the year. Subsection (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

### **POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE**

#### **1. Scope:**

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

#### **2. Terms and References:**

- 2.1 **“Director”** means a director appointed to the Board of a Company.
- 2.2 **“Nomination and Remuneration Committee** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 27(2) of the Equity Listing Agreement.
- 2.3 **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 27(2) of the Equity Listing Agreement.

#### **3. Policy: Qualifications and criteria**

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfill the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;

- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

### **3.2 criteria of independence**

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Regulation 27(2) of the Equity Listing Agreement.

3.2.3 The Independent Director shall abide by the "Code for Independent Directors "as specified in Schedule IV to the companies Act, 2013.

### **3.3 Other Directorships/ Committee Memberships**

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the company. The HRNR Committee shall take into account the nature of, and the time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

### **Remuneration policy for Directors, key managerial personnel and other employees**

#### **1. Scope:**

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

#### **2. Terms and Reference:**

In this policy the following terms shall have the following meanings:

2.1 **“Director”** means a Director appointed to the Board of the company.

2.2 **“key managerial personnel”** means

- (i) The Chief Executive Office or the managing director or the manager;
- (ii) The company secretary;
- (iii) The whole-time director;
- (iv) The chief finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 **“Nomination and Remuneration Committee”** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and Regulation 27(2) of the Equity Listing Agreement.

### **3. Policy:**

3.1 **Remuneration to Executive Director and Key Managerial Personnel**

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 **Remuneration to Non – Executive Directors**

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3 **Remuneration to other employees**

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that they meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulations, 2015

## **CEO/CFO/MD CERTIFICATION**

The Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 27(2) of the LODR certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs and the same forms a part of this report.

## **FORMAL ANNUAL EVALUATION**

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made there under, the independent directors of the company had a meeting on 14.02.2018 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors. The company has 2 (Two) non-independent directors namely:

- I. Mr. Gaurav Audichya - Non- Independent & Executive
- II. Mr. Mohit Sharma - Non- Independent & Executive

The meeting was recognized for shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level.

**The meeting also reviewed** and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

Mr. Mohit Sharma, chairman of the company has performed exceptionally well by attending board meetings regularly, by taking active participation in the discussion of the agenda and by providing required guidance from time to time to the company for its growth etc.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 profit and loss of the company for that period;
- (c) 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;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) 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.
- (f) 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.

#### **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or any other related parties as defined under the Companies Act, 2013, which may have potential conflict with interest of the company.

#### **SUBSIDIARY COMPANIES**

The Company does not have any subsidiary or Joint Venture.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

As stipulated by Regulation 33 of the SEBI (LODR) Regulations, 2015 entered with the stock exchanges, and rule 8 of Companies (Accounts) Rules, 2014, the Consolidated Financial Statements have been prepared by the Company in accordance with the applicable Accounting Standards. The audited Consolidated Financial Statements together with the Auditor Report forms part of the Annual report.

#### **LISTING AGREEMENT:**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital Markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into Listing Agreement with CSE Limited, MCX Limited and BSE Limited.



### **LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2017-2018 to The Calcutta Stock Exchange Limited, MCX Limited and BSE Limited, where the Company's Shares are listed. The Company Listed on BSE effective from 14<sup>th</sup> August, 2015.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In line with the provisions of the Section 177(9) of the Act and the regulation 27(2) of LODR with stock exchanges, the Company has adopted Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

This vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee, in exceptional cases. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy.

### **AUDITORS' REPORT**

Auditor's Report does not contain any qualification, reservation or adverse remarks. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

### **SECRETARIAL AUDIT REPORT**

During the year, Secretarial Audit was carried out by Mr. Akhil Agarwal, Practicing Company Secretary, the Secretarial Auditor of the Company for the financial year 2017-2018.

As Secretarial Auditor has pointed out certain observation in his report, the Board of directors the company state that those non-compliance of the provisions of the Companies Act, 2013, were due to ambiguity and uncertainty of the applicability of the same for the relevant period. However, the company would ensure that, in future all the provisions are complied to the fullest extent.

The report of the Secretarial Auditor is appended as "*Annexure-I*" to this report.

### **STATUTORY AUDITOR**

Mr. Pravin Poddar (Membership .No: 300906), Chartered Accountant, was appointed as Statutory Auditors of the company retires at the ensuing annual general meeting and is eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from the auditors to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the re-appointment of Mr. Pravin Poddar, as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting.

### **EXTRACTS OF ANNUAL RETURN**

As provided under Section 92(3) of the Act, the extract of the Annual Return in form MGT-9 is annexed herewith as "*Annexure- II*".

### **BUSINESS RISK MANAGEMENT**

Your Company has a structured framework to satisfy that sound policies, procedures and practices are in place to manage the key risks under risk framework of the company. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

## **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197(12) read with Rule, 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard and the same will be furnished on request.

### **Particulars of Employees pursuant to section 134(3)(q) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

1. None of the employees was employed throughout the financial year, who was in receipt of remuneration exceeding Rs. 6,000,000/- per annum or more. Therefore, Rule 5(2)(i) of the captioned Rules is not applicable.
2. None of the employees was employed throughout the financial year, who was in receipt of remuneration exceeding Rs. 500,000/- per month. Therefore, Rule 5(2)(ii) of the captioned Rules is not applicable.
3. No employee is a relative of any director or Key Managerial personnel of the Company.

Therefore, Rule 5(2)(iii) of the captioned Rules is not applicable to any employee.

## **CORPORATE GOVERNANCE**

The Company has complied with the corporate governance requirements as stipulated under Regulation 27(2) of the LODR entered into with the stock exchanges. A separate section on corporate governance is provided, along with a certificate from the auditor confirming the compliance of conditions of Corporate Governance as stipulated under Regulation 27(2) of the LODR entered into with the stock exchanges is annexed and forms part of this report.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Management Discussion and Analysis Reports is attached which forms part of this Report.

## **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE**

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- |                                   |     |
|-----------------------------------|-----|
| o No. of complaints received:     | Nil |
| o No. of complaints disposed off: | Nil |

## **CREDIT & GUARANTEE FACILITIES:**

The Company has been availing facilities of Credit and Guarantee as and when required, for the business of the Company from the Yes bank.

## **AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report. And during the year under review, there were no instances when recommendation of audit committee was not accepted by the board.

### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

### **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, NSE, MCX, NSDL, CDSL, HDFC Bank etc. for their continued support for the growth of the Company.

**For and on behalf of the Board**

**Sd/-**

**Mohit Sharma**

**Managing Director**

**Place: Kolkata**

**Date: 28/05/2018**

**DIN: 06554517**

**DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:**

The shareholders

I, Mohit Sharma, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

**For and on behalf of the Board**

**Sd/-**

**Place: Kolkata**

**Mohit Sharma**

**Date: 28/05/2018**

**Managing Director**

**DIN: 06554517**

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 [Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**SYMBIOX INVESTMENT & TRADING CO LTD**  
7A, RANI RASHMONI ROAD,  
KOLKATA - 700 013, WEST BENGAL

I have conducted the secretarial audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **M/s. Symbiox Investment & Trading Co. Ltd.** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Symbiox Investment & Trading Co Limited'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I 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, 2018, according to the provisions of the following laws:

- i. The Companies Act, 2013 (the Act) and the rules made there under ;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA ' ) and the rules made there under;
- iii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the company during the audit period**).
- iv. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 (SEBI Act') viz.:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

**The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company for the period under audit:-**

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
- g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

v. I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable to the Company as the same were not in force for the Financial Year ended 31.03.2018.

(ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited (CSE), Bombay Stock Exchange (BSE) and Metropolitan Stock Exchange of India Limited (MSEI).

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

**I 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

**I 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** during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

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.

Akhil Agarwal

**Practicing Company Secretary**

**Place:** Kolkata

**Date:** 28.05.2018

C.P.No: 16313

To,  
The Members,  
**SYMBIOX INVESTMENT & TRADING CO LIMITED**  
7A, Rani Rashmoni Road,  
Kolkata- 700 013, West Bengal

My Secretarial Audit Report for the financial year ended March 31, 2018 of even date is to be read along with this letter.

**Management's Responsibility**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

**Auditor's Responsibility**

2. I have followed the audit practices and the 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. I believe that the processes and practices which I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.

**Disclaimer**

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Akhil Agarwal**

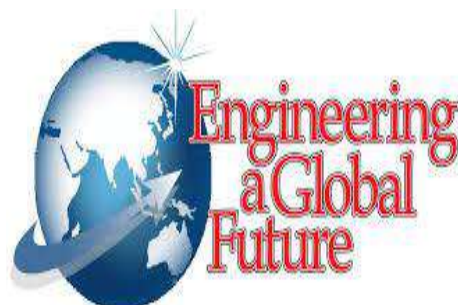
**Practicing Company Secretary**

**C.P.No: 16313**

**Place: Kolkata**  
**Date: 28.05.2018**



## Management Discussion and Analysis



### **FORWARD-LOOKING STATEMENT**

The report contains forward-looking statements, identified by words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’ and so on. All statements that address expectations or projections about the future, but not limited to the Company’s strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company’s actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as may be required by law.

