

SEVEN HILL INDUSTRIES LIMITED

CIN: L67190MH1990PLC055497

Date: 29.11.2018

To,
Listing Department,
BSE Limited,
P J Tower, Dalal Street
Mumbai-400001

Sub: Submission of Annual report of 28th Annual General meeting for the FY 2017-18 held on 29th September, 2018 – Regulations 34 of the SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015

Dear Sir/Madam,

In pursuance with the Regulations 34 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the 28th Annual General Meeting for the F.Y 2017-18 held on Friday, 29th September, 2018 at 12:00 P.M at Gala No. 23, Parekh Market, M.G. Road, Ghatkopar (East), Mumbai, Maharashtra – 400077 India.

For and on behalf of
Seven Hill Industries Limited



A handwritten signature in black ink, appearing to read "Manoj Shah".

(MANOJ SHAH)
CHAIRMAN
DIN: 07184656

28TH ANNUAL REPORT 2017-2018 OF SEVEN HILL INDUSTRIES LIMITED

BOARD OF DIRECTORS

Name	Designation
JITENDRA CHAMPAKLAL SANGHVI	Director
KRUPA SANDEEP SHAH	Director
MANOJKUMAR KANTILAL SHAH	Director

AUDITOR

RISHI SEKHRI & ASSOCIATES

Chartered Accountants

Mumbai

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

B-302, Sony Apartment, Opp. St. Judge's High School,

Off Andheri-Kurla Road,

Jarimari, Sakinaka,

Mumbai-400072 Maharashtra, INDIA

REGISTERED OFFICE

Gala No. 23, Parekh Market, M.G. Road,

Ghatkopar (East), Mumbai

Maharashtra - 400077 India

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Dear Shareholders,

Your Directors here by present the 28th Annual Report together with the Audited statements of Accounts for the financial year ended on **31st March 2018**.

FINANCIAL SUMMARY OR HIGHLIGHTS OF PERFORMANCE:

PARTICULARS	2017-18	2016-17
Total Income/Revenue	503,655.00	50,75,804.00
Total expenses	2588,776.00	58,85,447.00
Taxes		
- Current Tax	0.00	0.00
- Deferred Tax	0.00	0.00
Profit After Tax	(2085,121.00)	(859276.00)

SEVEN HILL INDUSTRIES LIMITED

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5th of September, 2018

To,
The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Maharashtra, India.
Scrip Code: 511760 / SEVENHILL

Dear Sir, Madam,

Sub: Compliance of Regulation 42 SEBI (LODR), Regulations, 2015 – Intimation of the 28th Annual General Meeting ('AGM'), Book Closure, Cut-Off/Record date and E- Voting/Postal Ballot Intimation.

Please find enclosed herewith Notice of the 28th AGM of SEVEN HILL INDUSTRIES LIMITED scheduled to be held on Saturday, 29th day of September, 2018 at 12.00 p.m. (IST) at Gala No. 23, Parekh Market, M.G. Road, Ghatkopar (East), Mumbai MH - 400077 India.

We further inform you that pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of SEBI (LODR) Regulations 2015, The Register of the Members and the Share Transfer Books of the Company will be closed from 22nd September, 2018 to 29th September, 2018 (Both days inclusive) for the purpose of AGM.

Further E-Voting facility has been made available to all the shareholders and members of the Company, the details of e-voting are as follows:

- | | |
|---|-------------------------|
| a) Date and time of commencement of E-Voting | – Wednesday, 26/09/2018 |
| b) Date and time of end of E-Voting | – Friday, 28/09/2018 |
| c) Cut- Off date for determining the eligibility to vote by electronics or in the AGM | – Friday, 21/09/2018 |

This is for your information and records.

Thanking you.

For and on behalf of

For SEVEN HILL INDUSTRIES LIMITED



(MANOJ SHAH)
CHAIRMAN
DIN: 07184656



PLACE: MUMBAI
DATE: 05.09.2018

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NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th ANNUAL GENERAL MEETING of the Members of SEVEN HILL INDUSTRIES LIMITED will be held at the registered office of the Company situated at GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI City MH 400077 IN on Saturday, 29th day of September, 2018 at 12:00 P. M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To Re appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, Mumbai (Firm Reg. No. 128216W) retiring statutory auditor be and are hereby re appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

3. To appoint a Director in place of Mrs. Krupa Sandeep Shah, (DIN: 06975078) Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mrs. Krupa Sandeep Shah, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorised to do all the acts, deeds and things including filing of e-forms with Registrar of Companies, Mumbai to give effect to the above said resolution.”

SPECIAL BUSINESS AND SPECIAL RESOLUTION:

4. Alteration of the object clause of the Memorandum of Association of the Company:

To consider the matter, and if thought fit, to pass the following as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s),

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amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company such that the existing Clause 3 A and Clause 3 B of the MOA of the Company be altered by replacing and substituting the same with the following new clauses viz. Clause III (a) and Clause (III) (b) as under;

Clause 3 (A) the objects to be pursued by the Company are:

3.(A). The objects to be pursued by the company are:—

1. To carry on the business as wholesalers, retailers, importers, exporters, distributors, stockiest, manufacturers, agent and traders ,exporter, importer of diamonds, precious stones, semiprecious stones, jewellery, diamond studded jewellery, silver jewellery, platinum jewellery, gold, rough diamonds, cut and polished diamonds, gems and pearls through retail chain operation ,online shopping, net marketing, internet advertising and marketing, creating shops & stores, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and out India.

(B) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:—

1. To establish, undertake, conduct, carry on and administer the business of producing, buying, selling, importing, exporting, dealing in indenting, refining, classifying, assorting, polishing, processing with the use of laser processing technology, cleaving sawing, chiseling, kerfing, cutting, clifting cut or uncut rough, polished diamonds including industrial diamonds, gems, precious and semi-precious stones, pearls, rubies, corals or semi-precious metal stones.
2. To carry on business as goldsmiths, silversmiths, jewellers, gem merchants and to carry on business as importers, exporters and dealers in bullion, gold, platinum, silver and metal of every other description and objects, articles, goods or things of gold, silver, platinum, diamonds, gems and other stones, or a combination thereof.
3. To establish, conduct and set up laboratories, workshops, and processing house for the purpose of undertaking the processing or refining of diamonds, gems, precious and semiprecious stones by application of laser and other technology or technologies and for the purpose of inventing or innovating new technologies and for the purpose of inventing or innovating new technologies, formulae or processes or means for the processing of diamonds and precious and semi-precious stones and to have the said processes patented.

