

**MILGREY FINANCE & INVESTMENTS LIMITED**

**ANNUAL REPORT**

**2015 - 2016**

**MILGREY FINANCE AND INVESTMENTS LIMITED**

2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W), Mumbai – 400 102

Tel. No. 26783323, E – Mail : [milgreynfinance@gmail.com](mailto:milgreynfinance@gmail.com)

CIN No. L67120MH1983PLC030316

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<b>BOARD OF DIRECTORS</b>	<p>Shri. Girdharilal Seksaria Director</p> <p>Shri. Basudeo Seksaria Director</p> <p>Shri Shyamsunder Harlalka Whole Time Director</p> <p>Smt. Manjudevi. B. Joshi Director</p> <p>Shri. Narendra Sevantilal Sandesara Independent Director</p> <p>Shri. Bhagavatiprasad S. Joshi Independent Director</p> <p>Ms. Ayushi Sharma Compliance Officer</p>
<b>AUDITORS</b>	M/s R.S. Shah & Co Chartered Accountants 218, Vardhaman Chambers, Cawasji Patel Street, Fort, Mumbai-400001
<b>BANKERS</b>	<p><b>Bank of India</b> M. G. Road, Fort, Mumbai-400001</p> <p><b>State Bank of India</b> Shiv Sagar Estate Worli, Mumbai-400018</p>
<b>REGISTERED OFFICE</b>	Plot No. 2, Prabhat Nagar, Patel Estate Road, Jogeshwari West, Mumbai-400102
<b>REGISTRAR AND SHARE TRANSFER AGENTS</b>	Adroit Corporate Services Pvt Ltd. 17-20, Jafferbhoy Ind. Estate, 1 <sup>st</sup> Floor, Makwana Road, Moral Naka, Andheri East, Mumbai-400059

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2015-2016**NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of Milgrey Finance and Investments Limited will be held on Friday 30<sup>th</sup> September, 2016 at 4.00 p.m at the registered office of the company at 2, Prabhat Nagar, Patel Estate Road, Jogeshwari West, Mumbai-400102 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Manju B Joshi who retires by rotation, and being eligible offers herself for reappointment.
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 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s R. S. Shah & Co, Chartered Accountants, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors.

**SPECIAL BUSINESS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), consent of the Board of Directors be and are hereby accorded to the appointment of Mr. Shyamsunder Harlalka (DIN: 00419591) as a Whole-time Director of the Company, for a period of three years w.e.f. 26<sup>th</sup> August, 2016 to 25<sup>th</sup> August, 2019 and

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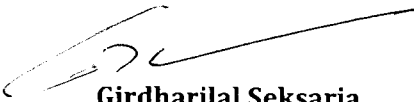
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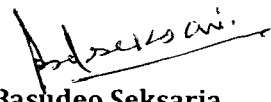
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with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mr. Shyamsunder Harlalka from time to time.

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

**Place: Mumbai**  
**Date: 26/08/2016**

  
**Girdharilal Seksaria**  
**Director**  
**Din: 00410208**

  
**Basudeo Seksaria**  
**Director**  
**Din: 00444174**

**NOTES;**

- 1) A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the company. Proxies, in order to be effective, must be received at the registered office of the company, not less than 48 hours before the commencement of the Annual General Meeting i.e. by 4.00 PM on 30<sup>th</sup> September, 2016.
- 2) Corporate members are requested to send duly certified copy of the Board resolution, pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
- 3) Members are requested to bring admission slips alongwith copy of the annual report to the Annual General Meeting.
- 4) Members who wish to obtain information on the company or view the accounts for the financial year ended 31st March, 2016 are requested to send their queries atleast 10 days before the Annual General Meeting of the Company at the Registered Office of the Company.
- 5) All the documents referred to in accompanying notice are available for inspection at the Registered Office of the Company on all working days between 11.00 AM to 1.00 PM upto the date of Annual General Meeting.
- 6) The Register of Members and the Share Transfer Books of the Company will remain closed from 26<sup>th</sup> September to 29<sup>th</sup> September 2016 (both days are inclusive) for the purpose of Annual General Meeting.
- 7) Members are requested to intimate to the company the changes in the address, if any, immediately.
- 8) Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013

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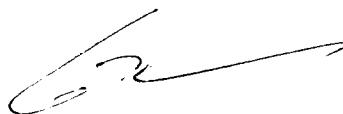
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2015-2016**A STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE ABOVE MENTIONED ITEM AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

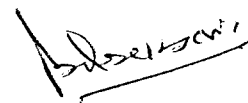
Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26<sup>th</sup> August, 2016 accorded its approval for the appointment of Mr. Shyamsunder Harlalka as the Whole-time Director of the Company subject to approval of shareholders by way of a Special Resolution, for its period of 3 years with effect from 26<sup>th</sup> August, 2016 to 25<sup>th</sup> August, 2019.

Mr. Shyamsunder Harlalka, being 74 years old and an old generation entrepreneur is having zeal to work hard and to run the Company in an efficient manner. He is also having a very vast experience in all fields including finance and other business management and having knowledge in diversified fields, he has in depth experience in different types of Business activities. He has handled responsibilities of deciding and reviewing the financial management discipline policies, analyzing and finalizing fund requirements and fund sourcing to optimise cost of funding, deciding on strategic investments and monitoring financial viability of various projects and investments. It would be in the interest of the Company to entrust Mr. Shyamsunder Harlalka with specific responsibility to monitor financial health of the Company, ensure optimum utilisation of the cash flow, management of treasury function.

Except Mr. Shyamsunder Harlalka none of the Other Directors / Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the proposed resolution.

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

**Girdharilal Seksaria**  
**Director**  
**Din: 00410208**



**Basudeo Seksaria**  
**Director**  
**Din: 00444174**

**Place: Mumbai**  
**Date: 26/08/2016**

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2015-2016**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 27<sup>th</sup> September, 2016 from 10.00 a.m. and ends on Wednesday, 28<sup>th</sup> September, 2016 till 5.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 24<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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 in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the</li></ul>

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	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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <MILGREY FINANCE AND INVESTMENTS LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

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- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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2015-2016**DIRECTOR'S REPORT**

To,  
The Members,  
**MILGREY FINANCE AND INVESTMENTS LTD**

Your Directors have pleasure in presenting their 33<sup>rd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

**1. Financial summary or highlights/Performance of the Company**

The Company's financial performance for the year under review along-with previous year's figures are given hereunder;


Particulars	2015-2016	2014-15
Gross Income	66,28,335/-	14,38,842/-
Profit Before Interest and Depreciation	1,50,0021/-	-1,20,348/-
Finance Charges	0	0
Gross Profit	0	0
Provision for Depreciation	0	0
Net Profit Before Tax	-17,34,604/-	-1,20,348/-
Provision for Tax	0	0
Net Profit After Tax	-17,34,604/-	-1,20,348/-
Balance of Profit brought forward	-17,34,604/-	-1,20,348/-
Balance available for appropriation	0	0
Proposed Dividend on Equity Shares	0	0
Tax on proposed Dividend	0	0
Transfer to General Reserve	0	0
Loss carried to Balance Sheet	-17,34,604/-	-1,20,348/-

**2. Brief description of the Company's working during the year under review**

During the year, your company had carried the business of acquisition and sale of equity shares of the companies listed on stock exchanges.