### **ECONOMY AND MARKET**

While the global economies continued to witness slow growth during the current year as well, the Indian economy on a macro basis stayed fairly robust. The below par performance of global economy was reflected in a continued slowdown in growth in most emerging and developing economies, driven by weaker capital inflows and a subdued global trade. India, however, was one of the faster growing large economies in the world, with a currency that performed better than most other emerging market currencies. There was a significant upturn in commodity prices after a year of deflation. Consumer spending remained subdued during the early part of the year impacted by two years of drought. The gradual recovery of the market was temporarily impacted by adverse liquidity conditions post demonetisation and especially in the December quarter. The enactment of the GST legislation has been a milestone reform that will create a win-win environment for all stakeholders and heralds an integrated and productive economy, and is expected to further boost economic growth. However, there could be temporary transition challenges during the cut-over.

The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic and increasingly fraught with risk and uncertainties. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise. Estimation and expectation made in the Report may differ from actual performance due to various Economic conditions, Government Policies and other related factors.

## INDIAN TEXTILE INDUSTRY

### **Initiation**

India's textiles sector is playing one of the leading role in the national economy. Indian Textile Industry is one of the leading sectors of the Indian economy and contributes significantly to the country's industrial output (17.03%). It employs 35 million people in direct employment and another 20 million in indirect employment, and earns much needed foreign currency of 17% of India's export coming from textiles and garments. Overall it contributes 4.23% in India's GDP. It is also one of the largest contributing sectors of India's exports contributing 11 per cent to the country's total exports basket. The textiles industry is labour intensive and is one of the largest employers. The industry realized export earnings worth US\$ 41.57 billion in 2013-14.

The textile industry has two broad segments, namely handloom, handicrafts, sericulture, power looms in the unorganized sector and spinning, apparel, garmenting, made ups in the organized sector.

The Indian textiles industry is extremely varied, with a hand-spun and hand-woven sector at one end of the spectrum, and the capital intensive sophisticated mill sector at the other. The decentralized power looms/ hosiery and knitting sector form the largest and knitting sector form the largest section of the Textiles Sector. The close linkage of the Industry to agriculture and the ancient culture, the traditions of the country make the Indian textiles sector unique in comparison to the textiles industry of other countries. This also provides the industry with the capacity to produce a variety of products suitable to the different market segments, both within and outside the country.

### **Segment Wise or Product Wise Performance:**

The Company during the year mainly engaged in contact work of textile mainly trading in the readymade garments including embroidery work with stones, beads, etc. The company is presently exploring new opportunities and looks for better prospects in times to come. (Also the company is engaged in financing activities).

### **Outlook:**

The growth in demand is expected in the medium term to rely on high consumption in the domestic market. Our Company is committed to build business with long term goal based on our Company's intrinsic strength in terms of product quality and customer network. Large additions are expected this financial year that should result in more competitive costs that will improve our domestic profits. The introduction of GST should see a level playing field between our Company and other companies which are tax exempt. This should further improve margins for our Company in the long run, other things being same. The Company will continue to focus on specialty and differentiated products.

### **Government Initiatives**

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

*Some of initiatives taken by the government to further promote the industry are as under:*

- Duty free entitlement to garment exporters for import of trimmings, embellishments and other specified items increased from 5 per cent to 7.2 per cent. This initiative is expected to generate an additional RMG exports estimated at Rs 10,000 crore (US\$ 1.61 billion).
- The government has also proposed to extend customs clearance facility for 24 hours at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo.

- The Ministry of Textiles, Government of India plans to enter into an agreement with various networking sites like Snapdeal/ Flipkart and various other sites to provide an online platform to handloom weavers to sell their products.
- The Government proposed to drop imposing duty on branded items for providing relief to the entire value chain.
- The foundation stone of the Trade Facilitation Centre and Craft Museum was laid by Mr Narendra Modi, Prime Minister of India at Varanasi.
- Detailed arrangement for purchase of cotton from the farmers by the Cotton Corporation of India Ltd (CCI) under the Minimum Support Price Operation was monitored. 343 purchase centers were finalised in consultation with the State Governments after meetings with officers of CCI and the cotton producing states, resulting in streamlining of operations.

### **Textile plays a major role in the Indian economy**

- Textile sector contributes 14 per cent to industrial production and 4 per cent to GDP
- With over 45 million people, the industry is one of the largest source of employment generation in the country
- The industry accounts for nearly 13 per cent of total exports
- The size of India's textile market in 2014 was US\$ 99 billion; the market is expected to expand at a CAGR of 9.6 per cent over 2014–23

### **Readymade garments and cotton textiles dominate textile exports**

- Readymade garments was the largest contributor to total textile and apparel exports from India in FY16
- The segment had a share of 40 per cent in overall textile exports
- Cotton and man-made textiles were also major contributors with shares of 31 per cent and 16 per cent, respectively

## **GLOBAL TEXTILE INDUSTRY**

The global textile and apparel trade stood at US\$ 781 billion in 2013 and is expected to grow by 2020 with apparel occupying the major share followed by fabric and yarn. The industry directly employs well over 170 million people worldwide, predominantly in Asia.

In 2014, the global fiber consumption was around 87 million tons, of which manmade fibers constituted around 62 million tons. Polyester constitutes around 54% share while cotton has around 28% share of total fiber consumption. All other fibers, although very important in the total mix in terms of functionality and performance, are insignificant in volume terms.

China occupied the majority share of 52% of total global fiber consumption in 2014, followed by India and other South Asian countries accounting for around 11% share each. The textile production is strongly centered in Asia and South Asian countries contribute a significant part of it. The growth in global trade and concentration of trade in Asia will drive investments in Asian countries having strong supply base for textile and apparel products. India will have an advantage from the investment point of view due to its strong manufacturing competitiveness and presence of complete supply chain.

## **OUTLOOK, OPPORTUNITIES AND THREATS**

- a) Global exports of textiles and clothing in 2013 were 781 billion USD, as per WTO figures. China's share in the global trade in textiles / clothing was 35 per cent and that of India a barely 4 per cent. With the rising costs in China and its deliberate shift in favour of innovation driven industries, India has tremendous scope for boosting its share. Further, by 2020, world exports of textiles / clothing are projected to increase to 1,180 billion USD. The expectation is that India's exports would rise from 30 billion USD to 89 billion USD by 2020.
- b) On the domestic front also India is poised for a healthy growth, in view of rising population, sustained increase in per capita income and disposable surplus, favourable demographic profile and changing lifestyle. Surveys carried out by Textiles Committee also corroborate this. Besides, Government of India is becoming increasingly sensitive to the needs of the textile industry and taking ameliorative measures in regard to debt restructuring scheme, extension of TUFS and TMC in the Twelfth Five Year Plan. Happily, new Government has announced that it will get necessary impetus for boosting exports of textiles. Another area is rapid growth of technical textiles for which Government has been providing encouraging support.

Above all, India is in a unique position of having an integrated textile set-up endowed with presence across all the textile value chain from fibers to fashion garments. All these favorable factors indicate optimistic and positive future for the healthy growth of the Indian textile industry.

## **BUSINESS OVERVIEW & INDUSTRY DEVELOPMENTS**

The company is mainly into Trading in sarees. The company has a wide variety of sarees from plain to is to cater to the growing industry and offer its products to all the age groups. The company is slowly progressing towards becoming a one stop shop for all the retailers. The company is planning to venture into trading of other merchandise products through the existing chain of Wholesalers and Retailers.

As regards developments in the industry and your company's performance for the year under review in relation to those developments, the same has been explained in greater details in Directors Report under Performance Review.

## **GOODS AND SERVICE TAX**

Goods and Services Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Implementation of a well-designed GST model that applies to the widest possible base at a low rate can provide significant growth stimulus to the business and contribute to the Prime Minister's mission of 'Make in India'. Your Company has been preparing for migrating to GST for the past year; changes across IT systems, Supply Chain and operations have been made keeping in mind the sweeping changes that GST would bring in. While there are a few areas that need to be addressed, the Government has announced an intention to go live on GST on 1st July, 2017 and your Company will be ready for this transformative reform.

## **RISKS AND CONCERNS**

Risk is an inherent part of any business. There are various types of risks, which threaten the existence of a company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns. Dependency on global economy, business environment, fluctuation in currency, global logistics and socio-political environment have direct or indirect impact on the Agrochemicals Industry and can lead to disruption of business in specified products.

### **Internal control systems and their adequacy**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

## **DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Financial Performance of the company for the year under review is disclosed in the Directors report. Please refer to Directors' Report for the detail study on the performance review of the company.