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5. To take part in technical, management, supervision or control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, accountants or other experts, or agents, and to act as managing agents of any such company or undertaking.
6. To install, improve, manipulate, prepare for market and otherwise deal in imported or indigenous plant and machineries, equipments, stores, spare parts, tools, implements, accessories and material ancillary, incidental, supplemental or relating, for cutting, cleaving, kerfing and processing of diamonds and for diamond polishing.
7. To commence, establish, set-up, carry on, conduct, manage, supervise, control, administer and regulate the business of acquiring, purchasing, selling, distributing, assigning, appointing, regulating, ordering, controlling, directing and dealing in diamond powder and paste and other raw materials and to deal in articles and tools of all kinds in the manufacture of which industrial and/or gems diamonds are used in whatever shape and form.
8. To alter, manage, develop, lease, mortgage, sublet, sell or otherwise dispose off, improve or deal with the land, property, assets and rights and the resources and undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects together or in similar to those of the Company.
9. To enter into partnership or into any arrangement for showing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or Company carrying on transaction or transactions which this Company is authorized to carry on.
10. To acquire, take over and undertake the whole or any part of the business, property, assets, goodwill and liabilities of any business which this Company is authorised to carry on or be possessed of property suitable for the purposes of this Company.
11. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently, and to discontinue and re-constitute and such branches or agencies.
12. To promote any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
13. To advance and lend money, open cash credits with or allow overdrafts to any person, association, firm and Company with or without security or wholly or partly secured on any terms, in any manner and upon any kind of property, movable or immovable, existing or future, any security, policies, shares, bonds, debentures, debenture stocks,

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letters of credit, promissory notes, bills of exchange and other negotiable instruments, goods, wares, merchandise, bills of exchange and other negotiable instruments, goods, wares, merchandise, bills of lading and other mercantile indicts or tokens or deposit money with or without security, with other companies or with any other persons or associations and from time to time to carry on such transactions in such manner as the Company may think fit.

14. To invest the surplus funds of the Company from time to time in such manner and in such assets, properties, securities, shares, bullion or investments or otherwise as may from time to time, be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and disbursements that may be necessary in that behalf.
15. To open current, fixed or other accounts with any bank, and to pay into and to withdraw moneys from such accounts.
16. To receive money or deposit merely for the purpose of financing the business of the Company with or without allowing interest thereon. The Company shall not carry on business of banking as defined by Banking Regulation Act, 1949 and directives of Reserve Bank of India.
17. Upon any issue of shares, debentures or any other securities of the Company to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures, or other securities of the Company by the granting of option to take the same or in any other manner allowed by the law.
18. Subject to the provisions of the Companies Act, 2013 or any other enactments in force to indemnify and keep indemnified Officers, Directors, Agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of any things done or ordered to be done by them for and in the interest of the Company and for any loss, damage or misfortune, whatever and which shall happen in execution of the duties of their officers or in relation thereto.
19. To create any reserve fund, sinking fund, insurance fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the company.
20. To place in reserve or to distribute as bonus shares among the members or otherwise to apply as the Company, may from time to time, think fit, any moneys received by way of premium on shares or debentures issued at premium by the Company and any moneys received in respect of the forfeited shares and moneys arising from the sale by the Company of forfeited shares.

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21. To promote, carry on, maintain and develop, trade of all kinds and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the main objects of the Company.
22. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors or otherwise, with power to appoint a trustee or trustees, personal or corporate, to hold any property on behalf of the Company and to allow any property to remain outstanding in such trustee or trustees.
23. To add and support pecuniary or otherwise, any person, association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade concerning the objects or business of the Company or related interest.
24. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
25. To insure any of the properties, undertakings, contract, guarantee or obligation of the Company of every nature and kind in any matter whatsoever.
26. To arrange for the marketing and sale of the products and bye products and of such raw materials, goods and articles remaining in it's possession as are normally necessary for carrying on the business of the Company but are not immediately required for use by it and for that purpose either to establish it's own shops, agencies or marketing, organization or to appoint selling agents, distributors, in any place in or outside India by way of such commission or in such manner as the Company may deem fit.
27. To give advertisements and conduct publicity campaigns and to have journals, magazines, periodicals, books, or leaflets for the promotion of all or any of the purpose and activities of the Company.
28. To guarantee, support or secure, whether by personal convenient or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and capital of the Company or both such methods, the performance of the obligations of and the repayment of payment of the principal amounts of any premiums, interest and dividends on any securities or any person, firm or company.
29. To subscribe or contribute or otherwise assist to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purpose or for any exhibition.
30. To take part in the technical management, supervision or control of the business or operations of any company or undertakings, having similar objects and for that

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purpose, to appoint and remunerate any directors, accountants, or other experts, or agents, and to act as managing agents, or agents of any such company or undertaking.

31. To train and arrange for the training of apprentices and/or employees in any of the works or undertakings of the company on such terms and conditions as may be thought fit or on behalf of the clients.
32. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
33. To sell, lease, mortgage or otherwise dispose off the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other companies whether or not having objects altogether or in part similar to those of the company.
34. To act as consultants and advisors on information system and purveyors information services based on the use of computers and micro-processors and business machines of all kinds including all types of information and word processing equipments such as copying machines, electronic telephone or other communication system, related to data and information processing and to furnish the user of systems, know how, programme and other software relating to use of such machines and allied peripherals.
35. To establish bureaus of providing computer services to process data and develop systems of all kinds by processing jobs and hiring out machine time and assist to set up and supervise the operation of the data processing division of other companies or organization in India or elsewhere.
36. To do all other lawful things which are necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or in furtherance of any of the powers herewith set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof.
37. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

RESOLVED FURTHER that Board be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

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RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any of Directors of the Company of the Company in order to give effect to this resolution.

By Order of the Board
For SEVEN HILL INDUSTRIES LIMITED



A handwritten signature in black ink, appearing to read "Manoj Shah".

(MANOJ SHAH)
CHAIRMAN
DIN: 07184656

PLACE: MUMBAI
DATE: 05.09.2018

Registered Office:

Gala No. 23, Parekh Market,
M.G. Road, Ghatkopar (East),
Mumbai Maharashtra - 400077 India

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from **22nd September, 2018 to 29th September, 2018 (Both days inclusive)**.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.
5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s.

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Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.

6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
8. Securities and Exchange Board of India has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 08, 2018 to permit transfer of listed securities only in dematerialized form with a depository. Therefore, Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares, which will also curb the fraud and manipulation risk in physical transfer of securities. For any help, the shareholders may contact to the Registrar & Transfer Agent at email id service@satellitecorporate.com or to Companies e-mail id compliancesevenhill@gmail.com.
9. To facilitate easy and cheap transactions in its shares, the Company has de-materialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest.
10. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
11. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
12. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking appointment/ re-appointment at the ensuing Annual General Meeting is as under:

Name of Director	KRUPA SANDEEP SHAH
DIN	06975078
Date of Birth	10/10/1982
Date of Appointment	03/02/2017
Expertise in specific functional areas	Wide experience in Finance and Management
Shareholding in the Company	-

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List of outside Directorships held(Public Limited Companies)	-
Chairman/ Member of the Committee of the Board of Directors of the Company	Member
Chairman/ Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director a) Audit Committee b)Stakeholders' Relationship Committee	-

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2018 AT 09.00 A.M. and ends on 28.09.2018 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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).

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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SEVEN HILL INDUSTRIES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) ***Shareholders can also 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.***
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

The Company has appointed PCS Ravendra Singh Parihar, Practising Company Secretary as the Scrutinizer for purpose of E voting to count the votes casted in favor or against the resolution proposed for all the

Reg. Office GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI, Maharashtra, India,

E Mail: compliancesevenhill@gmail.com

SEVEN HILL INDUSTRIES LIMITED

(Formerly Known as KOSIAN INDUSTRIES LIMITED)

CIN: L67190MH1990PLC055497

items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

PLACE: MUMBAI
DATE: 05.09.2018



By Order of the Board
For SEVEN HILL INDUSTRIES LIMITED

A handwritten signature in black ink, appearing to read "Manoj Shah".

(MANOJ SHAH)
CHAIRMAN
DIN: 07184656

SEVEN HILL INDUSTRIES LIMITED

(Formerly Known as KOSIAN INDUSTRIES LIMITED)

CIN: L67190MH1990PLC055497

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING

This explanatory statement is provided though strictly not required under Section 102 of the Companies Act, 2013.