**3. Change in the nature of business, if any**

During the year, your company had not changed its nature of business i.e. acquisition and sale of equity shares of the companies listed on stock exchanges.



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**4. Dividend**

In view of Carried forward losses, Company had not declared any dividend during the year under review.

**5. Reserves & Surplus**

Your company had transferred losses amounting to Rs. 17,34,604/- to reserves and surplus during the year under review.

**6. Change of Name**

Your company had not changed its name during the year under review.

**7. Share Capital**

Your company had neither increased its authorised capital nor made any allotment during the year under review.

**i. Buy back of securities**

The Company has not bought back any of its securities during the year under review.

**ii. Sweat Equity Shares**

The company has not issued any Sweat Equity shares during the year under review.

**iii. Bonus Shares**

The company has not issued any Bonus shares during the year under review.

**iv. Employee Stock Option Scheme**

The company has not provided any stock option scheme to its employees during the year under review.

**8. Directors and Key Managerial Personnel**

During the year under review Ms. Ayushi Sharma, Company Secretary was appointed on 15<sup>th</sup> March, 2016 and designated as Company Secretary & Compliance Officer of the Company.

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Mr. Shyamsunder Harlalka and Mrs. Manju B. Joshi, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

**9. Committees of the Board****(a) Audit Committee**

The Audit Committee continued working under Chairmanship of Shri Shyamsunder Harlalka with Shri Bhagvatiprasad S. Joshi and Shri Narendra Sevantilal Sandesara as co-members. During the year, the sub-committee met on five occasions with full attendance of all the members.

The composition of the Audit Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Audit Committee Meetings held on						
		30/04/2015	30/05/2015	31/07/2015	13/11/2015	13/02/2016	15/03/2016	23/03/2016
Shyamsunder Harlalka	Chairman	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Bhagvatiprasad S. Joshi	Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Narendra Sevantilal Sandesara	Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

**Financial Reporting and Related Processes**

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the

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Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.

- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors to get their inputs on significant matters relating to their areas of audit.


**(b) Remuneration Committee**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:



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Name of Director	Category	Attendance at the Board Meetings held on	
		13/02/2016	
Shyamsunder Harlalka	Chairman	Yes	
Bhagvatiprasad S. Joshi	Member	Yes	
Narendra Sevantilal Sandesara	Member	Yes	

**(c) Risk Management Committee**

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

The composition of the Risk Management Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Risk Management Committee meeting held on	
		13/02/2016	
Shyamsunder Harlalka	Chairman	Yes	
Bhagvatiprasad Joshi	Member	Yes	
Narendra Sevantilal Sandesara	Member	Yes	

**(d) Stakeholders' Relationship Committee**

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In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The composition of the Stakeholder and Relationship Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on
		13/02/2016



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Shyamsunder Harlalka	Chairman	Yes
Bhagvatiprasad Joshi	Member	Yes
Narendra Sevantilal Sandesara	Member	Yes

During the year, no complaints were received from shareholders. The Company had no share transfers pending as on March 31, 2016.

**10. Particulars of Employees**

The provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to your Company.

**11. Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 8 Board Meetings i.e. on 30.04.2015, 30.05.2015, 31.07.15, 01.10.15, 13.11.15, 13.02.16, 15.03.16 and 23.03.2016 and were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**12. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013, 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, Nomination & Remuneration and other Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

**13. Declaration by an Independent Directors and their meeting**

A declaration received from the Independent Directors during the year under review.

**Independent Directors' Meeting**

During the year under review, the Independent Directors met on 13/02/2016, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.



## MILGREY FINANCE AND INVESTMENTS LIMITED

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Tel. No. 26783323, E – Mail : [milgreyfinance@gmail.com](mailto:milgreyfinance@gmail.com)

CIN No. L67120MH1983PLC030316

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- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

### **14. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy and details of ratio of remuneration etc is enclosed as **Annexure "F"**

### **15. Details of Subsidiary/Joint Ventures/Associate Companies**

Your company neither have subsidiary and/or associate companies nor has your company entered into any joint venture during the year under review.

### **16. Auditors:**

The Auditors, M/s R. S. Shah & Co, Chartered Accountants (FRN No.109762W), retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for the financial year 2016-2017.

### **17. Auditors' Report**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

### **18. Disclosure about Cost Audit**

As per the Cost Audit Orders in pursuance to section 148 and all other applicable provisions of the Companies Act, 2013, Cost Audit is not applicable to the Company during the year under review.

### **19. Secretarial Audit Report**





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In terms of Section 204 of the Act and Rules made there under, Mr. Satish Vardichand Jain, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company for the year 2015-2016. The report of the Secretarial Auditors is enclosed as **Annexure "C"** to this report.

The Auditor has made qualifications and marked adversely in his report in the para 1 (vi) first and second part, 2 , (g), (j) and (v), part 3 (first para) part 5 and last para of the Report.

The Directors comment on qualifications and remarks in respect of para 1 (vi), the management carrying on the business of acquisition and sale of shares to meet day-to-day expenses of the company and submits regularly the balance sheet to RBI.

The Directors comment on qualifications and remarks in respect of para 2, (g), (j) and (v), due to continuing losses in the company, the company is not in a position to meet the compliances on day-to-day basis. However the management is in formulation of various business avenues for the benefit of the company for making huge profits and to meet all the pending compliances.

The Directors comment on qualifications and remarks in respect of para 3 (first Para), due to continuing losses and non-availability of proper officers in the company, except the Whole-time Director, the management was unable to take approval of shareholders. However, the approval of shareholders in respect of this will be taken as earliest.

The Directors comment on qualification and remarks in respect of para 5, due to suspension of trading shares by Stock Exchange (BSE) the shares are held in physical form, however as soon as revocation of suspension will take place the shares will be dematerialized.

The Directors comment on qualifications and remarks in respect of para 3 (last Para), due to continuing losses in the company, the management were unable to meet the expenses of stimulating the systems, however the management assures that the adequate systems and controls will be in place at the earliest.

### **20. Internal Audit & Controls**

Due to in-operative business and continuous losses in the company, the management was unable to appoint internal auditors during the year. However the management assures that the internal auditors will be appointed at the earliest.

### **21. Vigil Mechanism :**



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In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy is enclosed herewith as **Annexure "D"** and will be uploaded on the website of the Company at the earliest.

### **22. Secretarial Standards of ICSI**

Pursuant to the approval given on 10 April 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1 July 2015 and the same were complied by your company during the year under review.

### **23. Risk management policy**

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company has been established. The Risk Management Policy is enclosed herewith as **Annexure "E"** and will be uploaded on the website of the Company at the earliest.