## **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

The industrial relations remained cordial throughout the year. The employees of the Company have extended a very productive cooperation in the efforts of the management to carry the Company to greater heights. Continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees and workmen of the Company.

## **FORTHCOMING STATEMENT**

The statements made above may be construed as Forward Looking Statements within the meaning of the applicable laws and regulations. Actual performance of the Company may vary substantially depending upon the business structure and model from time to time. Important external and internal factors may force a downtrend in the operations of the Company.

## Corporate Governance Report

The Directors present the Company's Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges.

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Symbiox Investment & Trading Co Limited (SITCL) defines Corporate Governance as a systemic process by which companies are directed and controlled to enhance their wealth- generating capacity. The Company's philosophy on corporate governance ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company has a strong legacy of fair, transparent and ethical governance practices. SITCL Corporate Governance structure, systems and processes are based on two core principles:

- (i) Management must have the executive freedom to drive the enterprise forward without undue restraints, and
- (ii) This freedom of management should be exercised within a framework of effective accountability. SITCL's believes that any meaningful policy on Corporate Governance must empower the executive management of the Company. At the same time, Governance must create a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders' aspirations and societal expectations.

### II. BOARD OF DIRECTORS:

As on March 31, 2018, the Company has seven directors out of which 5 Directors (i.e. 71%) are non-executive - independent directors. The composition of the board is in conformity with Regulation 27(2) of SEBI (LODR) Regulations, 2015 entered into with the stock exchanges.

None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. sari disclosures regarding committee positions in other public companies as on March 31, 2018 have been made by the directors. None of the directors are related to each other.

All the Independent directors are non-executive directors as defined under Regulation 27(2) of the SEBI (LODR) Regulation, 2015 entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under c Regulation 27(2) of the SEBI (LODR) Regulation, 2015 and Section 149 of the Act.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships (including directorship held in private companies) and committee chairmanships / memberships held by them in other public companies as on March 31, 2018 are given herein below. Chairmanships / Memberships of board committees shall include only audit committee and stakeholders' relationship committee.

Name of the Director	Category	No. of Directorship	of in positions held in other	Number of Committee
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		other  (Including  Ltd.) Companies	Public  Pvt.  public companies	
			Chairman	Member
Mr. Sarman Sharma DIN: 02484309	Independent Director (Non-Executive)	NIL	NIL	NIL
Mr. Mohit Sharma DIN: 06554517	Managing Director	07	NIL	NIL
Ms. Mina Devi Agarwal DIN: 07370734	Independent Director (Non-Executive)	NIL	NIL	NIL
Mr. Ram Prasad Pareek DIN: 07379867	Independent Director (Non-Executive)	NIL	NIL	NIL
Mr. Gaurav Audichya DIN: 06953445	Executive (Non-Independent Director)	05	NIL	NIL

**i. Number of Board Meetings:**

During the year ended March 31, 2018, Six Board Meeting were held on 30.05.2017, 09.06.2017, 11.09.2017, 11.10.2017, 14.12.2017 and 14.02.2018 and the gap between two meetings did not exceed 120 days.

The necessary quorum was present for all the meetings.

**ii. Separate Meeting of Independent Directors:**

As stipulated under Schedule IV of the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on February 14, 2018 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

iii. **Directors' Attendance Record**

The last Annual General Meeting (AGM) was held on September 25, 2017. The attendance record of the Directors at the Board Meetings during the year ended on 31st March, 2018, and at the last AGM is as under:

Name of the Director	No. of Board Meetings attended during the year	Whether attended last AGM
Mr. Sarman Sharma	6	Yes
Mr. Mohit Sharma	6	Yes
Mr. Gaurav Audichya	6	Yes
Mrs. Mina Devi agarwal	6	Yes
Mr. Ram Prasad Pareek	6	Yes
Mrs. Shivangi henilbhai ruparelia	2	Yes
Mr. Dipakbhai harilal rupareliya	2	Yes

iv. **Evaluation of the Board's Performance:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination & Remuneration Committee.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

v. **Prevention of Insider Trading Code:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

### **III. COMMITTEES OF THE BOARD**

In accordance with the requirement of the Listing Regulation entered into with the Stock Exchanges read with provisions of the Companies Act, 2013, the Company has constituted 3 Committees, viz.

A. *Audit Committee;*

B. *Nomination and Remuneration Committee;*

C. *Shareholders Grievances Committee;* the details of which are as under:



## **A) AUDIT COMMITTEE:**

In line with the provisions of the Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013, the Company constituted Audit Committee.

### ***i. Terms of Reference:***

The terms of reference of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchanges read with section 177 of the Companies Act, 2013. These broadly include:

- (i) Develop an annual plan for Committee;
- (ii) Review of financial reporting processes;
- (iii) Review of risk management, internal control and governance processes;
- (iv) Discussions on quarterly, half yearly and annual financial statements;
- (v) Interaction with statutory, internal and cost auditors;
- (vi) Recommendation for appointment, remuneration and terms of appointment of auditors; and
- (vii) Risk management framework concerning the critical operations of the Company.

### ***In addition to the above, the Audit Committee also reviews the following:***

- a) Matter included in the Director's Responsibility Statement.
- b) Changes, if any, in the accounting policies.
- c) Major accounting estimates and significant adjustments in financial statement.
- d) Compliance with listing and other legal requirements concerning financial statements.
- e) Disclosures in financial statement including related party transactions,
- f) Qualification in draft audit report.
- g) Scrutiny of inter-corporate loans & investments.
- h) Management's Discussions and Analysis of Company's operations.
- i) Valuation of undertakings or assets of the company, wherever it is necessary.
- j) Periodical Internal Audit Reports and the report of Fraud Risk Management Committee.
- k) Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- l) Letters of Statutory Auditors to management on internal control weakness, if any.
- m) Major non routine transactions recorded in the financial statements involving exercise of judgment by the management.
- n) Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees.
- o) Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

**ii. Composition and Meetings:**

The Audit Committee consists of three Independent Directors and one Executive Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The Audit Committee meets 4 times during the financial year ended 31st March, 2018. The attendance records of the members at the meeting were as follows:

Sr. No.	Name	Designation	No of Meetings held/attended
1.	Ms. Mina Devi Agarwal	Chairman	1 of 4
2.	Mr. Sarman Sharma	Member	4 of 4
3.	Mr. Mohit Sharma	Member	4 of 4
4.	Mr. Ram Prasad Pareek	Member*	1 of 4

**B) NOMINATION & REMUNERATION COMMITTEE:**

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee (N & R Committee), as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations, 2015. The object of Nomination & Remuneration Committee is to recommend/ review the remuneration of Managing Directors/Whole-Time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents/retaining them. While deciding the remuneration, the Committee takes into account the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

**i. Terms of Reference:**

The terms of reference of the Nomination & Remuneration Committee are as under:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
2. To carry out evaluation of every director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. To formulate the criteria for evaluation of Independent Directors and the Board.
5. To devise a policy on Board diversity.
6. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
7. To administer, monitor and formulate detailed terms and conditions of the Employees' stock Option Scheme including:
  - i. the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
  - ii. the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;

- iii. the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
  - iv. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
  - v. the right of an employee to exercise all options vested in him at one time or at various points of time within the exercise period;
  - vi. the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
  - vii. the granting, vesting and exercising of options in case of employees who are on long leave; and
  - viii. the procedure for cashless exercise of options.
8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

**ii. Composition of the Nomination & Remuneration Committee is as follows:**

Sl. No.	Name	Designation	Category
1.	Mr. Ram Prasad Pareek	Member	Independent/Non Executive
2.	Mr. Sarman Sharma	Chairman	Independent/Non Executive
3.	Ms. Mina Devi agarwal	Member	Independent/Non Executive
4.	Mr. Gaurav Audichya	Member	Non Independent/Executive

This Committee has been formed to carry out the function as contained in the Listing Agreement and under the provisions of Section 178 of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

**iii. Policy for selection and appointment of Directors and their Remuneration:**

The Nomination & Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

**a) Criteria of selection of Non Executive Directors**

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:

- i) Qualification, expertise and experience of the Directors in their respective fields;
- ii) Personal, Professional or business standing;
- iii) Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**b) Remuneration Policy:**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board Meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**iv. a) Chief Executive Officer (CEO)/Managing Director (MD) & Chief Financial Officer (CFO) - Criteria for selection / appointment:**

For the purpose of selection of the CEO/MD & CFO, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

**b) Remuneration for the CEO/Managing Director & CFO:**

At the time of appointment or re-appointment, the CEO/Managing Director & CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO/Managing Director & CFO within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO/Managing Director & CFO comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

**c) Remuneration Policy for the Senior Management Employees:**

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

### **C) SHAREHOLDERS / INVESTORS GRIEVANCES & SHARE TRANSFER COMMITTEE:**

The Stakeholders' Relationship Committee is comprised of Mr. Sarman Sharma, Independent Director as the Chairman and Mr. Ram Prasad Pareek, Mr. Gaurav Audichya and Ms. Mina Devi Agarwal as members of the Committee.