Item no. 3.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed **Mrs. KRUPA SANDEEP SHAH**, an Executive Women Director as a Director with effect from September 29th, 2017.

Based on the terms of appointment, executive directors and nonexecutive and non-independent directors are subject to retirement by rotation. **Ms. Krupa Sandeep Shah** being the longest serving non-executive & non-independent member on the Board, retires by rotation and being eligible seeks re-appointment. To the extent **Ms. Krupa Sandeep Shah** is required to retire by rotation, she would need to be reappointed as a Director. The Board feels that the presence of **Ms. Krupa Sandeep Shah** on the Board is desirable and would be beneficial to the Company and hence recommends the Resolution No. 3 of this Notice for approval of the Members.

Mrs. KRUPA SANDEEP SHAH has a rich experience of 10 years and worked with many leading Companies/entities in the past. Her expertise will greatly benefit the Company to emerge as one of the leading player in the industry.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution at Item No. 3 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

Item No. 4.

Upon enactment of the Companies Act, 2013, ("Act") the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association.

1. The objects to be pursued by the company on its incorporation i.e. main objects.
2. Matters which are necessary for furtherance of the main objects.

It is proposed to amend the Main objects of the Company partially to align the same with the present business activities and would include matters which are necessary for furtherance of main objects in Clause III A. It is proposed to delete the other businesses, which were earlier stated in "Other Objects" and not proposed to be carried out by the Company in the near future and also to make it in line with the Companies Act, 2013.

SEVEN HILL INDUSTRIES LIMITED

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CIN: L67190MH1990PLC055497

Accordingly, the existing Clause III A and Clause III B of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III A and Clause III B with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting and more particularly enumerated in the resolution.

The Board of Directors at their meeting held on 05th September, 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 4 of the Notice as a Special Resolution

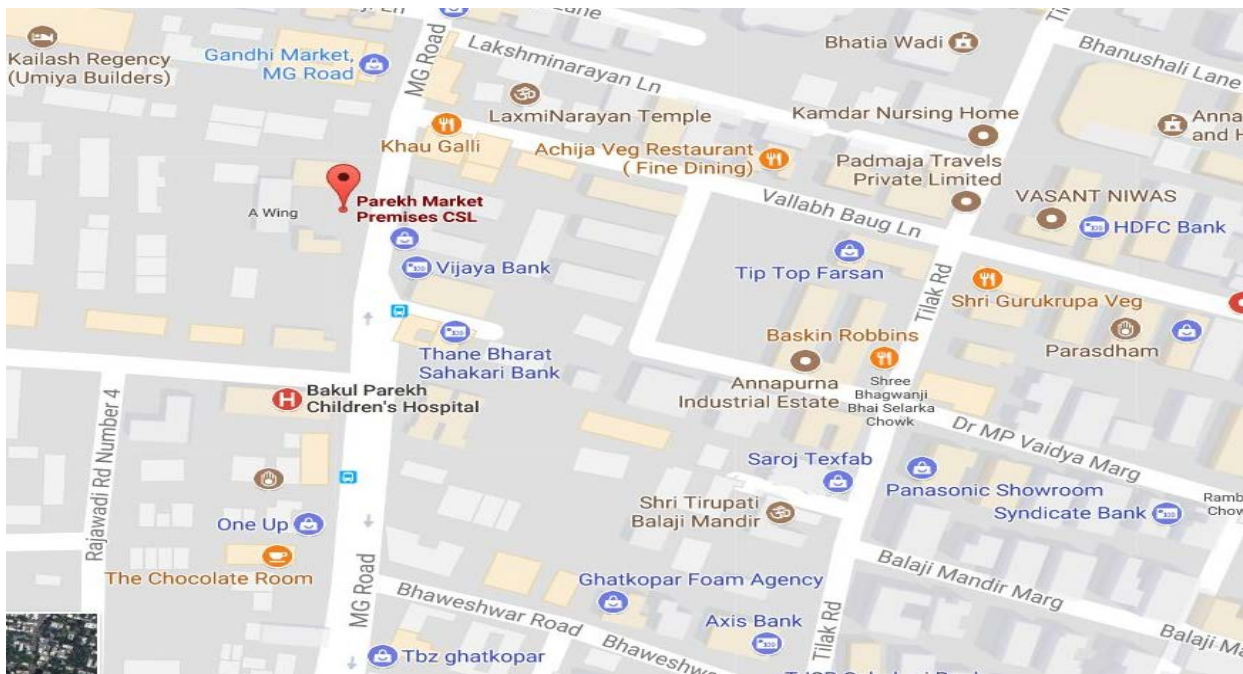
By Order of the Board
For SEVEN HILL INDUSTRIES LIMITED



PLACE: MUMBAI
DATE: 05.09.2018

(MANOJ SHAH)
CHAIRMAN
DIN: 07184656

Route Map to the Venue:



Reg. Office GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI, Maharashtra, India,

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SEVEN HILL INDUSTRIES LIMITED

(Formerly Known as KOSIAN INDUSTRIES LIMITED)

CIN: L67190MH1990PLC055497

ATTENDANCE SLIP

Reg. Office: GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI MH 400077 IN.

The 28th ANNUAL GENERAL MEETING On 29.09.2018 at 12.00 P.M. at registered office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 28th Annual General Meeting of the Company

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

SEVEN HILL INDUSTRIES LIMITED

(Formerly Known as KOSIAN INDUSTRIES LIMITED)

CIN: L67190MH1990PLC055497

PROXY FORM

Form No MGT-11

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

CIN	L67190MH1990PLC055497
Name of Company	SEVEN HILL INDUSTRIES LIMITED
Reg. Office Address	GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI MH 400077 IN.
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SEVEN HILL INDUSTRIES LIMITED hereby appoint

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name	
Address	
E mail Id	Signature

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

Reg. Office GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI, Maharashtra, India,

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SEVEN HILL INDUSTRIES LIMITED

(Formerly Known as KOSIAN INDUSTRIES LIMITED)

CIN: L67190MH1990PLC055497

Form – MGT -12
BALLOT PAPER/POLLING PAPER

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

*Applicable in case of Share held in electronic form

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of General Meeting of Company scheduled to be held on Saturday, 29th September, 2018 at 12:00 P.M. at GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI MH 400077 IN., which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Businesses				
1.	To receive, consider and adopt the Audited Standalone Financial Statements as well as Audited Consolidated Financial Statements of the Company for financial year ended 31 st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.			
2.	To appoint statutory auditors and fix their remuneration			
Special Businesses				
3.	To re-appoint Mrs. Krupa Sandeep Shah, (DIN: 06975078) as Director being liable to retire by rotation.			
Special Business and Special Resolution				
4.	Alteration of the Main Object in the Memorandum of Association of the Company.			

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Reg. Office GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI, Maharashtra, India,

E Mail: compliancesevenhill@gmail.com

SEVEN HILL

INDUSTRIES LIMITED

28th Annual report 2017-2018

OPERATIONS REVIEW:

During the year under review due to financial crisis company has carried out minor trading business activities to cover the set back faced by the company in the recent years. So the company was not in a position to generate higher revenue from the operation and due to some fixed cost company posted Net Loss of Rs. (2085,121.00/-).

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF THE COMPANY'S AFFAIRS:

The Company had not done any business activity during the year under review.

DIVIDEND:

Considering the loss incurred in the current financial year and accumulated losses, your Directors have not recommended any dividend for the financial year under review.