### **24. Extract of Annual Return**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE "A"**.

### **25. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

No such changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

### **26. Conservation of energy, technology absorption and foreign exchange earnings and outgo. The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:**

A) Conservation of energy:



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**(B) Technology absorption:**

Particulars in respect of conservation of energy are NIL.


The Foreign Exchange earned in terms of actual inflows were NIL during the year and the Foreign Exchange outgo were NIL during the year in terms of actual outflows.

No such orders were passed against the company by any regulators, courts and/or tribunals impacting the going concern status and company's operations in future during the year under review.

Due to continuous losses in the company, internal financial controls were not operated efficiently, however the management is planning to set-up internal financial control in place at the earliest.

Your company had not accepted any deposits during the year under review.

### Details of Loans:

[illegible]

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2015-2016**Details of Investments:-**

SL No	Date of investment	Details of Investee	Amount (inrs.)	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**Details of Guarantee / Security Provided:**

SL No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**31. Particulars of contracts or arrangements with related parties:**

The particulars of contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC-2.As **Annexure "B"**.

**32. Human Resources**

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**33. Directors' Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, state that—



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(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 not adequate and were not operating effectively due to continuing losses in the company.

(f) the directors had not devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were not adequate and not operating effectively due to continuing losses in the company.

**34. 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).

**35. Listing with Stock Exchanges:**

Your Company is listed with Bombay Stock Exchange


**36. Acknowledgements**

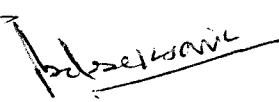
An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

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

**Place: Mumbai**

**Date: 30/05/2016**

  
**Girdharilal Seksaria**  
Director

  
**Basudeo Seksaria**  
Director

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<b><u>Annexure</u></b>	<b><u>Content</u></b>
<b><u>A</u></b>	Annual Return Extracts in MGT 9
<b><u>B</u></b>	AOC 2 – Related Party Transactions disclosure
<b><u>C</u></b>	MR-2 Secretarial Audit Report
<b><u>D</u></b>	Vigil Mechanism policy
<b><u>E</u></b>	Risk Management Policy
<b><u>F</u></b>	Remuneration Policy

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2015-2016**Annexure A****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2016****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:**

1.	CIN	<b>L67120MH1983PLC030316</b>
2.	Registration Date	<b>June 30, 1983</b>
3.	Name of the Company	<b>MILGREY FINANCE AND INVESTMENTS LIMITED</b>
4.	Category/Sub-category of the Company	<b>NON-GOVERNMENT COMPANY</b>
5.	Address of the Registered office & contact details	<b>2, PRABHAT NAGAR, PATEL ESTATE ROAD, JOGESHWARI WEST, MUMBAI-400102</b>
6.	Whether listed company	<b>YES</b>
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Adroit Corporate Servcies Pvt Ltd. 17-20, Jafferbhoy Ind. Estate, 1stFloor, Makwana Road, Marol Naka, Andheri East, Mumbai-400059</b>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

<b>S. No.</b>	<b>Name and Description of main products /</b>	<b>NIC Code of the Product/service</b>	<b>% to total turnover of the company</b>
1	Acquisition and sale of shares	99713119	100

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

<b>S. No</b>	<b>Name and address of the company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of shares held</b>	<b>Applicable Sections</b>
NA	NA	NA	NA	NA	NA

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

Category-wise Share Holding







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a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total</b>									
<b>(B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	62400	62400	26	0	62400	62400	26	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total</b>	<b>0</b>	<b>62400</b>	<b>62400</b>	<b>26</b>	<b>0</b>	<b>62400</b>	<b>62400</b>	<b>26</b>	<b>0</b>



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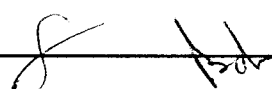
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<b>(B)(2):-</b>									
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	62400	62400	26	0	62400	62400	26	0
<b>Total (A) + (B)</b>	<b>0</b>	<b>240000</b>	<b>240000</b>	<b>100</b>	<b>0</b>	<b>240000</b>	<b>240000</b>	<b>100</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>240000</b>	<b>240000</b>	<b>100</b>	<b>0</b>	<b>240000</b>	<b>240000</b>	<b>100</b>	<b>0</b>

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Girdharilal Seksaria	47550	19.81	0	47550	19.81	0	0
2	Basudeo Seksaria	16950	7.06	0	16950	7.06	0	0
3	Shyamsunder Harlalka	4450	1.85	0	4450	1.85	0	0
4	Indumati Seksaria	21450	8.94	0	21450	8.94	0	0
5	Narbadadevi Seksaria	5600	2.33	0	5600	2.33	0	0
6	Neerulata Seksaria	5000	2.08	0	5000	2.08	0	0
7	Manojkumar Seksaria	10800	4.5	0	10800	4.5	0	0
8	Girdharilal Seksaria (HUF)	9800	4.08	0	9800	4.08	0	0



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9	Chandadevi Seksaria	18300	7.62	0	18300	7.62	0	0
10	Basudeo Seksaria (HUF)	16550	6.9	0	16550	6.9	0	0
11	Roopesh Kumar Seksaria	20950	8.73	0	20950	8.73	0	0
12	Sudhadevi Harlalka	100	0.04	0	100	0.04	0	0
13	Sangeeta Harlalka	100	0.04	0	100	0.04	0	0
	<b>Total</b>	<b>177600</b>	<b>74</b>	<b>0</b>	<b>177600</b>	<b>74</b>	<b>0</b>	<b>0</b>

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<i>There is no change in Promoter's Holding between 01.04.2015 to 31.03.2016</i>			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year				

**D) Shareholding Pattern of top ten Shareholders:****(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<i>There was no change in the top ten shareholders during the year 01/04/2015 to 31/03/2016</i>			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for				



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	increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	
	At the end of the year	

**E) Shareholding of Directors and Key Managerial Personnel:**

S. No		Date	Reason	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year		<i>There was no change in the shareholding of directors and key managerial personnel during the year 01/04/2015 to 31/03/2016</i>				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):						
	At the end of the year						

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	35,80,000	0	35,80,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	35,80,000	0	35,80,000
Change in Indebtedness during the financial year	0	0	0	0



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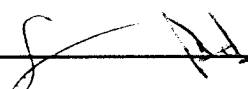
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount	0	35,80,000	0	35,80,000
ii) Interest due but not paid				
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	35,80,000	0	35,80,000

**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	----	----	----	
1	Gross salary	0	0	0	0	0
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	0	0	0	0	0

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
1	Independent Directors	0	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0	0



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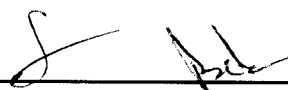
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2	Other Non-Executive Directors	0	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	0	0

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

There were no penalties, punishment or compounding of offences during the year ended 31<sup>st</sup> March, 2016.