- The Stakeholder Relationship / Share Transfer / Transmission Committee have been formed to look into share transfer and related applications received from shareholders, with a view to accelerate the transfer procedures.
- The Committee inter alia considers applications for transfer, transmission, split, consolidation of share certificates and cancellation of any share certificate in compliance with the provisions in this regard. The Committee is authorised to sign, seal or issue any new share certificate as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed.

The role of the Committee is as follows:

- Consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- Ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- Evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.

### **OTHER COMMITTEES**

#### **i. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations, 2015 and a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.symbioxinvestment.org](http://www.symbioxinvestment.org)

### **IV. GENERAL BODY MEETINGS:**

#### **i) General Meetings**

##### **a. Annual General Meeting:**

The details of the last three Annual General Meetings (AGMs) of the Company are as under:

<i>Financial Year</i>	<i>Date &amp; Time</i>	<i>Venue</i>
2016-17	25 <sup>th</sup> September, 2017 at 11.30 A.M	7A, Rani Rashmoni Road, Kolkata- 700013
2015-16	30 <sup>th</sup> September, 2016 at 1.30 P.M	7A, Rani Rashmoni Road, Kolkata- 700013
2014-15	28 <sup>th</sup> September, 2015 at 12.00 P.M	7A, Rani Rashmoni Road, Kolkata- 700013

##### **b. Extraordinary General Meeting:**

No Extraordinary General Meeting of the members of the company were held during the year 2017-18.

## **ii) Special Resolution:**

During the Financial Year 2017-18, the members of the Company have not passed any special resolution.

## **iii) Details of Resolution passed through postal ballot:**

During the year under review, no special resolution was passed through the postal ballot.

## **DISCLOSURES:**

### **i. RELATED PARTY TRANSACTIONS:**

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS- 18) has been made in the Annual Report.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

- ii. No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- iii. The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- iv. During the year ended 31st March,2018 the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges.
- v. The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Regulation 27(2) of the Listing Agreement.

## **VI. MD/CFO CERTIFICATION:**

The MD and Chief Financial Officer (CFO) Mr. Mohit Sharma have issued certificate pursuant to the provisions of Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is attached and forms part of this Report.

## **VII. MEANS OF COMMUNICATION:**

The quarterly, half yearly and annual results of the Company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper and one English news paper. The results are also displayed on the company's website [www.symbioxinvestment.org](http://www.symbioxinvestment.org). The results are published in accordance with the guidelines of the Stock Exchanges. The Management Discussion And Analysis Report forms part of the Company's Annual report.

## **VIII. GENERAL'S SHAREHOLDERS INFORMATION:**

### **a) Annual General Meeting:**

<b>Day &amp; Date</b>	: Monday, 25 <sup>th</sup> September, 2018
<b>Time</b>	: 11.30 a.m.
<b>Venue</b>	: 221, Rabindra Sarani, Om Shree Market, 3rd Floor, Kolkata-700007, West Bengal
<b>Date of Book Closure</b>	: 19 <sup>th</sup> September, 2018 to 25 <sup>th</sup> September, 2018 (Both day Inclusive)

As required under Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges, particulars of directors seeking appointment / re-appointment at the forthcoming AGM are given in the Annexure to the notice of the AGM to be held on September 25, 2018.

First Quarter Results	Within 45 days of the end of Quarter
Second Quarter and Half Yearly Results	
Third Quarter Results	
Fourth Quarter and Annual Results	Within 60 days of the end of Quarter
Annual General Meeting	In the Month of September.

**b) Financial Calendar:**

***Calendar for Financial Year ended 31st March, 2018:***

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2018 were held on the following dates:

First Quarter Results	11th September, 2017
Second Quarter and Half Yearly Results	14th December, 2017
Third Quarter Results	14th February, 2018
Fourth Quarter and Annual Results	28th May, 2018

***Tentative Calendar for the financial year ending 31st March, 2018:***

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2018 are as follows:

The Company has paid listing fee for the Financial Year 2017-18 to the above Stock Exchanges.

**c) Book Closure:**

The Register of Members and Transfer Books of the Company will remain closed from 19<sup>th</sup> day of September, 2018 to 25<sup>th</sup> day of September, 2018 (both days inclusive).

**d) Listing in stock exchanges and stock codes:**

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

<b>Name of the Stock Exchanges</b>	<b>Stock Code/ Security Code</b>
The Calcutta Stock Exchange Limited	29461
Metropolitan Stock Exchange of India Limited	SYMBIOX
BSE Limited	539278

—

- e) The ISIN number for the Company equity share: INE653R01012
- f) CIN: L65993WB1979PLC032012
- g) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity: NIL
- h) Market Price Data :

The shares of the Company are listed on The Calcutta Stock Exchange Limited, Metropolitan Stock Exchange of India Ltd. and on BSE limited Stock Market Price for the Financial Year 2017-2018 are-

	MCX			BSE			CSE		
Month	High	Low	Monthly	High	Low	Monthly	High	Low	Monthly
	(Rs.)	(Rs.)	Close	(Rs.)	(Rs.)	Close	(Rs.)	(Rs.)	Close
April, 2017	Not Traded	Not Traded	Not Traded	16.20	10.50	15.24	Not Traded	Not Traded	Not Traded
May, 2017	Not Traded	Not Traded	Not Traded	18.40	10.50	11.25	Not Traded	Not Traded	Not Traded
June, 2017	Not Traded	Not Traded	Not Traded	11.30	8.67	8.82	Not Traded	Not Traded	Not Traded
July, 2017	Not Traded	Not Traded	Not Traded	8.38	4.47	4.82	Not Traded	Not Traded	Not Traded
August,	Not Traded	Not Traded	Not Traded	5.09	3.58	3.58	Not Traded	Not Traded	Not Traded
September,	Not Traded	Not Traded	Not Traded	4.47	3.53	3.85	Not Traded	Not Traded	Not Traded
October,	Not Traded	Not Traded	Not Traded	3.80	2.76	2.94	Not Traded	Not Traded	Not Traded
November,	Not Traded	Not Traded	Not Traded	3.04	2.70	2.70	Not Traded	Not Traded	Not Traded
December,	Not Traded	Not Traded	Not Traded	2.70	1.90	2.34	Not Traded	Not Traded	Not Traded
January,	Not Traded	Not Traded	Not Traded	2.44	1.83	1.95	Not Traded	Not Traded	Not Traded
February,	Not Traded	Not Traded	Not Traded	1.99	1.37	1.40	Not Traded	Not Traded	Not Traded
March,	Not Traded	Not Traded	Not Traded	1.47	0.95	0.96	Not Traded	Not Traded	Not Traded

**i) E-Voting :**

In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rule), 2014 framed there under and Regulation 44 of the Listing Agreement, the Company is providing e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting.

**j) Share Transfers Agent:**

**Name and Address:** M/s. ABS CONSULTANT PVT. LTD,  
99 Stephen House, 6th Floor,  
4, B.B.D Bagh (E),  
Kolkata- 700001, W.B

**Telephone:** Phone Nos. :( 033) 2230-1043, 2243-0153,

**E-mail ID:** Email Id: [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net)



**k) Share Transfer System:**

All physical share transfers are affected within 15 days of lodgement, subject to the documents being in order.

**l) Dematerialisation of shares and liquidity:**

For the purpose of providing Dematerialisation & Liquidity facility to its shareholders, Company admitted its securities in the Depository System of National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is INE653R01012.

As on 31st March, 2018, all the shares of the Company were in Physical Form. However as on the date of this report, the shares of the promoters have been dematerialised and Company has taken necessary steps by informing its shareholders for the same.

**m) Address for correspondence:**

SYMBIOX INVESTMENT & TRADING CO LIMITED

**Add.:** 7A, Rani Rashmoni Road, Kolkata - 700013

**Telephone:** 033- 32515833

**Email Id:** symbioxinvestment100@gmail.com

**Website:** www. symbioxinvestment.org

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31st March, 2018**

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

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	:	L65993WB1979PLC032012
ii	Registration Date	:	14-May-1979
iii	Name of the Company	:	<b>SYMBIOX INVESTMENT &amp; TRADING CO LTD</b>
iv	Category of the Company	:	Public company
v	(a) Address of the Registered office	:	7A, RANI RASHMONI ROAD, KOLKATA - 700013.
	(b) Contact details		Email : symvioxinvestment100@gmail.com
vi	Whether listed company	:	YES
vii	Name and Address and Contact detail of Registrar & Transfer Agents, if any	:	Not Applicable

**II PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Trading	141	100%

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

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Nil				

Note: Section 2(87) is for Subsidiary company, Section 2(6) is for Associate Company

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

Category-wise Share Holding

i.