TRANSFER TO RESERVES:

The Company has not transferred any amount to Reserves for the period under review.

SHARE CAPITAL:

The issued, subscribed and paid up capital of the Company is Rs 130032000/- divided into 13003200 equity shares of Rs 10/- each. There was no change in the share capital during the year.

MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, associate companies & joint ventures.

DEPOSIT:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Companies Act, 2013, none of the directors retire by rotation at the ensuing AGM.

The composition of directors of the Company, changed during the year

Mrs. Krupa Sandeep Shah (DIN: 06975078), Mr. Jitendra Champaklal Sanghvi (DIN: 03551311) and Mr. Manojkumar Shah (DIN: 07184656) are Directors of the company.

Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

MEETINGS:

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year 7 (Seven) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

AUDIT COMMITTEE:

The terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

No remuneration is paid to the existing directors, due to loss in the Company.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders Relationship Committee has been constituted as per provisions of Section 178 of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

BOARD EVALUATION:

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:

The Directors/ Key Managerial Personnel are drawing remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is given.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith

REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this Report.

AUDITORS AND AUDITORS' REPORT:

M/s. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, Mumbai (Firm Reg. No. 128216W), Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

COST AUDITOR AND COST AUDIT REPORT:

Cost Audit is not applicable to your Company.

SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s. RSP. & Co., Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:

Sr. No.	Qualifications made by Secretarial Auditor	Explanations by the Board
a)	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
b)	The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
c)	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
d)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.
e)	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act 2013.
f)	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.

INTERNAL CONTROL SYSTEMS:

As the company has reinitiated its working to cover up the financial losses faced by it, there is only policy for internal financial control through accounting and auditing measures. Further effective internal control system is in the process of implementation, upon the increase in business activities.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantee or Investments made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2016-17 is enclosed as an Annexure to this Board's Report. During the year under review, the company has not provided any security falling within in purview of Section 186.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earnings on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013: Since there are no women employees in the Company hence no comments.

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014, every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

BUSINESS RISK MANAGEMENT:

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for: Government Policies and Human Resource Risk.

VIGIL MECHANISM:

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

PLACE: Mumbai
DATE: 06.09.2018

For and on Behalf of the Board
For, SEVEN HILL INDUSTRIES LIMITED

Sd/-
(MANOJKUMAR KANTILAL SHAH)
DIRECTOR
DIN: 07184656

SEVEN HILL

Annexure to Director's Report**Particulars of Loans, Investment and Guarantees**Amount outstanding as at 31st March, 2018

	Rupees in Lacs
Particulars	Amount
Loans given	2166.63
Guarantee given	0.00
Investments	1360.42

Note: The details of Loan given and Investments made are as mentioned in the notes of financial statements.

PLACE: Mumbai
DATE: 06.09.2018

For and on Behalf of the Board
For, SEVEN HILL INDUSTRIES LIMITED

Sd/-
(MANOJKUMAR KANTILAL SHAH)
DIRECTOR
DIN: 07184656

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT**

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

2. OVERALL REVIEW:

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

3. RISK AND CONCERNS:

The Company's future development would depend upon the commencement of its operational activities

4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly

5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review, the Company did not carry out any activity.

6. CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

PLACE: Mumbai
DATE: 06.09.2018

**For and on Behalf of the Board
For, SEVEN HILL INDUSTRIES LIMITED**

**Sd/-
(MANOJKUMAR KANTILAL SHAH)
DIRECTOR
DIN: 07184656**

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note Ref	As at March 31,2018	As at March 31,2017
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	2	-	-
(b) Other Intangible Assets	2A	-	-
(c) Financial Assets			
(i) Investments	3	136,042,147	69,842,950
(ii) Loans	4	216,663,197	33,376,199
(iii) Other Financial Assets	5	-	-
(d) Deferred Tax Assets (Net)		945,075	945,075
(e) Other non-current assets	7	29,434,832	11,603,304
		383,085,250	115,767,528
(2) Current Assets			
(a) Inventories	8	27,498,640	16,498,420
(b) Financial Assets			
(i) Trade Receivables	9	-	-
(ii) Cash & Cash Equivalents	10	995,163	187,825
(iii) Loans	11	3,151,674	3,101,309
(c) Current Tax Assets (Net)	12	-	-
(d) Other Current Assets	13	-	-
		31,645,477	19,787,554
TOTAL ASSETS		414,730,727	135,555,082
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	14	130,032,000	130,032,000
(b) Reserve And Surplus	15	515,406	2,600,528
TOTAL EQUITY		130,547,406	132,632,528
LIABILITIES			
(1) Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	205,822,258	200,000
(b) Deferred Tax liability (Net)		-	-
		205,822,258	200,000
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	17	75,665,010	-
(b) Other Current Liabilities	18	2,696,053	2,722,554
		78,361,063	2,722,554
TOTAL EQUITY AND LIABILITIES		414,730,727	135,555,082

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

As per our Report of even date

FOR, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants
FRN: 128216W

CA RISHI SEKHRI
PARTNER
M.NO. 126656



For and on behalf of the Board

FOR SEVEN HILL INDUSTRIES LIMITED

KRUPA S. SHAH
DIRECTOR
DIN: 07265625

JITENDRA C. SANGHVI
DIRECTOR
DIN: 07640574



Date:
Place: Mumbai

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

		(In Rs.)	
Particulars	Note No	F.Y. 2017-18	F.Y. 2016-17
I. Revenue from Operations	19	0	5,075,804
II. Other Income	20	503,655	0
III. Total Revenue (I +II)		503,655	5,075,804
IV. Expenses:			
Cost of materials consumed	21	0	0
Purchase of Stock-in-Trade	22	11,000,220	5,075,804
Change in inventories of finished goods & work in progress	23	(11,000,220)	0
Employee Benefit Expense	24	313,500	626,531
Financial costs	25	1,362	3,442
Depreciation & Amortisation	26	0	0
Other Expenses	27	2,273,915	229,303
IV. Total Expenses		2,588,776	5,935,080
V. Profit before tax	(III - IV)	(2,085,121)	(859,276)
VI. Tax Expense:			
(1) Current Tax			
- Income Tax		0	0
(2) Earlier Year Tax			
- Short/(Excess) Provision of Tax		0	0
(3) Deferred Tax		0	0
(4) MAT Credit entitlement		0	0
VI.Profit/(Loss) for the period from Continuing Operations	(V - VI)	-2,085,121	-859,276
VII. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		0	0
(ii) Tax relating to items that will not be reclassified to profit or loss		0	0
Other Comprehensive Income for the year, net of tax		0	0
IX.Total Comprehensive Income for the period (VII+VIII)	(VI + VII)	-2,085,121	-859,276
X.Earning per equity share (Basic and Diluted)			

Significant Accounting Policies & Notes on Accounts

24

The schedule referred above to form an integral part of the Profit & Loss in our report of even date.