**MILGREY FINANCE AND INVESTMENTS LIMITED**

2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W), Mumbai – 400 102

Tel. No. 26783323, E – Mail : [milgreyfinance@gmail.com](mailto:milgreyfinance@gmail.com)

CIN No. L67120MH1983PLC030316

ANNUAL  
REPORT-  
2015-2016**Annexure – B**  
**FORM NO. AOC -2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**


Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

  
**Girdharilal Seksaria**  
Director  
DIN:00410208  
**Basudeo Seksaria**  
Director  
DIN:00444174

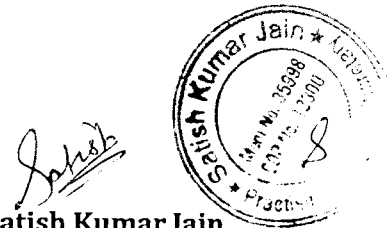
**SATISH KUMAR JAIN**  
**PRACTICING COMPANY SECRETARY**

**Mail: satishjain43@gmail.com**  
**Mob: 8898666576**

To,  
The Members,  
Milgrey Finance and Investments Ltd  
2, Patel Estate Road, Jogeshwari West,  
Mumbai-400102

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

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



**Satish Kumar Jain**  
**Practicing Company Secretary**  
**M. NO. 35998**  
**C. P. No. 13300**

Date: 30/05/2016  
Place: Mumbai

**Plot No. 23, Line No. J, Room No. 1, Road No. 10, Baiganwadi, Govandi, Mumbai-400043**



SATISH KUMAR JAIN  
PRACTICING COMPANY SECRETARY

Mail: satishjain43@gmail.com  
Mob: 8898666576

## Secretarial Audit Report for the financial year ended March 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rules made thereunder]

To,  
The Members,  
Milgrey Finance and Investments Ltd  
Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MILGREY FINANCE AND INVESTMENTS LIMITED** (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.

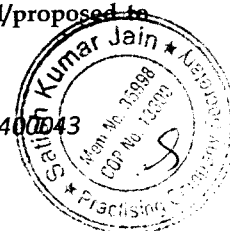
Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes in place to the extent, however no proper compliance-mechanism is 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 period ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable during the period under review**
- v. There were no actions/events in pursuance of Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **not applicable during the year under review**
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14<sup>th</sup> May, 2015), The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15<sup>th</sup> May, 2015);
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **not applicable during the year under review**
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **not applicable during the year under review as the company is not registered as Registrar Agent.**
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **not applicable during the year under review as the company has not delisted/proposed to delist its equity shares Stock Exchange**

Plot No. 23, Line No. J, Room No. 1, Road No. 10, Baiganwadi, Govandi, Mumbai-400043

*Satish Jain*



- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **not applicable during the year under review**
- g. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **not applicable during the year under review**
- h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **not applicable during the year under review.**

vi) other laws applicable specifically to the company namely;

- RBI Act, 1934

I report that, as per the information and documents provided to me, *the company has carried on business of acquisition, purchase and/or sale of securities, however the company is not registered with RBI, but company was submitting the audited financial accounts to RBI regularly.*

I have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards with regard to Meeting of Board of Directors ( SS1) and General Meetings (SS2) issued by The Institute of Company Secretaries of India made effective 1<sup>st</sup> July, 2015
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange, India, and SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 made effective from 1<sup>st</sup> December, 2015, *however the company was unable to enter into fresh agreement with Stock Exchange;*

2. I further report that as per the information provided to me by the company, its agents, officers and/or authorised representatives, the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- a) maintenance of various statutory registers and documents and making necessary entries therein;
- b) closure of the Register of Members.
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government, during the period under review;
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) notices of Board meetings and Committee meetings of Directors;
- f) the meetings of Directors and Committees of Directors, and none of the resolutions were passed by circulation during the period under review;
- g) the Annual General Meeting held on 30<sup>th</sup> September, 2015 however the *company had not provided E-voting facility to the Members;*
- h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required,;
- j) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors, *however the Independent Directors of the Company failed to meet with criteria of Independence as stipulated u/s 149 (6) of Companies Act, 2013*
- k) payment of remuneration to Directors including the Managing Director and Whole-time Directors.  
**Not Applicable during the period under review**

Plot No. 23, Line No. J, Room No. 1, Road No. 10, Baiganwadi, Govandi, Mumbai-400043

*Satish Jain*



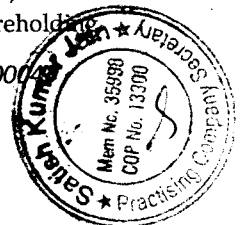
- l) appointment and remuneration of Auditors;
- m) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares; **Not Applicable during the period under review**
- n) declaration any dividends; **Not Applicable during the period under review**
- o) transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; **Not Applicable during the period under review**
- p) borrowings and registration, modification and satisfaction of charges; **Not Applicable during the period under review**
- q) Investment of the Company's funds including investments and loans to others;
- r) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- s) Directors' report;
- t) contracts, common seal, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.
- v) *The company was unable to appoint Chief Financial Officer as required u/s 203 of Companies Act, 2013 and also unable to appoint Internal Auditor as required u/s 138 of Companies Act, 2013*

**3. 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, *however the Whole Time Director who attained the age of 70 years still continuing the office as a Whole Time Director during the period under review without approval of shareholders and the Independent Directors of the Company failed to meet with criteria of Independence as stipulated u/s 149 (6) of Companies Act, 2013*
- 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.
- The Company has obtained all necessary approvals under the various provisions of the Act; and
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers,
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding

Plot No. 23, Line No. J, Room No. 1, Road No. 10, Baiganwadi, Govandi, Mumbai-400042



SATISH KUMAR JAIN  
PRACTICING COMPANY SECRETARY

Mail: satishjain43@gmail.com  
Mob: 8898666576


5. I further report that the Company has not complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities issued by the company, as *the shares of the companies are still in physical form.*

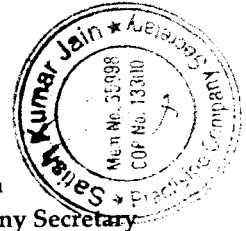
I further report that the compliance made by the company of applicable financial laws, like direct and indirect taxes, has not been reviewed in this Audit since the same have been subject to review by Statutory financial audit and other designated professionals.

**I further report that** there are inadequate 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.

Place : Mumbai

Date : 30<sup>th</sup> May, 2016

  
Satish Kumar Jain  
Practising Company Secretary  
C.P. No- 13300  
Mem No. 35998



**ANNEXURE “D”**

**VIGIL MECHANISM(WHISTLE BLOWER  
POLICY)**

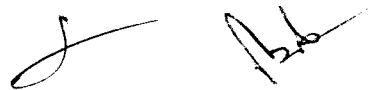
**MILGREY FINANCE AND INVESTMENTS  
LIMITED**

**MILGREY FINANCE AND INVESTMENTS LIMITED**

**WHISTLE BLOWER POLICY**

**1. Preface**

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- 1.2 The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.3 Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers), 2014 and revised Clause 49 of the Listing Agreement, inter-alia, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil Mechanism(Whistle Blower Policy)” for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.
- 1.4 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees wishing to raise a concern about serious irregularities within the Company.
- 1.5 The policy neither releases directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Two handwritten signatures in black ink, one on the left and one on the right, positioned below the main text of the document.