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change in the year
	De mat	Physical	Total	% of total Shares	De mat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	40,900	40,900	0.13%	-	40,900	40,900	0.13%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	10,00,000	10,00,000	3.20%	-	10,00,000	10,00,000	3.20%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total A1:-</b>	-	<b>10,40,900</b>	<b>10,40,900</b>	<b>3.33%</b>	-	<b>10,40,900</b>	<b>10,40,900</b>	<b>3.33%</b>	-
<b>(2) Foreign</b>									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-

b) Other - Individu al/	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-	-
<b>Sub- total A2:-</b>	-	-	-	-	-	-	-	-	-	-
<b>Total sharehol ding of Promote r (A) = A1+A2</b>	-	10,40,900	10,40,900		3.33%	-	10,40,900	10,40,900	3.33%	-
<b>B. Public Sharehol ding</b>										
<b>1. Instituti ons</b>										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insuranc e Compani es	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-

<b>Sub-total B1:-</b>	-	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>										
a) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
i) Indian	-	28,28,212	28,28,212	9.04%	-	28,28,212	28,28,212	9.04%	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	2,74,18,218.00	2,74,18,218.00	0.88	-	2,74,18,218.00	2,74,18,218.00	0.88	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	<b>3,02,46,430</b>	<b>3,02,46,430</b>	<b>96.67%</b>	-	<b>3,02,46,430</b>	<b>3,02,46,430</b>	<b>96.67%</b>	-	-
<b>Total Public Shareholding (B)</b>	-	<b>3,02,46,430</b>	<b>3,02,46,430</b>	<b>96.67%</b>	-	<b>3,02,46,430</b>	<b>3,02,46,430</b>	<b>96.67%</b>	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-	-
<b>Total of share held by</b>	-	-	-	-	-	-	-	-	-	-

Costodia n (C)										
Grand Total (A+B+C)	-	3,12,87,33 0	3,12,87,330		100.00%	-	3,12,87,33 0	3,12,87,330	100.00 %	-

**I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

V

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**ii. Shareholding of Promoters**

S r. N o.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 1-April-2017]			No. of Shares held at the end of the year [As on 31-March- 2018]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Share s Pledg ed / encu mbere d to total shares	No. of Shares	% of total Shares of the compa ny	%of Share s Pledg ed / encu mbere d to total shares	
1	GAURAV AUDICHYA	40,900.0 0	0.13%		40,900.00	0.13%		
2	TYRO COMMERCIAL PRIVATE LIMITED	1000000	3.20%		1000000	3.20%		
	Total	1040,900	3.33%		10 40,900.	3.33%		

ii

**Change in Promoters' Shareholding**

S r. N o.	Shareholder's Name	Shareholding				Date	Increas e / Decreas e in Shareh olding during the year	Rea son	Cumulativ e Shareholdi ng during the year	
		No. of Shares held at the beginni ng of the year [As on 1-April- 2017]	% of total Shares of the compa ny	No. of Shares held at the end of the year [As on 31- March- 2018]	% of total Shares of the compan y				No. of Sha res	% of total Shar es of the com pany

	Nil	-	-	-	-	-	-	-	-	-
	<b>Total</b>									

*Shareholding Pattern of top ten Shareholders: ( Other than Directors, Promoters and Holders of GDR's and ADR's)*

S r. N o.	Shareholder's Name	Shareholding				Date	Increas e/ Decreas e in Shareh olding during the year	Rea son	Cumulativ e Shareholdi ng during the year	
		No. of Shares held at the beginnin g of the year [As on 1- April- 2017]	% of total Shares of the compa ny	No. of Shares held at the end of the year [As on 31- March- 2018]	% of total Share s of the comp any				No. of Sha res	% of total Shar es of the com pany
1	JITENDRA KUMAR MEHTA	200000	0.64%	200000	0.64%					
2	SUBHLABH TRADEVIN PVT LTD	411600	1.32%	411600	1.32%					
3	UNIQUE BARTER PVT LTD	860000	2.75%	860000	2.75%					
4	IMPROVE DISTRIBUTORS PVT LTD	860000	2.75%	860000	2.75%					
5	SURPATI DISTRIBUTORS PVT LTD	860000	2.75%	860000	2.75%					
6	SUNFLOWER INVESTMENT MANAGEMENT PVT LTD	1000000	3.20%	1000000	3.20%					
7	PEARL PLANET PRIVATE LIMITED	2000000	6.39%	2000000	6.39%					
8	DHANSAKTI SUPPLIERS PRIVATE LIMITED	2000000	6.39%	2000000	6.39%					
9	BALAJI STOCK CONSULTANTS PVT. LTD.	2000000	6.39%	2000000	6.39%					
10	JASMINE MERCHANTS PVT. LTD.	6000000	19.18%	6000000	19.18%					
	<b>Total</b>	<b>1,61,91,600</b>	<b>51.75%</b>	<b>1,61,91,600</b>	<b>51.75%</b>					

*Shareholding of Directors and Key Managerial Personnel*

S r. N o.	Shareholder's Name	Shareholding	Date	Increas e/ Decreas e in	Rea son	Cumulativ e Shareholdi ng during
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						Share holding during the year	the year	
		No. of Shares held at the beginning of the year [As on 1-April-2017]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2018]	% of total Shares of the company		No. of Shares	% of total Shares of the company
1	MOHIT SHARMA	-	-	-	-			
2	GAURAV AUDICHYA	40,900.00	0.13%	40,900.00	0.13%			

## V. INDEBTEDNESS

### i. Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Sl. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		-	-	-	-
<b>Change in Indebtedness during the financial year</b>					
i.	Addition	-	-	-	-
ii.	Reduction	-	-	-	-
<b>Net Change</b>		-	-	-	-
<b>Indebtedness at the end of the financial year</b>					
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		-	-	-	-



## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### i. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	-
	Ceiling as per the Act (Being 10% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)				

## REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Remuneration to other directors:

Particulars of Remuneration				Total Amount
<b>Independent Directors</b>				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-

<b>Total (1)</b>				-
<b>Other Non-Executive Directors</b>				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
<b>Total (2)</b>				-
<b>Total</b>				-
<b>Total Managerial Remuneration</b>				-
<b>Overall Ceiling as per the Act (Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)</b>				-

**Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd**

Particulars of Remuneration	Key Managerial Personnel			
	CEO	Company Secretary	CFO	Total
Gross salary	-	-	-	-
(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission	-	-	-	-
- as % of profit	-	-	-	-
- others, specify...	-	-	-	-
Others, please specify	-	-	-	-
<b>Total</b>	-	-	-	-

**PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

Against the Company		None
Against the Directors		None
Against other Officers in Default under the Companies Act, 2013:		None

## **CEO & CFO CERTIFICATION**

**To**  
**The Board of Directors**  
**Symbiox Investment & Trading Co Limited**

A. I have reviewed the financial statements and the cash flow statement of Symbiox Investment & Trading Co Limited for the ended 2017-18 and to the best of my Knowledge and belief,

I state that:

- i. these statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting of the Company and for evaluating the effectiveness of the same over financial reporting of the Company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken to rectify these deficiencies.

D. I have also indicated to the Auditors and the Audit Committee:

- I. Significant changes, if any, in the Internal Controls over financial reporting during the year;
- II. Significant changes, if any, in accounting policies made during the Year and that the same have been disclosed in the notes to the financial statements; and
- III. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place:** Kolkata

**Date:** 28/05/2018

**Sd/- Mohit Sharma**

Managing Director &

Chief Financial Officer

(DIN: 06554517)

## *Auditors' CERTIFICATE on Corporate Governance*

To,  
The Members  
**Symbiox Investment & Trading Co Limited**

I have examined the compliance of conditions of corporate governance by Symbiox Investment & Trading Co Limited, ('the Company'), for the year ended on March 31, 2018, as stipulated in Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges of the said Company with stock exchanges.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

In terms of our report attached.  
**For PODDAR AGARWAL & CO**  
Chartered Accountants

[ PRAVIN PODDAR ]  
PARTNER  
ICAI Membership No. 300906

Place : Kolkata  
Date : The 28th Day of May, 2018

# PODDAR AGARWAL & CO

Chartered Accountants

RGM, 8/79, ASWINI NAGAR, 2ND FLOOR, BEHIND CALCUTTA PUBLIC SCHOOL,  
JORAMANDIR, KOLKATA - 700059.

poddaragarwalandco@gmail.com

## Independent Auditor's Report

To the Members of SYMBIOX INVESTMENT & TRADING CO LTD

### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of M/s SYMBIOX INVESTMENT & TRADING CO LTD ('the Company'), which comprise the balance sheet as at 31st March, 2018, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

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

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

### Auditor's Responsibility

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

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

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

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March, 2018 and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable .
2. *As required by Section 143 (3) of the Act, we report that:*
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) with respect to the adequacy of Internal Financial Control over Financial Reporting of the company and the operating effectiveness of such control, refer to our separate report in **Annexure B**, and
  - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) the Company does not have any pending litigations which would impact its financial position;
    - (ii) the Company did not have any long term contract including derivatives contract for which there were any material foreseeable losses; and
    - (iii) there were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

In terms of our report attached.