FOR, RISHI SEKHRI AND ASSOCIATES,

Chartered Accountants

FRN: 128216W

[Signature]

CA RISHI SEKHRI

PARTNER

M.NO. 126656

Date:

Place: Mumbai



For and on behalf of the Board

FOR SEVEN HILL INDUSTRIES LIMITED

[Signature]

KRUPA S. SHAH

DIRECTOR

DIN: 07265625

[Signature]

JITENDRA C. SANGHVI

DIRECTOR

DIN: 07640574

Notes to Accounts for year ended March 31, 2018

6(A) Equity Share Capital

Equity share capital of face value ` 10.00 each	No. of Shares	(Figures in Rs.)
Balance as at April 1, 2016	-	130,032,000
Changes in equity share capital during the year	-	-
Balance as at March 31, 2017	-	130,032,000
Changes in equity share capital during the year	-	-
Balance as at March 31, 2018	-	130,032,000

6(B)

	Other equity			Other Comprehensive Income	
	Capital Reserve	Reserves and Surplus	Retained Earnings	Equity Instrument through OCI	Total
Balance at the beginning of the reporting period on 1st April 2016	-	-	-	-	-
Profit for the period	-	-	859,276	-	859,276
Other Comprehensive Income for the year	-	-	-	-	-
Balance as on 31st March 2017	-	3,459,804	859,276	-	859,276
Profit for the period	-	-	2,085,121	-	2,085,121
Other Comprehensive Income for the year	-	-	-	-	-
Balance as on 31st March 2018	-	3,459,804	2,944,398	-	859,276

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.


As per our Report of even date

FOR, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants

FRN: 128216W
CA RISHI SEKHRI
PARTNER
M.NO. 126656

Date:
Place: Mumbai

For and on behalf of the Board
FOR SEVEN HILL INDUSTRIES LIMITED


KRUPA S. SHAH JITENDRA C. SANGHVI
DIRECTOR DIRECTOR
DIN: 07265625 DIN: 07640574

The Company has only one class of equity shares having a par value of Rs.1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.



NON-CURRENT ASSETS
NOTE 2 : PROPERTY, PLANT & EQUIPMENTS

Particulars	Computer & Printer	Fingerprint Biometric System	Camera	Water Dispenser				(in) Total
Gross Block								
As on 01/04/2016	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-
As on 31/03/2017	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-
As on 31/03/2018	-	-	-	-	-	-	-	-
Accumulated Depreciation								
As on 01/04/2016	-	-	-	-	-	-	-	-
For the year 2016-17	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-
As on 31/03/2017	-	-	-	-	-	-	-	-
For the year 2017-18	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-
As on 31/03/2018	-	-	-	-	-	-	-	-
Net Block as on 31/03/2017	-	-	-	-	-	-	-	-
Net Block as on 31/03/2018	-	-	-	-	-	-	-	-
Previous Year	0	0	0	0				-

Note: In view of the adoption of para D7AA of Ind AS 101 relating to Deemed Cost, the net block as at March 31, 2016 has been shown as gross block as

NOTE 2A : OTHER INTANGIBLE ASSETS

Particulars	Office Equipment	(in) Total
Gross Block		
As on 01/04/2016	-	-
Additions	-	-
Adjustments	-	-
As on 31/03/2017	-	-
Additions	-	-
Adjustments	-	-
As on 31/03/2018	-	-
Accumulated Depreciation		
As on 01/04/2016	-	-
For the year 2016-17	-	-
Adjustments	-	-
As on 31/03/2017	-	-
For the year 2017-18	-	-
Adjustments	-	-
As on 31/03/2018	-	-
Net Block as on 31/03/2017	-	-
Net Block as on 31/03/2018	-	-

Note: In view of the adoption of para D7AA of Ind AS 101 relating to Deemed Cost, the net block as at March 31, 2016 has been shown as gross block as



NON-CURRENT ASSETS

NOTE 3 : FINANCIAL ASSETS -INVESTMENTS

Particulars	As at March 31,2018	As at March 31,2017
Investments in Equity Instruments		
(i) Quoted Equity Shares		
(At Fair value through OCI)		
Quoted And Unquoted Share	136,042,147	69,842,950
Total (i)	136,042,147	69,842,950
(ii) Unquoted Equity Shares		
Shree Vindhya Paper(4000 Shares)	-	-
Total (ii)	-	-
(iii) Investment in Partnership Firm		
(at Cost)		
Mark Developers (99%)	-	-
Total (iii)	-	-
Total(i+ii+iii)	136,042,147	69,842,950

NOTE 4 : FINANCIAL ASSETS -LOANS

	As at March 31,2018	As at March 31,2017
Loans to Subsidiaries:		
(Unsecured, Considered Good)	216,663,197	33,376,199
Total	216,663,197	33,376,199

NOTE 5 : OTHERS FINANCIAL ASSETS

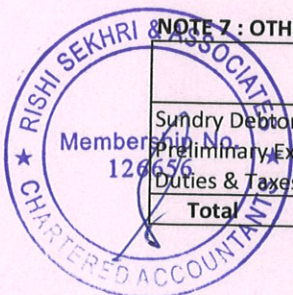
	As at March 31,2018	As at March 31,2017
Security Deposits	-	-
Total	-	-

NOTE 6 : Deferred Tax Assets (Net)

	As at March 31,2018	As at March 31,2017
Deferred Tax Assets on Account of:		
Depreciation	-	-
Unabsorbed Losses	-	-
OCI Items	-	-
Total	-	-
Deferred Tax Liability on Account of:		
OCI Items	-	-
Total	-	-

NOTE 7 : OTHER NON-CURRENT ASSETS

	As at March 31,2018	As at March 31,2017
Sundry Debtors	29,266,360	11,266,360
Preliminary Exp	168,472	336,944
Duties & Taxes Refundable	-	-
Total	29,434,832	11,603,304



CURRENT ASSETS
NOTE 8 : INVENTORIES

Particulars	As at March 31,2018	As at March 31,2017
Finished Goods	27,498,640	16,498,420
Total	27,498,640	16,498,420

NOTE 9 : FINANCIAL ASSETS- TRADE RECEIVABLES

Particulars	As at March 31,2018	As at March 31,2017
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding six months from the date	-	-
Less: Provision for doubtful Debts	-	-
Total	-	-

NOTE 10 :FINANCIAL ASSETS- CASH AND CASH EQUIVALENT

Particulars	As at March 31,2018	As at March 31,2017
Balances with Bank		
- Current account	885,933	70,187
Cash in hand	109,230	117,638
Total	995,163	187,825

NOTE 11 : FINANCIAL ASSETS -LOANS

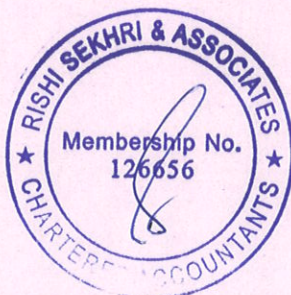
Particulars	As at March 31,2018	As at March 31,2017
Loans & Advance	3,151,674	3,101,309
Total	3,151,674	3,101,309

NOTE 12 : Current tax Assets(Net)

Particulars	As at March 31,2018	As at March 31,2017
Deffered tax asset	945,075	945,075
Total	945,075	945,075

NOTE 13 : Other Current Assets

Particulars	As at March 31,2018	As at March 31,2017
Other Advances	-	-
Prepaid Expenses	-	-
Total	-	-



NOTE 14: EQUITY SHARE CAPITAL

	As at March 31,2018		As at March 31,2017	
A. Authorised:				
52,000,000 equity shares of Rs. 1 each (Previous Year 52,000,000 equity shares of Rs. 1 each)	-	130,032,000	-	130,032,000
Total	-	130,032,000	-	130,032,000
B. Issued, Subscribed & Fully Paid-up:				
3,00,00,000 equity shares of Rs. 1 each (Previous Year 30,000,000 equity shares of Rs. 1 each)	-	130,032,000	-	130,032,000
Total	-	130,032,000	-	130,032,000