## **2. Policy**

- 2.1 This Policy is for the Directors and the Employees as defined hereinafter.
- 2.2 The Policy has been drawn up so that the Directors and Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph 5.

## **3. Definitions**

- 3.1 "Director" means a Director on the board of the Company whether whole-time or otherwise.
- 3.2 "Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.3 "Employee" means every employee of the Company.
- 3.4 "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 3.5 "Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.6 "Whistle Blower" is someone who makes a Protected Disclosure under this Policy.

Two handwritten signatures are present at the bottom of the page. The signature on the left is a stylized, cursive 'S' or 'J'. The signature on the right is a more complex, angular scribble.

3.7 “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

3.8 “Ombudsperson” will be the chairman of the Audit Committee for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

#### **4. The Guiding Principles**

4.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

4.1.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;

4.1.2 Treat victimization as a serious matter including initiating disciplinary action on such person/(s);

4.1.3 Ensure complete confidentiality.

4.1.4 Not attempt to conceal evidence of the Protected Disclosure;

4.1.5 Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;

4.1.6 Provide an opportunity of being heard to the persons involved especially to the Subject;

#### **5. Coverage of Policy**

5.1 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

A handwritten signature in black ink, consisting of a stylized 'S' followed by a cursive name.




1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct/Ethics Policy or Rules
11. Any other unethical, biased, favoured, imprudent event

5.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

## 6. Disqualifications

- 6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.
- 6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* shall be liable to be prosecuted under Company's Code of Conduct.



## **7. Manner in which concern can be raised**

- 7.1 Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- 7.2 Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.
- 7.3 If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- 7.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- 7.5 Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee unless required for the purpose of investigation.
- 7.6 The Ombudsperson/Whistle Officer/Committee shall:
  - i) Make a detailed written record of the Protected Disclosure. The record will include:
    - a) Facts of the matter

A handwritten signature in black ink, appearing to be 'J. Baker' or similar, located at the bottom right of the page.

- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - c) Whether any Protected Disclosure was raised previously against the same Subject;
  - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
  - e) Findings of Ombudsperson/Whistle Officer/Committee;
  - f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).
- ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of being nominated/appointed, unless more time is required under exceptional circumstances.

7.7 On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:

- i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid re-occurrence of the matter;
- ii) In case the Protected Disclosure is not proved, extinguish the matter;

Or

- ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Committee of Directors (Whole-time Directors) with proposed disciplinary action/counter measures. The



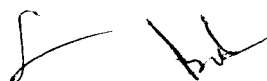
Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

- 7.8 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

## **8. Protection**

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 8.2 The identity of the Whistle Blower shall be kept confidential.



- 8.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

## **9. Secrecy/Confidentiality**

The Whistle Blower, the Subject, the Whistle Officer and every one involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

If any one is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

## **10. Reporting**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

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**ANNEXURE “E”**

**RISK MANAGEMENT POLICY**  
**MILGREY FINANCE AND INVESTMENTS**  
**LIMITED**

# MILGREY FINANCE AND INVESMENTS LTD

## RISK MANAGEMENT POLICY

### Risk Management Policy

#### LEGAL FRAMEWORK


Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improvise the governance practices across the Company’s activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

#### OBJECTIVE & PURPOSE OF POLICY

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The specific objectives of the Risk Management Policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e to ensure adequate systems for risk management.
2. To establish a framework for the company’s risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.



# MILGREY FINANCE AND INVESMTNETS LTD

## RISK MANAGEMENT POLICY

### DISCLOSURE IN BOARD'S REPORT

Board of Directors shall include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

### BACK GROUND AND IMPLEMENTATION

The Company is prone to inherent business risks. This document is intended to formalize a risk management policy, the objective of which shall be identification, evaluation, monitoring and minimization of identifiable risks.

This policy is in compliance with the provisions of all the applicable laws to the company which requires the Company to lay down procedure for risk assessment and procedure for risk minimization.


The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network.

Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

### CONSTITUTION OF RISK MANAGEMENT COMMITTEE

Risk Management Committee shall be constituted by the company consisting of such number of directors (executive or non-executive) as the Company thinks fit.

The Board shall define the roles & responsibilities of the Risk Management Committee & may delegate monitoring & reviewing of the risk management plan to the Committee & such other functions as it may deem fit.





# MILGREY FINANCE AND INVESTMENTS LTD

## RISK MANAGEMENT POLICY

### APPLICATION

This policy applies to all areas of the Company's operations.

### ROLE OF THE BOARD

The Board will undertake the following actions to ensure risk is managed appropriately:

- i. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company
- ii. The Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit.
- iii. Ensure that the appropriate systems for risk management are in place.
- iv. The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations on issues of risk management and satisfy themselves that the systems of risk management are robust and defensible;
- v. Participate in major decisions affecting the organization's risk profile;
- vi. Have an awareness of and continually monitor the management of strategic risks;
- vii. Be satisfied that processes and controls are in place for managing less significant risks;
- viii. Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly;
- ix. Ensure risk management is integrated into board reporting and annual reporting mechanisms;
- x. Convene any board-committees that are deemed necessary to ensure risk is adequately managed and resolved where possible.

### REVIEW

This policy shall be reviewed at a minimum at least every year to ensure it meets the requirements of legislation & the needs of organization.



**ANNEXURE “F”**

**NOMINATION AND REMUNERATION  
POLICY**

**MILGREY FINANCE AND INVESTMENTS  
LIMITED**

**MILGREY FINANCE AND INVESTMENTS LIMITED**  
*Nomination and Remuneration Policy*

**3. ROLE OF COMMITTEE**

**3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

**3.2. Policy for appointment and removal of Director, KMP and Senior Management.**

**3.2.1. Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.



**MILGREY FINANCE AND INVESTMENTS LIMITED**  
*Nomination and Remuneration Policy*

**3.2.2. Term / Tenure**

**a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time.

No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**3.2.3. Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

**3.2.4. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.



**MILGREY FINANCE AND INVESTMENTS LIMITED**  
*Nomination and Remuneration Policy*

**3.2.5. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

**3.3.1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

**3.3.2. Remuneration to Non- Executive / Independent Director:**

The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

**4. MEMBERSHIP**

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

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**MILGREY FINANCE AND INVESTMENTS LIMITED**  
*Nomination and Remuneration Policy*

**5. CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**6. FREQUENCY OF MEETINGS**

- a) The meeting of the Committee shall be held at such regular intervals as may be required.

**7. COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**8. SECRETARY**

- a) The Company Secretary of the Company shall act as Secretary of the Committee.

**9. VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Two handwritten signatures in black ink, one on the left and one on the right, appearing to be initials or names.

*MILGREY FINANCE AND INVESTMENTS LIMITED*  
*Nomination and Remuneration Policy*

## 10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;

Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;

Identifying and recommending Directors who are to be put forward for retirement by rotation.