**For PODDAR AGARWAL & CO**  
Chartered Accountants

[ PRAVIN PODDAR ]  
PARTNER

ICAI Membership No. 300906

Place : Kolkata

Date : The 28th Day of May, 2018

# PODDAR AGARWAL & CO

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Chartered Accountants

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RGM, 8/79, ASWINI NAGAR, 2ND FLOOR, BEHIND CALCUTTA PUBLIC SCHOOL,  
Joramandir, KOLKATA - 700059.

poddaragarwalandco@gmail.com

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

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

We have audited the internal financial controls over financial reporting of SYMBIOX INVESTMENT & TRADING CO LTD ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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

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

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

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

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

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

### **Opinion**

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

In terms of our report attached.

**For PODDAR AGARWAL & CO**

Chartered Accountants

[ PRAVIN PODDAR ]

PARTNER

ICAI Membership No. 300906

Place : Kolkata

Date : The 28th Day of May, 2018



**SYMBIOX INVESTMENT & TRADING CO LTD**

(CIN- L65993WB1979PLC032012)

**Balance Sheet as at 31st March, 2018**

Particulars		Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 01st April,2016
			Amount (₹)	Amount (₹)	Amount (₹)
<b>A</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non Current assets</b>				
	(a)Fixed Assets	1	37,485	74,235	54,490
	<b>Total Non-Current Assets</b>		<b>37,485</b>	<b>74,235</b>	<b>54,490</b>
<b>2</b>	<b>Current assets</b>				
	Inventories	2	98,176	98,176	98,176
	Financial Assets				
	Investments	3	15,00,92,244	14,59,77,100	13,17,00,000
	Trade Receivables	4	1,60,19,718	32,74,648	-
	Cash and cash equivalents	5	24,56,634	18,15,573	7,81,964
	Loan And Advance	6	15,58,36,797	16,60,09,473	17,64,34,529
	Other Financial assets	7	-	18,90,115	14,92,333
	<b>Total Current Assets</b>		<b>32,45,03,569</b>	<b>31,90,65,085</b>	<b>31,05,07,002</b>
	<b>TOTAL</b>		<b>32,45,41,054</b>	<b>31,91,39,320</b>	<b>31,05,61,492</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Equity</b>				
	Equity Share capital	8	31,28,73,300	31,28,73,300	31,28,73,300
	Other Equity Reserves and surplus	9	-44,50,956	-57,67,477	-68,25,605
			<b>30,84,22,344</b>	<b>30,71,05,823</b>	<b>30,60,47,695</b>
<b>2</b>	<b>Liability</b>				
	<b>Non Current Liabilities</b>				
	<b>Financial Liabilities</b>				
	Other Financial Liabilities	10	26,27,532	26,27,532	26,27,532
			<b>26,27,532</b>	<b>26,27,532</b>	<b>26,27,532</b>
<b>3</b>	<b>Current liabilities</b>				
	(a) Trade Payables	11	1,12,28,987	72,46,951	8,99,932
	(b) Other Financial Liabilities	12	3,28,729	6,82,132	5,250
	(c) Provisions	13	19,33,462	14,76,882	9,81,083
			<b>1,34,91,178</b>	<b>94,05,965</b>	<b>18,86,265</b>
	<b>TOTAL</b>		<b>32,45,41,054</b>	<b>31,91,39,320</b>	<b>31,05,61,492</b>
	See accompanying	1-28	-	-	-

notes forming part of the financial statements			
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In terms of our report attached.  
**For PODDAR AGARWAL & CO**  
Chartered Accountants

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

**Mohit Sharma**

**Gaurav Audichya**

**Managing Director**

**Director**

**DIN-06554517**

**DIN-06953445**

**[ PRAVIN PODDAR ]  
PARTNER**

ICAI Membership No. 300906

**Mohit Sharma**

**Chief Financial Officer**

**PAN-ELEPS4911R**

Place : Kolkata

Date : The 28th Day of May, 2018

**SYMBIOX INVESTMENT & TRADING CO LTD**

(CIN- L65993WB1979PLC032012)

**Statement of Profit and Loss for the year ended 31st March, 2018**

Particulars		Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Revenue	Amount (₹)	Amount (₹)	Amount (₹)
1.a	Revenue from operations	14	1,85,51,250	2,02,13,188
1.b	Other Income	15	1,04,01,677	1,44,80,286
2	<b>Total revenue</b>		<b>2,89,52,927</b>	<b>3,46,93,474</b>
3	<b>Expenses</b>			
	(a) Purchase of Stock in Trade	16	2,35,13,750	3,01,56,451
	(b) Changes in Inventories	17	-	-
	(c) Employee Benefit Expense	18	11,43,000	10,59,910
	(d) Payment To Auditors	19	25,000	25,000
	(e) Depreciation and amortisations	20	36,750	46,075
	(f) Other expenses	21	24,61,326	17,74,484
	<b>Total expenses</b>		<b>2,71,79,826</b>	<b>3,30,61,920</b>
4	<b>Profit / (Loss) before tax (2 - 3)</b>		<b>7,73,101</b>	<b>16,31,554</b>
5	<b>Tax expense:</b>			
	(a) Current tax expense for Current year		4,56,580	5,04,150
	(b) Deferred tax expense for Current year		-	-
			<b>4,56,580</b>	<b>5,04,150</b>
6	<b>Profit / (Loss) for the year (4 - 5)</b>		<b>3,16,521</b>	<b>11,27,404</b>
7	<b>Earnings per share (of Rs. 10/- each):</b>	27		
	(a) Basic		0.04	0.04
	(b) Diluted		0.04	0.04
	<b>See accompanying notes forming part of the financial statements</b>	1-28		

In terms of our report attached.

**For PODDAR AGARWAL & CO**  
Chartered Accountants

[ PRAVIN PODDAR ]  
PARTNER  
ICAI Membership No. 300906

Place : Kolkata  
Date : The 28th Day of May, 2018

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

**Mohit Sharma**  
Managing Director  
DIN-06554517

**Gaurav Audichya**  
Managing Director  
DIN-06953445

**Mohit Sharma**  
Chief Financial Officer  
PAN-ELEPS4911R

**SYMBIOX INVESTMENT & TRADING CO LTD**

L65993WB1979PLC032012

**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2018**

	For the year ended	For the year ended
	31st March 2018	31st March 2017
	Amount (₹)	Amount (₹)
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net profit before tax and after extraordinary items (As per profit & loss account)	17,73,101.00	16,31,554.00
Adjustments for items not included	36,750.00	46,075.00
<b><u>Operating Profit before working capital changes</u></b>	18,09,851.00	16,77,629.00
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in current loans and advances	1,20,62,791.00	95,16,647.00
(Increase)/ decrease in Trade receivables	(1,27,45,070.00)	(32,74,648.00)
(Increase)/ decrease in inventories		-
Increase/ (decrease) in secured or unsecured loans	-	26,27,532.00
Increase/ (decrease) in current liabilities	36,28,633.00	43,96,369.00
<b><u>Cash generated from operations</u></b>	47,56,205.00	1,49,43,529.00
Direct Taxes Paid	-	-
<b>Net cash flow from operating activities (A)</b>	<b>47,56,205.00</b>	<b>1,49,43,529.00</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Proceed from sale(purchase) of investments	(41,15,144.00)	(1,38,44,100.00)
(Increase)/decrease in capital expenditure	-	-
(Increase)/decrease in fixed assets		(65,820.00)
<b>Net cash flow from investing activities (B)</b>	<b>(41,15,144.00)</b>	<b>(1,39,09,920.00)</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from issue of equity shares	-	-
Share Application Money received(refund)	-	-
<b>Net cash flow from financing</b>	<b>-</b>	<b>-</b>

<b>activities (C)</b>		
<b>Net cash flow during the year (A + B + C)</b>	6,41,061.00	10,33,609.00
Add: Opening cash and cash equivalents	18,15,573.00	7,81,964.00
<b>Closing cash and cash equivalents</b>	<b>24,56,634.00</b>	<b>18,15,573.00</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	9,04,026.00	7,81,439.00
Deposit with banks in current accounts	15,52,608.00	10,34,134.00
<b>Toal cash and cash equivalents</b>	<b>24,56,634.00</b>	<b>18,15,573.00</b>
<b>In terms of our report attached.</b>		

**For PODDAR AGARWAL & CO**  
Chartered Accountants

[ PRAVIN PODDAR ]  
PARTNER  
ICAI Membership No. 300906

Place : Kolkata

Date : The 28th Day of May, 2018

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

**Mohit Sharma**  
Managing Director  
DIN-06554517

**Gaurav Audichya**  
Managing Director  
DIN-06953445

**Mohit Sharma**  
Chief Financial Officer  
PAN-ELEPS4911R

**SYMBIOX INVESTMENT & TRADING CO LIMITED**

**CIN: L65993WB1979PLC032012**

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018  
AND STATEMENT OF PROFIT & LOSS FOR THE YEARENDED ON THAT DATE.**

**DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT'2013**

**Note: 1: Fixed Assets (Tangible Assets)**

Sr. No.	Particulars	Gross Block			Depreciation			Net Block Amount (₹)	
		Balance as on 31.03.2017	Addition / Deletion	Balance as on 31.03.2018	Balance as on 31.03.2017	During the year	Balance as on 31.03.2018	WDV balance as on 31.03.2018	WDV balance as on 31.03.2017
1	COMPUTER & ACCESSORIES	1,35,120	-	1,35,120	60,885	36,750	97,635	74,235	37,485
	<b>TOTAL</b>	<b>1,35,120</b>	<b>-</b>	<b>1,35,120</b>	<b>60,885</b>	<b>36,750</b>	<b>97,635</b>	<b>74,235</b>	<b>37,485</b>

**Note 2: Inventories**

Particulars	As at 31-Mar-18	As at 31-Mar-17
	Amount(₹)	Amount(₹)
Closing Stock	98,176	98,176
<b>Total</b>	<b>98,176</b>	<b>98,176</b>

**Note 3: Current Investments**

Particulars	As at 31-Mar-18	As at 31-Mar-17
	Amount(₹)	Amount(₹)
Trade Investments		
In Unquoted equity shares (fully paid-up) (valued at cost)	15,00,92,244	14,59,77,100
<b>Total</b>	<b>15,00,92,244</b>	<b>14,59,77,100</b>

**Note 4: Trade Receivables**

Particulars	As at 31-Mar-18	As at 31-Mar-17
	Amount(₹)	Amount(₹)
Sundry Debtors	1,60,19,718	32,74,648
<b>Total</b>	<b>1,60,19,718</b>	<b>32,74,648</b>

**Note 5: Cash and Cash Equivalents**

Particulars	As at 31-Mar-18	As at 31-Mar-17
	Amount(₹)	Amount(₹)
Balances with banks		
In current accounts	15,52,608	10,34,134
Cash in hand	9,04,026	7,81,439
<b>Total</b>	<b>24,56,634</b>	<b>18,15,573</b>

**Note 6: Other Current Assets**

Particulars	As at 31-Mar-18	As at 31-Mar-17
	Amount(₹)	Amount(₹)
Loans (including interest)	15,58,36,797	16,60,09,473
Advances (Advance recoverable in cash)	-	3,30,065
Tax Deducted at Sources	-	15,60,050
<b>Total</b>	<b>15,58,36,797</b>	<b>16,78,99,588</b>

**Note 7: Share capital**

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of Shares	Amount(₹)	Number of Shares	Amount(₹)
<b>(a) Authorised</b>				
Equity shares of Rs. 10/- each with voting Rights	3,13,00,000	31,30,00,000	3,13,00,000	31,30,00,000
	3,13,00,000	31,30,00,000	3,13,00,000	31,30,00,000

<b>(b) Issued</b>				
Equity shares of Rs. 10/- each with voting rights	3,12,87,330	31,28,73,300	3,12,87,330	31,28,73,300
	3,12,87,330	31,28,73,300	3,12,87,330	31,28,73,300
<b>(c) Subscribed and fully paid up</b>				
Equity shares of Rs. 10/- each with voting rights	3,12,87,330	31,28,73,300	3,12,87,330	31,28,73,300
<b>Total</b>	<b>3,12,87,330</b>	<b>31,28,73,300</b>	<b>3,12,87,330</b>	<b>31,28,73,300</b>
Refer Notes (i) to (ii) below				

**Notes : (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
<b>Issued, Subscribed and Fully Paid-up Equity shares with voting rights</b>				
year ended 31st March, 2018				
- Number of shares	3,12,87,330	-	-	3,12,87,330
- Amount (Rs.)	31,28,73,300	-	-	31,28,73,300
year ended 31st March, 2017				
- Number of shares	3,12,87,330	-	-	3,12,87,330
- Amount (Rs.)	31,28,73,300	-	-	31,28,73,300

**(ii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
(As per List Attached)		-		-
<b>Total</b>	-	-	-	-



**Note 8: Reserves & Surplus**

<b>Particulars</b>	<b>As at 31-Mar-18 Amount(₹)</b>	<b>As at 31-Mar-17 Amount(₹)</b>
<b>(a) Securities premium account</b>		
Opening balance	4,36,650	4,36,650
Add : Premium on shares issued during the year	-	-
	4,36,650	4,36,650
Less : Utilised during the year for:	-	-
Closing balance	<b>4,36,650</b>	<b>4,36,650</b>
<b>(b) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	(62,04,127)	(73,31,531)
Add: Profit / (Loss) for the year	13,16,521	11,27,404
Closing balance	<b>(48,87,606)</b>	<b>(62,04,127)</b>
<b>Total</b>	<b>(44,50,956)</b>	<b>(57,67,477)</b>

**Note 9: Long Term Liabilities**

<b>Particulars</b>	<b>As at 31-Mar-18 Amount(₹)</b>	<b>As at 31-Mar-17 Amount(₹)</b>
Unsecured Loans	26,27,532	26,27,532
<b>Total</b>	<b>26,27,532</b>	<b>26,27,532</b>

**Note 10: Trade Payables**

<b>Particulars</b>	<b>As at 31-Mar-18 Amount(₹)</b>	<b>As at 31-Mar-17 Amount(₹)</b>
Sundry Creditors	1,12,28,987	72,46,951
<b>Total</b>	<b>1,12,28,987</b>	<b>72,46,951</b>

**Note 11: Other Current Liabilities**

<b>Particulars</b>	<b>As at 31-Mar-18 Amount(₹)</b>	<b>As at 31-Mar-17 Amount(₹)</b>
Due from Statutory Liabilities	5,250	5,250

Expenses Payable	323479	6,76,882
	<b>3,28,729</b>	<b>6,82,132</b>
<b>Note 12: Short Term Provisions</b>		
	<b>As at</b>	<b>As at</b>
<b>Particulars</b>	<b>31-Mar-18 Amount(₹)</b>	<b>31-Mar-17 Amount(₹)</b>
Provision for Income Tax	19,33,462	14,76,882
Less: paid/adjusted	-	-
<b>Total</b>	<b>19,33,462</b>	<b>14,76,882</b>

**SYMBIOX INVESTMENT & TRADING CO LTD**  
Notes forming part of the financial statements

**Note 13: Revenue from operations**

<b>Particulars</b>	<b>For the</b>	<b>For the</b>
	<b>year ended</b>	<b>year ended</b>
	<b>31-Mar-18 Amount(₹)</b>	<b>31-Mar-17 Amount(₹)</b>
Sale of Goods	1,85,51,250	2,02,13,188
Sale of Shares	-	-
<b>Total</b>	<b>1,85,51,250</b>	<b>2,02,13,188</b>

**Note 14 : Other Income**

<b>Particulars</b>	<b>For the</b>	<b>For the</b>
	<b>year ended</b>	<b>year ended</b>
	<b>31-Mar-18 Amount(₹)</b>	<b>31-Mar-17 Amount(₹)</b>
Interest on Loan	1,04,01,677	1,44,76,309
Interest on Tds	-	3,977
<b>Total</b>	<b>1,04,01,677</b>	<b>1,44,80,286</b>

<b>Note 15: Purchase of Stock in Trade</b>		
	<b>For the</b>	<b>For the</b>
	<b>year ended</b>	<b>year ended</b>
<b>Particulars</b>	<b>31-Mar-18 Amount(₹)</b>	<b>31-Mar-17 Amount(₹)</b>
Purchase of goods	2,35,13,750	3,01,56,451
<b>Total</b>	<b>2,35,13,750</b>	<b>3,01,56,451</b>
<b>Note 16: Changes in Inventories</b>		
	<b>For the</b>	<b>For the</b>
	<b>year ended</b>	<b>year ended</b>
<b>Particulars</b>	<b>31-Mar-18 Amount(₹)</b>	<b>31-Mar-17 Amount(₹)</b>
Opening Stock	-	-
Less:Closing Stock	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Note 17: Employee Benefit Expenses</b>		
	<b>For the</b>	<b>For the</b>
	<b>year ended</b>	<b>year ended</b>
<b>Particulars</b>	<b>31-Mar-18 Amount(₹)</b>	<b>31-Mar-17 Amount(₹)</b>
Salaries & Wages	11,43,000	10,59,910
Staff Welfare Expenses	-	-
<b>Total</b>	<b>11,43,000</b>	<b>10,59,910</b>
<b>Note 18: Payment To Auditors</b>		
	<b>For the</b>	<b>For the</b>
	<b>year ended</b>	<b>year ended</b>
<b>Particulars</b>	<b>31-Mar-18 Amount(₹)</b>	<b>31-Mar-17 Amount(₹)</b>