Disclosures:**(i) Details of Shareholding in excess of 5%**

Name of Shareholder	As at March 31,2018		As at March 31,2017	
	Number of Shares held	%	Number of Shares held	%
SIMPLEX TRADING & AGENCIES LTD.	1800000	13.84	1800000	13.84
SAIANAND COMMERCIAL LIMITED	1800000	13.84	1800000	13.84
ASHOK HIRALAL SHAH	1800000	13.84	1800000	13.84
VIEWLINE DISTRIBUTORS PRIVATE LIMITED	1800000	13.84	1800000	13.84
SWAKSHA VYAPAAR PRIVATE LIMITED	1800000	13.84	1800000	13.84
SHIV SHAKTI INVESTMENT	800000	6.15	800000	6.15

NOTE 15 : OTHER EQUITY**(In Rs.)**

Particulars	As at March 31,2018	As at March 31,2017
(a) Capital reserve	-	-
(b) Security Premium	3,459,804	3,459,804
(C) Retained Earnings	(2,944,398)	(859,276)
(d) Other Comprehensive Income	-	-
Total	515,406	2,600,528



NON CURRENT LIABILITIES

NOTE 16: Financial Liabilities-Borrowings

Particulars	As at March 31,2018	As at March 31,2017
(a) Unsecured Loan:		
Unsecured Loans	205,612,258	200,000
Jitendra Sanghvi	50,000	-
Lotus Jewels Pvt Ltd	160,000	
	205,822,258	200,000
(b) Bank Overdraft	-	-
Total	205,822,258	200,000

CURRENT LIABILITIES

NOTE 17 : FINANCIAL LIABILITIES-TRADE PAYABLES

Particulars	As at March 31,2018	As at March 31,2017
Trade payable: Others	75,665,010	-
Total	75,665,010	-

NOTE 18: OTHER CURRENT LIABILITIES

Particulars	As at March 31,2018	As at March 31,2017
Unclaimed Dividend	4,546	4,546
Provisions	2,719,008	2,718,008
Duties & Taxes	(27,501)	-
Total	2,696,053	2,722,554



Notes Forming Part of the Profit and Loss Statement

(In Rs.)

Note : 19 Revenue from Operations

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Sale(Shares)	-	-
2	Sale Other	-	5,075,804
	Total	-	5,075,804

Note : 20 Other Income

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Profit / (Loss) from Partnership Firm	-	-
2	Interest Income	503,655	-
3	Dividend Received	-	-
4	Short Term Capital Gain On M/F	-	-
5	Maintance Charges Received	-	-
6	Other Income	-	-
	Total	503,655	-

Note : 21 Cost consumption

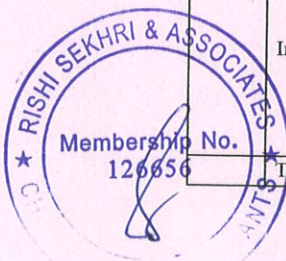
Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Cost of materials consumed	-	-
2	Building Material	-	-
3	Cement	-	-
4	Electrical Material	-	-
5	Electrical Work	-	-
6	Electricity Expenses	-	-
7	Fire Fighting	-	-
8	Flooring Materials	-	-
9	Glazing Works	-	-
10	Other Expenses	-	-
11	Paint and Putty Exp.	-	-
12	Plumbing & Water Proofing Works	-	-
13	R G Area Development Charges	-	-
14	RCC Contractor's Charges	-	-
15	Steal	-	-
16	Tenant Cost	-	-
17	Tiles Fixning Charges	-	-
	Total	-	-

Note : 22 Purchase of Stock

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Purchase (Shares And Diamonds)	11,000,220	5,075,804
	Add: DP Charges	-	-
	Add: Securities Transaction Tax	-	-
	Add: Stock Exchange Charges	-	-
	Total	11,000,220	5,075,804

Note : 23 Change in Inventories

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Inventories at the begining of the year		
	Finished goods	-	-
	Work in Progress	-	-
	Inventories at the end of the year		
	Finished Goods	11,000,220	-
	Work in Progress	-	-
	Total	11,000,220	-



Notes Forming Part of the Profit and Loss Statement

Note : 24 Employment Benefit Expenses

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Salaries & Wages		
	Salaries & Wages	313,500	626,531
	Director Remuneration	-	-
	Staff Welfare	-	-
	Total	313,500	626,531

Note :25 Financial Cost

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Interest Expense	-	-
2	Bank Charges	1,362	3,442
	Total	1,362	3,442

Note :26 Depreciation & Amortisation

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Depreciation on Tangible assests	-	-
2	Amortisation of Expenses Amalgamation Expenses	-	-
	Total	-	-

Note : 27 Other Expenses

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Advertisment Expenses	-	-
2	Audit Fees	10,000	10,000
3	Balance Write Off	168,472	-
4	Annual Custody Fees	52,000	53,529
5	Electricity Expenses	7,000	-
6	Demat Charges	1,150	7,976
7	Listing Fees	227,453	-
8	Printing & Stationery Expenses	900	-
9	Professional & Legal Fees	45,400	26,500
10	Director Remuneration	-	-
11	Rent	71,000	71,400
12	Office Expense	750	-
13	ROC Fees	9,900	-
14	Loss on sale of share	1,628,090	49,633
15	SEBI Penalty	-	-
16	Delay Payment Charges	-	-
17	S.T.T.	-	9,690
18	Telephone/Mobile Expenses	3,000	575
19	Staffwelfare exp	-	-
20	Prior Period Exp	48,800	-
	Total	2,273,915	229,303





KH & ASSOCIATES

Practicing Company Secretaries

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

To,
The Members,
SEVEN HILL INDUSTRIES LIMITED
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SEVEN HILL INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i) The Companies Act, 2013 and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;



316, Phoenix Complex, Sayajigunj, Vadodara - 390005 (M): 9824317835 E-mail: khassociates2016@gmail.com



- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;

The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;

- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
- g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015).
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards as mentioned above subject to the following qualifications:

- a) **Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- b) **The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, and quarterly result in newspaper.**
- c) **The Company does not maintain a functional website.**
- d) **As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- e) **As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- f) **Statutory Registrar as per companies Act 2013 is yet to be updated.**





KH & ASSOCIATES

Practicing Company Secretaries

- g) *Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.*

We further report that we have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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. As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. I cannot comment for the same as corresponding documents are not available for inspection.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines. I further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

We further report that during the audit period no prosecution initiated against the Company and the company has also not received any show cause notice during the year.

Date : 14.08.2018
Place : VADODARA



For K H & Associates
Company Secretaries

Hemant Valand
CS. HEMANT VALAND
ACS : 24697
CP : 8904

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



KH & ASSOCIATES

Practicing Company Secretaries

ANNEXURE-A

To,
The Members,
SEVEN HILL INDUSTRIES LIMITED
MUMBAI

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

1. Maintenance of secretarial records is the responsibility of management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the 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.