Determining the appropriate size, diversity and composition of the Board;

Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

Delegating any of its powers to one or more of its members or the Secretary of the Committee;

Recommend any necessary changes to the Board.

Considering any other matters as may be requested by the Board; and



**MILGREY FINANCE AND INVESTMENTS LIMITED**  
*Nomination and Remuneration Policy*

**11. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

to delegate any of its powers to one or more of its members or the Secretary of the Committee.

to consider any other matters as may be requested by the Board;

Professional indemnity and liability insurance for Directors and senior management.

**12. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**13. REVIEW AND AMENDMENT**

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.



**R.S.SHAH & COMPANY**  
**Chartered Accountants**  
**218, Vardhaman Chambers,**  
**Cawasji Patel Street, Fort**  
**MUMBAI – 400 001**  
**Tel Nos: 26122746 / 56**  
**Email : rssshahco@yahoo.com**

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**INDEPENDENT AUDITOR'S REPORT**

**To,**  
**THE MEMBERS OF**  
**MILGREY FINANCE AND INVESTMENTS LIMITED**

**REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying standalone financial statements of **MILGREY FINANCE AND INVESTMENTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 financial statements.

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



## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, and its loss and its cash flows for the year ended on that date.

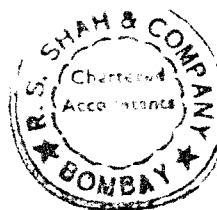
## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS


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 Companies Act, 2013, we give in the Annexure a statement on the matters specified in the 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 purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016, from being appointed as a director in terms of section 164(2) of the Act.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; 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 has disclosed the impact of pending litigations on the financial position in the financial statements - refer Note No.13 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For R.S. SHAH & COMPANY

CHARTERED ACCOUNTANTS

Firm's Registration Number: 109762W



  
R. S. SHAH  
(PROPRIETOR)

Membership No.030108

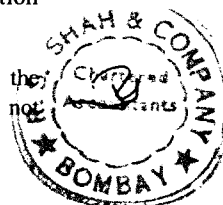
Place : MUMBAI

Dated : 30<sup>th</sup> May 2016

**Annexure – A to the Auditor's Report**

The Annexure referred to in Paragraph 1 of the Auditors Report of Even dated to the Members of MILGREY FINANCE AND INVESTMENTS LIMITED.

- i) The Company does not have any fixed assets.
- ii) a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.  
  
b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
c) The Company is maintaining proper records of inventory and no material discrepancies noticed between book records and physical verification.
- iii) As per the information furnished, The Company has not given any unsecured loans to the Companies, firms and other parties covered under Register maintained under section 189 of Companies Act, 2013.
- iv) As per the information and explanations given to us, there on no transaction during the year of loans, investments, guarantees and security in contravention to section 185 and 186 of Companies Act, 2013.
- v) The Company has not accepted any deposits from public.
- vi) Maintenance of the cost records is not applicable in pursuant to the rule made by the Central Government of India under subsection (1) of section 148 of the Companies Act, 2013.
- vii) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, customs duty, service tax, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
- viii) According to the information and explanation given to us, there are no disputed liability of the Company in respect of Income-tax, Sales Tax, Service Tax, Customs duty, Excise duty, stamp duty and Cess as at 31<sup>st</sup> March 2016.
- ix) According to the information and explanations given to us, there are no amounts which were required to be transferred to the Investor Education Fund by the Company .
- x) The Company has not defaulted in the loans and borrowing to a Financial Institution, Bank and Government. The Companies has not issued any debentures till date.
- xi) The Company has not raised any money by way of initial public offer and further public offer (including debt instruments) and terms loans during the year.
- xii) During the course of our examination of the Books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- xiii) The Company has complied with the provisions of Section 197 read with section V of the Companies Act 2013 in respect of the managerial remuneration.
- xiv) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.



- xv) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xvi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xviii) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.


**For R.S. SHAH & COMPANY**

**CHARTERED ACCOUNTANTS**

**Firm's Registration Number: 109762W**

**Place : MUMBAI**  
**Dated : 30<sup>th</sup> May 2016**



  
**R. S. SHAH**  
**(PROPRIETOR)**  
**Membership No.030108**

## **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 MILGREY FINANCE AND INVESTMENTS LIMITED. ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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**

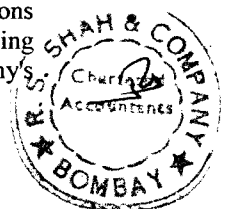
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on 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 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R.S. SHAH & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 109762W**

**Place : MUMBAI**  
**Dated : 30<sup>th</sup> May 2016**



A handwritten signature in black ink, appearing to be "R. S. Shah".

**R. S. SHAH**  
**(PROPRIETOR)**  
**Membership No.030108**

**MILGREY FINANCE AND INVESTMENTS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	NOTE NO.	AS AT 31-03-2016 Rs.	AS AT 31-03-2015 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Fund</b>			
(a) Share Capital	2	2,400,000	2,400,000
(b) Reserve & Surplus	3	(5,822,067)	(4,087,463)
(2) <b>Non-current liabilities</b>			
(a) Long-term borrowing	4	3,580,000	3,580,000
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
(3) <b>Current liabilities</b>			
(a) Short-term borrowing		-	-
(b) Trade payable		53,852	56,180
(c) Other current liabilities	5	-	116,228
(d) Short-term provisions		-	-
<b>TOTAL</b>		<b>211,785</b>	<b>2,064,945</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) Fixed assets		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets(net)		-	-
(d) Long term loan and advances		-	-
(e) Other non-current assets		-	-
(2) <b>Current assets</b>			
(a) Current investments		-	-
(b) Inventories	6	33,105	1,820,077
(c) Trade receivables		-	-
(d) Cash and cash equivalents	7	161,200	223,960
(e) Short term loans and advances	8	17,480	20,908
(f) Other current assets		-	-
<b>TOTAL</b>		<b>211,785</b>	<b>2,064,945</b>

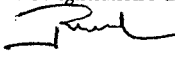
**III. Contingent Liabilities and Commitments** 13  
**(To the extent not provided for)**

**Notes attached to and forming part of accounts**

**Significant Accounting Policies** 1

As per our report of even date

For R.S.SHAH & CO.  
 CHARTERED ACCOUNTANTS  
 Firm's Registration Number:109762W

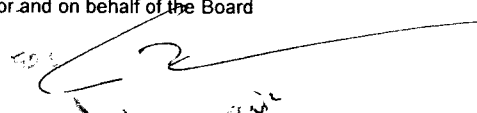
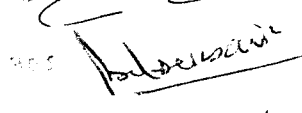
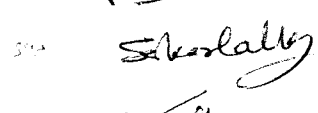
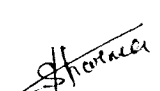
  