As Statutory Audit Fees	25,000	25,000
As Tax Audit Fees	-	-
<b>Total</b>	<b>25,000</b>	<b>25,000</b>

**Note 19: Depreciation and amortisations**

Particulars	For the	For the
	year ended	year ended
	31-Mar-18 Amount(₹)	31-Mar-17 Amount(₹)
Depreciation Expenses	36,750	46,075
Amortisation Expenses	-	-
<b>Total</b>	<b>36,750</b>	<b>46,075</b>

**Note 20 : Other expenses**

Particulars	For the	For the
	year ended	year ended
	31-Mar-18 Amount(₹)	31-Mar-17 Amount(₹)
Accounting Charges	48,000	10,000
Advertisement Expenses	24,517	26,914
Bank Charges	8,973	1,380
Carriage Inward	-	500
Carriage Outward	-	500
Commission & Brokerage	11,20,000	-
Demat Charges	826	-
Travelling and Conveyance Expenses	54,864	58,085
Listing & Depository Fee	5,78,808	5,29,174
Director's Remuneration	-	1,80,000
Legal & Professional Fees	1,13,300	82,100
Miscellaneous Expenses	-	1,000

Filing Fees	15,600	600
General Expenses	8,040	67,899
Postage Expenses	8,316	16,595
Business Promotion Expenses	1,94,138	4,93,209
Register Fees	32,238	9,661
E Voting Expenses	1,800	700
Office Rent	93,500	59,500
Printing & Stationary	83,542	38,535
Office Maintenance	4,825	3,413
Selling & Distribution Expenses	43,834	1,61,781
Telephone Expenses	26,205	25,778
Website Expenses	-	7,160
	<b>24,61,326</b>	<b>17,74,484</b>

## **SYMBIOX INVESTMENT & TRADING CO LTD**

### **Notes forming part of the financial statements**

#### **1. Corporate information**

M/s SYMBIOX INVESTMENT & TRADING CO LTD (the company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Being a Public Limited Company its shares are listed on CSE, BSE & MCX stock exchanges. The company caters to domestic markets only.

#### **2. Significant accounting policies**

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

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Indian Accounting Standards Rules), 2015 read with Rule 3(2) thereof and the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The company is a small and medium-sized company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the company has complied with the Accounting Standards as applicable to an SMC. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. There are no changes in any accounting policies during the year.

##### **2.2 Use of estimates**

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

##### **2.3 Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

##### **2.4 Other Income**

Interest income is accounted on accrual basis.

##### **2.5 Cash Flow Statement**

Cash flow statement is applicable as the company is not a small company as per provisions of section 2(85) of Companies Act, 2013.

##### **2.6 Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

##### **2.7 Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and deferred taxes relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

## SYMBIOX INVESTMENT & TRADING CO LTD

### Notes forming part of the financial statements

#### 2.8 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

#### Note 21: Contingent Liabilities and Commitments to the extent not provided for

Amount (₹)

	As at 31st March, 2018	As at 31st March, 2017
(a) Contingent Liabilities		
Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

#### Note 22: Earning and Expenditure in Foreign Currency

Amount (₹)

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Earnings	Nil	Nil
Expenditures	Nil	Nil

**Note 23: Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

**Note 24:**

In the opinion of the Board, the current assets have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

**Note 25: Related Parties, Related Party Transactions & Balances receivable/payable as at the end of the year**

**25. a: Related Parties**

Description of relationship	Names of related parties		
<b>(a) Enterprises under the same management</b>			
(i) Ultimate Holding Company		Nil	
(ii) Holding Company		Nil	
(iii) Subsidiaries		Nil	
(iv) Fellow Subsidiaries		Nil	
<b>(b) Associates and Joint Ventures</b>		Nil	
<b>(c) Key Management Personnel (KMP)</b>		Nil	
<b>(d) Relatives of KMP</b>		Nil	
<b>(e) Company in which KMP / Relatives of KMP can exercise significant influence</b>			
<b>25.b: Related Party Transactions</b>			Amount (₹)
<b>Particulars of Related Party</b>	<b>Nature of Transactions</b>	<b>For the year ended 31st March, 2018</b>	<b>For the year ended 31st March, 2017</b>
		Nil	Nil

SYMBIOX INVESTMENT & TRADING CO LTD			
Notes forming part of the financial statements			
<b>28.c: Balances receivables/(payable) as at the end of the year</b>			Amount (₹)
<b>Particulars of Related Party</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	
Receivable	Nil	Nil	
Payable	Nil	Nil	

<b>25.c: Balances receivables/(payable) as at the end of the year</b>			Amount (₹)
<b>Particulars of Related Party</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	
Receivable	Nil	Nil	
Payable	Nil	Nil	



**Note 27: Earning Per Shares****year ended 31st March, 2018**Amount  
(₹)

	Continuing Operations				Discontinuing Operations				Total Operations			
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10	10
Profit/Losses	1316521	1316521	1316521	1316521	0	0	0	0	1316521	1316521	1316521	1316521
Weighted Average No. of Shares	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	31287330	31287330	31287330	31287330
EPS (Rs.)	0.04	0.04	0.04	0.04	0.00	0.00	0.00	0.00	0.04	0.04	0.04	0.04

**year ended 31st March, 2017**Amount  
(₹)

	Continuing Operations				Discontinuing Operations				Total Operations			
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10	10
Profit/Losses	1127404	1127404	1127404	1127404	0	0	0	0	1127404	1127404	1127404	1127404
Weighted Average No. of Shares	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	3.1E+07	31287330	31287330	31287330	31287330
EPS (Rs.)	0.04	0.04	0.04	0.04	0.00	0.00	0.00	0.00	0.04	0.04	0.04	0.04

**Note 27: Figures for the previous year**

The figures for the previous year have been regrouped and/or rearranged wherever found necessary to make those comparable with the figures for the current year.

In terms of our report attached

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

- (i) There is no asset which is jointly owned by the Company.
- (ii) All above assets are freehold assets.
- (iii) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Depreciation on Computer has not been provided as residual value is more than WDV shown in the books.
- (iv) WDV of assets shown above is 5% of residual value of assets.

**For Poddar Agarwal & Co.**

Chartered Accountants

Sd/-

[ **PRAVIN PODDAR** ]

Partner

ICAI Membership No. 300906

Place: Kolkata

Date: 28th May, 2018

||

**For SYMBIOX INVESTMENT & TRADING CO LIMITED**

Sd/-

MOHIT SHARMA

Managing Director/CFO

DIN:06554517

Sd/-

ANCHAL JAISWAL

Company Secretary

Sd/-

GAURAV AUDICHYA

Director

DIN:06953445

**SYMBIOX INVESTMENT & TRADING CO. LIMITED**

**CIN: L65993WB1979PLC032012**

**Regd. Office: 7A, Rani Rashmoni Road, Kolkata - 700013, West Bengal**

**39th ANNUAL GENERAL MEETING**

**ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the 39th Annual General Meeting of the Company being held on Monday, 25th day of September, 2018 at 11.30 a.m. at the Registered Office 221, Rabindra Sarani, Om Shree Market, 3rd Floor, Kolkata-700007, West Bengal

Please (√) in the box

MEMBER  PROXY

\_\_\_\_\_

Signature of Shareholder / Proxy

**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]

**CIN:** L65993WB1979PLC032012

**Name of the Company:** Symbiox Investment & Trading Co. Limited

**Registered Office:** 221, Rabindra Sarani, Om Shree Market, 3rd Floor, Kolkata-700007, West Bengal

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:

E-mail Id:

Signature: \_\_\_\_\_ or failing him/her

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him/her

3. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Monday, 25th day of September, 2018 at 11:30 a.m. at the Registered Office of the Company at 221, Rabindra Sarani, Om Shree Market, 3rd Floor, Kolkata-700007, West Bengal, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions Ordinary &amp; Special Business:</b>
1.	Adoption of the Financial Statements of the Company for the Financial Year ended 31st March 2018 together with the Report of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Gaurav Audichya as a Director of the Company.
3.	Re-appointment of Mr. Pravin Poddar as an Auditor of the Company.

Signed this ..... day of ..... 2018

Affix  
Revenue  
Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

**Notes:**

1. 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.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.

**ROAD MAP TO AGM VENUE**



221, Rabindra Sarani,  
Om Shree Market, 3rd Floor,  
Kolkata-700007, West Bengal

**IF UNDELIVERED, PLEASE RETURN TO:-**

**SYMBIOX INVESTMENT & TRADING CO  
LIMITED CIN: L65993WB1979PLC032012**

**Regd. Off.:** 221, Rabindra Sarani, Om Shree Market, 3rd Floor,  
Kolkata-700007, West Bengal

**E-Mail ID:** symbioxinvestment100@gmail.com