Date : 14.08.2018
Place : VADODARA



For K H & Associates
Company Secretaries

Hemant
CS. HEMANT VALAND
ACS : 24697
CP : 8904

FORM NO. MGT 9

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2018

I. REGISTRATION AND OTHER DETAILS:

CIN	L67190MH1990PLC055497
Registration Date	19/02/1990
Name of the Company	SEVEN HILL INDUSTRIES LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address of the registered office and contact details	Gala No. 23, Parekh Market, M.G. Road, Ghatkopar (East), Mumbai Mumbai City MH 400077 IN E Mail: compliancesevenhill@gmail.com
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Private Limited B-203, Sony Apt., Opp. St. Jude's High School, 90ft Road, Jarimari, Sakinaka, Mumbai-400072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of jewellery and related articles	3211	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-----NA-----					

IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i Category-wise Share Holding pattern

Category of Shareholders	No. of Shares held at the end of the year as on 31.03.2017				No. of Shares held at the beginning of the year as on 01.04.2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	0	0	0	0.00	0	0	0	0.00	
2. Foreign	0	0	0	0.00	0	0	0	0.00	
Total shareholding of Promoter (A) = 1+2	0	0	0	0.00	0	0	0	0.00	
B. Public Shareholding									
1. Institutions	0	1000	1000	0.01	0	1000	1000	0.01	0.00
2. Non-Institutions									
a) Bodies Corporate	8693239	6600	8699839	66.90	8702735	6600	8709335	66.98	-0.08
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 Lakh	1294022	26885	1320907	10.16	998674	314085	1312759	10.10	+0.06

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1043747	0	1043747	8.02	1040899	0	1185977	8.00	+0.02
c) Others (specify)									
-NRI	2609	0	2609	0.02	2609	0	2609	0.02	0.00
-HUF	1934598	500	1935098	14.88	1936598	0	1936598	14.89	+0.01
B) = (B) (1) + (B) (2) + c	12968215	34985	13003200	100	12686690	316510	13003200	100	--
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	12968215	34985	13003200	100	12681515	321685	13003200	100	

ii Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% chan ge in shar ehol ding duri ng 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	
-----NIL-----								

iii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): *There is no promoter holding hence it is not applicable.*

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2017		Cumulative Shareholding during the year 31.03.2018	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	ASHOK HIRALAL SHAH HUF				
	Opening Balance	1800000	13.84		
	Shares Bought during the period 01/04/2017 to 31/03/2018			0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			1800000	13.84
2	SIMPLEX TRADING & AGENCIES LTD.				
	Opening Balance	1800000	13.84		
	Shares Bought during the period 01/04/2017 to 31/03/2018			0	0

	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			1800000	13.84
3	SAIANAND COMMERCIAL LIMITED				
	Opening Balance	1800000	13.84		
	Shares Bought during the period 01/04/2017 to 31/03/2018			0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing balance			1800000	13.84
4	SHALVA INVESTMENTS PRIVATE LIMITED				
	Opening Balance	412200	3.17		
	Shares Bought during the period 01/04/2017 to 31/03/2018			0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			412200	3.17

5	SWAKSHA VYAPAAR PRIVATE LIMITED				
	Opening Balance	1000000	7.69		
	Shares Bought during the period 01/04/2017 to 31/03/2018			0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			1000000	7.69
6	DHEERAJ KUMAR LOHIA				
	Opening Balance	164544	1.27		
	Shares Bought during the period 01/04/2017 to 31/03/2018			0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			164544	1.27
7	SYNERGY COSMETICS EXIM LIMITED				
	Opening Balance	0	0		
	Shares Bought during the period 01/04/2017 to 31/03/2018	1800000	13.84	1800000	13.84
	Shares sold during the period 01/04/2016 to 31/03/2017				
	Closing Balance			1800000	13.84
8	V J COMTRADE PRIVATE LIMITED				
	Opening Balance				
	Shares Bought during the period 01/04/2017 to 31/03/2018	500000	3.85	0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			500000	3.85
9	MILLIONAIRE COMMODITIES PRIVATE LIMITED				
	Opening Balance	0	0		
	Shares Bought during the period 01/04/2017 to 31/03/2018	500000	3.85	0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			500000	3.85
10	VIEWLINE DISTRIBUTORS PRIVATE LIMITED				
	Opening Balance	1800000	13.48		
	Shares Bought during the period 01/04/2017 to 31/03/2018			0	0
	Shares sold during the period 01/04/2017 to 31/03/2018			0	0
	Closing Balance			1800000	13.48

(v) Shareholding of Directors and Key Managerial Personnel: *None of the director and key Managerial personnel holds any shares in the company.*

V. INDEBTEDNESS:

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

Secured Loans excluding deposits	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00
Change in Indebtedness during the financial year				
Additions	00	00	00	00
Reduction	00	00	00	00
Net Change	00	00	00	00
Indebtness at the end of the financial year				
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A.	REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER	NIL
B.	REMUNERATION TO OTHER DIRECTORS	NIL
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB	NIL

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT / Court)	Appeal made, if any (give details)
A. Company					
Penalty	NONE				
Punishment					
Compounding					
B. Directors					
Penalty	NONE				
Punishment					
Compounding					
C. Other officers in default					
Penalty	NONE				
Punishment					
Compounding					

For and on Behalf of the Board
For, SEVEN HILL INDUSTRIES LIMITED

PLACE: Mumbai
DATE: 06.09.2018

Sd/-
(MANOJKUMAR KANTILAL SHAH)
DIRECTOR
DIN: 07184656

Annexure to Director's Report**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2017****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

BOARD OF DIRECTORS:

The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD:

During the financial year 2017-18 the Board met 4 (Four) times on 29.05.2017, 14.08.2017, 14.11.2017, 14.02.2018, Attendance record of Directors attending the Board meetings and Annual General Meetings:-

Name of the Director	Category	No. of Board Meetings Attended	Last AGM attended (27.09.2016)
Manojkumar Kantilal Shah	Non - Executive (Director)	4	YES
Jitendra Champaklal Sanghvi	Non-Executive Independent Director	4	YES
Krupa Sandeep Shah	Non-Executive Independent Director	4	YES

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

AUDIT COMMITTEE:

The Audit Committee of the Company presently comprises of three Directors being Mr. Manojkumar Kantilal Shah Mr. Jitendra Champaklal Sanghvi and Mrs. Krupa Sandeep Shah

The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings:-

During the year the Audit Committee met 4 times on 29.05.2017, 14.08.2017, 14.11.2017, 14.02.2018 attendance of the members as under:

Name of the Director	Category	No. of Board Meetings Attended
Manojkumar Kantilal Shah	Non - Executive (Director)	4
Jitendra Champaklal Sanghvi	Non-Executive Independent Director	4
Krupa Sandeep Shah	Non-Executive Independent Director	4

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being Mr. Manojkumar Kantilal Shah Mr. Jitendra Champaklal Sanghvi and Mrs. Krupa Sandeep Shah. During the year the Nomination and Remuneration committee has not done any meeting as no appointment or resignation was made during the year.

The following is the terms of reference of Nomination and Remuneration Committee:-

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

Nomination and Remuneration Policy:-

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

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

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

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders Relationship Committee has been constituted in align with the provisions of Section 178 of the Companies Act, 2013 to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc. During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee. This committee presently consists of three directors namely, Mr. Manojkumar Kantilal Shah Mr. Jitendra Champaklal Sanghvi and Mrs. Krupa Sandeep Shah. There were two meeting were held during the year on 29.05.2017, 14.08.2017, 14.11.2017, 14.02.2018.

GENERAL BODY MEETINGS:**Location and time for last 3 years Annual General Meetings:-**

Financial Year	Location	Date	Time A.M./ P.M.	Special Resolution
25th 2014-15	2103, 21st Floor, G Square Business Park, Sector 30A, Opp. Sanpada Railway Station, Vashi (W), Navi Mumbai-400705, Maharashtra, INDIA	28.09.2015	01:00 P.M.	Change of Statutory Auditor of the company
26th 2015-16	2103, 21st Floor, G Square Business Park, Sector 30A, Opp. Sanpada Railway Station, Vashi (W), Navi Mumbai-400705, Maharashtra, INDIA	27.09.2016	10.A.M	N.A
27th 2016-17	GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI Mumbai City MH 400077 IN	29/09/2017	12.pm	NA
No Extra Ordinary General Meeting held during the year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.				