 R.S.SHAH  
 (Proprietor)  
 Membership No.:030108  
 PLACE : MUMBAI  
 DATED : 30th May 2016



For and on behalf of the Board

Directors

Company Secretary

**MILGREY FINANCE AND INVESTMENTS LIMITED**  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	NOTE NO.	AS AT 31-03-2016 Rs.	AS AT 31-03-2015 Rs.
I. Revenue from operations	9	6,382,927	1,410,775
II. Other income	10	245,408	28,067
<b>III. Total Revenue (I + II)</b>		<b>6,628,335</b>	<b>1,438,842</b>
IV. Expenses:			
Purchases		2,624,994	306,674
(Increase)/Decrease in stock	11	1,656,972	817,125
Employee benefits expenses		119,247	104,000
Finance cost		-	-
Other expenses	12	727,101	331,391
<b>Total expenses</b>		<b>5,128,314</b>	<b>1,559,190</b>
V. Profit before exceptional and extraordinary items and tax (III-IV)		1,500,021	(120,348)
VI. Exceptional items	14	3,234,625	-
VII. Profit before extraordinary items and tax (V - VI)		(1,734,604)	(120,348)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(1,734,604)	(120,348)
X. Tax expenses:			
1) Current tax		-	-
2) Deferred tax		-	-
XI. Profit / (Loss) for the year from continuing operations (IX - X)		(1,734,604)	(120,348)
XII. Profit / (Loss) for the year from discontinuing operation		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit / (Loss) for the year from discontinuing operation (after tax) (XII-XIII)		-	-
XV. Profit / (Loss) for the year (XI + XIV)		(1,734,604)	(120,348)
XVI. Earning per Share (in Rs.)			
Basic		(7.23)	(0.50)
Diluted			


Notes attached to and forming part of accounts

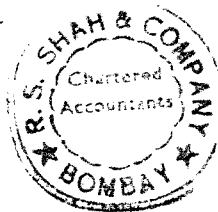
Significant Accounting Policies

1

As per our report of even date

For R.S.SHAH & CO.  
 CHARTERED ACCOUNTANTS  
 Firm's Registration Number: 109762W

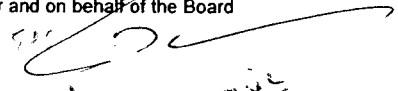
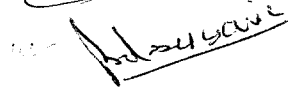
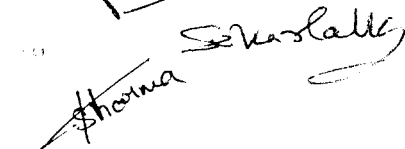
  
 R.S.SHAH  
 (Proprietor)  
 Membership No.: 30108  
 PLACE : MUMBAI  
 DATED : 30th May 2016



For and on behalf of the Board

Directors

Company Secretary



# MILGREY FINANCE AND INVESTMENTS LTD


## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

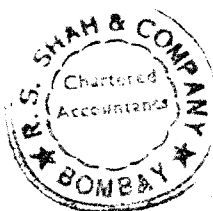
PARTICULARS		YEAR ENDED 31st March 2016 (₹)		YEAR ENDED 31st March 2015 (₹)
<b>A. Cash Flow from Operating Activities</b>				
Net Profit / ( Loss ) after Tax and Extra-Ordinary Items		(1734604)		(120348)
		-		-
Operating Profit/(Loss) before changes in assets/liabilities		(1734604)		(120348)
<u>Adjustments For</u>				
Trade & Other Receivables	3428		202	
Inventories	1786972		817125	
Trade & other payables	(118556)	1671844	(712640)	104687
<b>Net Cash Flow from Operating Activities (A)</b>		<b>(62760)</b>		<b>(15661)</b>
<b>B. Cash Flow from Investing Activities</b>				
		-		-
<b>Net Cash Flow from Investing Activities (B)</b>		-		-
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from Borrowing	-		115000	
		-		115000
<b>Net Cash Flow from Financing Activities (C)</b>		-		<b>115000</b>
<b>Net increase (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(62760)</b>		<b>99339</b>
<b>Cash &amp; Cash Equivalents (Opening Balance)</b>		<b>223960</b>		<b>124621</b>
<b>Cash &amp; Cash Equivalents (Closing Balance)</b>		<b>161200</b>		<b>223960</b>

Notes: 1) The above cash flow statement has been prepared under the 'Indirect Method' as set out in the AS-3 on the cash flow statement issued by the ICAI.

As per our report of even date

For R.S.SHAH & CO.  
CHARTERED ACCOUNTANTS  
Firm's Registration Number:109762W


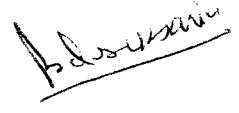
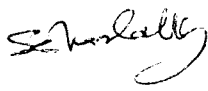

  
R.S.SHAH  
(Proprietor)  
Membership No.: 030108  
PLACE : MUMBAI  
DATED : 30th May 2016



For and on behalf of the Board

Directors

Company Secretary

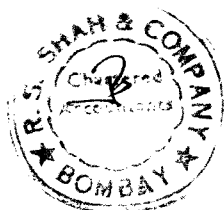
**MILGREY FINANCE AND INVESTMENTS LIMITED**

**Note 1 SIGNIFICANT ACCOUNTING POLICIES**

a) Income and expenditure is recognized and accounted for accrual basis.

b) Stock of shares has been valued at lower of cost or net realisable value and other stocks have been valued at cost..

	AS AT 31-03-2016 Rs.	AS AT 31-03-2015 Rs.
<b>Note 2 SHAREHOLDERS' FUND</b>		
<b>Share Capital</b>		
<b>Authorised</b>		
2,50,000 Equity Shares of Rs.10/- each	2,500,000	2,500,000
<b>Issued,Subscribed and paid up</b>		
2,40,000 Equity Shares of Rs.10/- each at par fully paid up	2,400,000	2,400,000
	2,400,000	2,400,000
<b>Shareholders holding more than 5 percent shares :</b>	<b>Qty</b>	<b>Qty</b>
(i) Girdharilal Seksaria Shares	47,550	47,550
(ii) Basudeo Seksaria Shares	16,950	16,950
(iii) Indumati Seksaria Shares	21,450	21,450
(iv) Chandadevi Seksaria Shares	18,300	18,300
(v) Basudeo Seksaria (HUF) Shares	16,550	16,550
(vi) Roopesh Seksaria Shares	20,950	20,950
<b>Note 3 Reserves and Surplus</b>		
<b>1) Surplus Balance in Profit &amp; Loss Statement</b>		
Balance as per Last Balance sheet	(4,087,463)	(3,967,115)
Add/(Less) : Profit / (Loss) for the year	(1,734,604)	(5,822,067) (120,348)
	(5,822,067)	(4,087,463)
<b>Note 4 Long Term Borrowings</b>		
<b>1. Unsecured</b>		
a. Loans and advances from related parties	3,580,000	3,580,000
	3,580,000	3,580,000
<b>Note 5 Other current liabilities</b>		
Other Statutory liabilities	-	116,228
	-	116,228
<b>Note 6 Inventories</b>		
1) Shares	33,105	1,690,077
2) Film Right (At cost)	-	130,000
	33,105	1,820,077
<b>Note 7 Cash &amp; Cash Equivalents</b>		
<b>1) Balance with bank</b>		
In current A/c.	154,326	218,778
<b>2) Cash on hand</b>	6,874	5,182
	161,200	223,960
<b>Note 8 Short-term Loans and Advances</b>		
(Unsecured, considered good except stated otherwise)		
Deposit	3,800	458
Statutory Advances	-	20,450
Prepaid Expenses	13,680	-
	17,480	20,908



Three handwritten signatures.

**MILGREY FINANCE AND INVESTMENTS LIMITED**

	AS AT 31-03-2016 Rs.	AS AT 31-03-2015 Rs.
<b>Note 9</b> <u>Revenue from operations</u>		
Sales	6,382,927	1,410,775
	<u>6,382,927</u>	<u>1,410,775</u>
<b>Note 10</b> <u>Other Income</u>		
Dividend Received	20,408	28,067
Sale of Negative Rights	225,000	-
	<u>245,408</u>	<u>28,067</u>
<b>Note 11</b> <u>(Increase)/Decrease in stock</u>		
Closing Stock		
Shares	33,105	1,690,077
Films rights	-	130,000
	<u>33,105</u>	<u>1,820,077</u>
Less : Opening Stock		
Shares	(1,690,077)	(1,913,314)
TV Programme under Production	-	(593,888)
Films rights	(130,000)	(130,000)
Less: written off as expiry on rights	<u>130,000</u>	<u>-</u>
	<u>1,656,972</u>	<u>817,125</u>
<b>Note 12</b> <u>Other Expenses</u>		
<u>Administrative and General Expenses</u>		
Professional Fees	118,113	83,319
Membership fee & Subscription	30,055	113,484
Printing & Stationery	-	8,820
Listing & Filing Fees	240,640	-
Film rights written off on expiry *	130,000	-
Professional Tax	2,500	3,500
Conveyance expenses	12,008	17,376
Service Tax & Other Charges	3,019	638
Labour Welfare	240	208
Accounting Writing Charges	36,000	48,000
Auditors' Remuneration		
Audit Fees	28,625	28,090
Limited Review and certification	<u>39,976</u>	
Bank & Demate Charges	68,601	3,489
Security Transaction Tax	12,253	1,675
Postage & Telegram	7,178	2,530
Miscellaneous Expenses	2,050	10,040
Registrars Fees	13,567	6,742
Sundry Expenses	20,220	3,480
Advertisement & Publicity	1,025	-
Rates & Taxes	10,680	-
Interest Paid	7,952	-
	<u>11,000</u>	<u>-</u>
	<u>727,101</u>	<u>331,391</u>

\* Film right written off Rs.1,30,000/- purchase on 20/11/2012 for period of three year which was expired on 19/11/2015 without exploitation and could not be renewed, accordingly written off.



*[Handwritten signatures]*

**MILGREY FINANCE AND INVESTMENTS LIMITED**

**Note 13** Contingent Liability not provided for in respect of penalty of Rs. 1,75,000/- levied by the Securities and Exchange Board of India of non-compliance of regulation 6 and 7 of SEBI (Substantial Auction of shares and takeover) Regulations 1997. The Company has submitted its explanation for adjudication of the penalty. The matter is under consideration. The necessary effect will be given in the accounts as and when matter is finally decided.

**Note 14** Exceptional items represent Re-instatement fee paid to Bombay Stock Exchange for revocation of trading in the shares of the Company which was suspended in past

**Note 15 Related Party Disclosures as required under AS -18**

Related parties

Girdharilal Seksaria (Director)

<u>Particulars</u>	<u>2015-16 (Rs.)</u>	<u>2014-15 (Rs.)</u>
a) LOANS		
Opening Balance	3,580,000	3,465,000
Add: Received during the year	3,400,000	115,000
Less: Re-paid / adjusted against	2,071,537	-
sale of shares and rights	<u>1,328,463</u>	<u>-</u>
Closing Balance	<u>3,580,000</u>	<u>3,580,000</u>
b) Sale of shares / Rights	1,328,463	-

As per our report of even date

For R.S.SHAH & CO.  
CHARTERED ACCOUNTANTS  
Firm's Registration Number:109762W

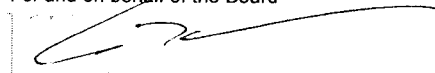
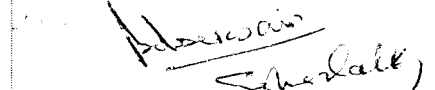
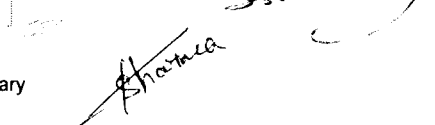


R.S.SHAH  
(Proprietor)  
Membership No.:30108  
PLACE : MUMBAI  
DATED : 30th May 2016



For and on behalf of the Board

Directors

Company Secretary

**MILGREY FINANCE AND INVESTMENTS LIMITED**

2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W), Mumbai – 400 102

Tel. No. 26783323, E – Mail : [milgreyfinance@gmail.com](mailto:milgreyfinance@gmail.com)

CIN No. L67120MH1983PLC030316

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2015-2016

- (xxi) 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).

**Form No. MGT-11****Proxy form**

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September, 2016 at 4.00 p.m. at the registered office of the company at Plot no. 2, Prabhat Nagar, Patel Estate Road, Jogeshwari West, Mumbai-400102 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016		
2.	Re-appointment of Mrs. Manju B Joshi as Director		
3.	Re-Appointment of M/s. R. S. Shah & Co, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Appointment of Mr. Shyamsunder Harlalka as Whole		

**MILGREY FINANCE AND INVESTMENTS LIMITED**

2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W), Mumbai – 400 102

Tel. No. 26783323, E – Mail : [milgreyfinance@gmail.com](mailto:milgreyfinance@gmail.com)

**CIN No. L67120MH1983PLC030316**

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2015-2016

	Time Director		
--	---------------	--	--

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Affix  
Revenue  
Stamps

Signature of Shareholder  
shareholder

Signature of Proxy holder

Signature of the

across Revenue Stamp

Note:

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) The proxy need not be a member of the company

**MILGREY FINANCE AND INVESTMENTS LIMITED**

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CIN No. L67120MH1983PLC030316

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**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

**33<sup>rd</sup> Annual General Meeting on 30<sup>th</sup> September, 2016**

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of the Milgrey Finance and Investments Ltd on Friday, 30<sup>th</sup> September, 2016 at 4.00 p.m. at the registered office of the company, at 2, Prabhat Nagar, Patel Estate Road, Jogeshwari West, Mumbai-400102

(Member's /Proxy's Signature)

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.