DISCLOSURES:

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

CEO / CFO CERTIFICATION:

No requirement of CEO/CFO CERTIFICATE AS NO BUSINESS WAS TRANSACTED

MEANS OF COMMUNICATION:

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

GENERAL SHAREHOLDERS INFORMATION:

GENERAL SHAREHOLDERS INFORMATION.			
Financial Year	1st April to 31st March		
Date and time of Annual General Meeting	29.09.2018 on 12:00 P.M.		
Venue of Annual General Meeting	GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI MH 400077 IN		
Dates of Book Closure	22.09.2018 to 29.09.2018		
Listing on Stock Exchange	BSE Limited, Mumbai		
Stock Code and Scrip ID	511760 (BSE) and SEVENHILL (BSE)		
Demat ISIN No.	INE518D01017		
Tentative Calendar for the 2018-19			
Quarterly Financial Results	Date of Board Meeting	Quarterly Financial Results	Date of Board Meeting
First Quarter Results	11.08.2018	Third Quarter Results	14.02.2019
Second Quarter Results	14.11.2018	Fourth Quarter Results	29.05.2019

CATEGORIES OF SHAREOWNERS AS ON 31.03.2018:

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Resident Individuals		
- Share capital up to Rs. 2 lakh	1320907	10.16
- Share capital in excess of Rs. 2 lakh	1043747	8.02
Financial Institutions (Mutual Funds /UTI)	1000	0.01
Bodies Corporate	8699839	66.91
NRIs/ OCBs	2609	0.02
Hindu Undivided Families	1935098	14.88
Total	13003200	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2017:

Share Balance	Holders	% of Total	Total Shares	% of Total
Upto - 2500	2119	92.94	704343	5.42
2501- 5000	79	3.47	284557	2.19
5001- 10000	38	1.67	255924	1.96
10001- 20000	13	0.58	181029	1.39
20001- 30000	8	0.35	207144	1.59
30001-40000	3	0.13	105192	0.81
40001- 50000	6	0.27	266377	2.05
50001- 100000	3	0.13	166838	1.29
100001 and above	10	0.44	10806073	83.11
Total	2280	100.00	13003200	100.00

STOCK MARKET DATA:

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)	Month	Highest (Rs)	Lowest (Rs)
Apr-16	2.24	2.24	Oct-16	2.42	2.42
May-16	2.24	2.24	Nov-16	2.42	2.42
Jun-16	2.24	2.24	Dec-16	2.42	2.42
Jul-16	2.58	2.35	Jan-17	2.42	2.42
Aug-16	2.58	2.35	Feb-17	2.42	2.42
Sep-16	2.58	2.35	Mar-17	2.42	2.42

REGISTRAR AND SHARE TRANSFER AGENT:

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED having its registered office at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400072, Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

SHARE TRANSFER SYSTEM:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

ADDRESS FOR CORRESPONDENCE:

GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI MH 400077 IN

Investors Correspondence/ Complaints to be address to:

Mr. Manojkumar Shah - Director and Compliance Officer

E-mail: compliancesevenhill@gmail.com

CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board Members and Senior Management Personnel of your Company. All Board Members and Senior Management Personnel have confirmed compliance with the code.

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS

To
The Members of
SEVEN HILL INDUSTRIES LIMITED
Mumbai

All the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended March 31, 2017.

PLACE: Mumbai
DATE: 06.09.2018

For and on Behalf of the Board
For, SEVEN HILL INDUSTRIES LIMITED

Sd/-
(MANOJKUMAR KANTILAL SHAH)
DIRECTOR
DIN: 07184656

**CERTIFICATE
AS PER RULE 4 OF COMPANIES (AUDIT AND AUDITORS) RULES, 2014**

We hereby certify and confirm that:

- a) We are eligible for appointment and not disqualified for appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made there under;
- b) the proposed appointment is as per the term provided under the Act
- c) the proposed appointment is within the limits laid down by or under the authority of the Act;
- d) There are no proceedings against the auditor or audit firm or any partner of the audit firm pending with respect to professional matters of conduct.

We further certify that the facts stated and disclosed in this certificate are true and correct.

**Yours faithfully
FOR, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants
FRN: 128216W**

**Place: Mumbai
Date: 29.09.2018**

**CA RISHI SEKHRI
PARTNER
M.NO. 126656**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,
2015**

To the members of SEVEN HILL INDUSTRIES LIMITED:

We have examined the compliance of conditions of Corporate Governance by **SEVEN HILL INDUSTRIES LIMITED** for the year ended 31st March, 2017 as stipulated in SEBI (LODR), Regulation 2015 of the said company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

**For, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants
FRN: 128216W**

**CA RISHI SEKHRI
PARTNER
M.NO. 126656**

**Place: Mumbai
Date: 29/05/2018**

Independent Auditors' Report

To,
THE MEMBERS OF
SEVEN HILL INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SEVEN HILL INDUSTRIES LIMITED**, which comprise the Balance Sheet as at 31 March 2017, 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 Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2017, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid 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 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, 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".
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

For, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants
FRN: 128216W

CA RISHI SEKHRI
PARTNER
M.NO. 126656

Place: Mumbai
Date: 29.05.2018

Annexure "A" to the Auditors' Report**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of M/s SEVEN HILL INDUSTRIES LIMITED on the accounts of the company for the year ended 31st March, 2017.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. The company does not have any Fixed Assets. Hence, clause (i) (a) (b) & (c) are not applicable to the company.
2. In respect of inventories:
 - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
3. As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) to (c) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The company has not accepted any deposits from the public.
6. The Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
7. In respect of Statutory dues:
 - a) According to information & explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
 - b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
8. The Company does not have any loans or borrowings from any financial institution, banks, and government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its Officers or employees has been noticed or reported during the year.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. 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.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants
FRN: 128216W**

**CA RISHI SEKHRI
PARTNER
M.NO. 126656**

**Place: Mumbai
Date: 29.05.2018**

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 **SEVEN HILL INDUSTRIES LIMITED** as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, 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 judgement, 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 March 31, 2017, 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, RISHI SEKHRI AND ASSOCIATES,
Chartered Accountants
FRN: 128216W**

**CA RISHI SEKHRI
PARTNER
M.NO. 126656**

**Place: Mumbai
Date: 29.05.2018**

SEVEN HILL INDUSTRIES LIMITED

CIN: L67190MH1990PLC055497

Reg. Office: Gala No. 23, Parekh Market, M.G. Road, Ghatkopar (East), Mumbai Mumbai City Mh 400077 India

28TH ANNUAL GENERAL MEETING On 29.09.201 at 12.00 P.M. at registered office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 27th Annual General Meeting of the Company

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

PROXY FORM**Form No MGT-11**

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

CIN	L67190MH1990PLC055497		
Name of Company	SEVEN HILL INDUSTRIES LIMITED		
Reg. Office Address	GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI Mumbai City MH 400077 IN		
Name of the Member			
Registered Address			
E Mail Id			
Folio No./Client ID			

I/We, being the member (s) of SEVEN HILL INDUSTRIES LIMITED hereby appoint

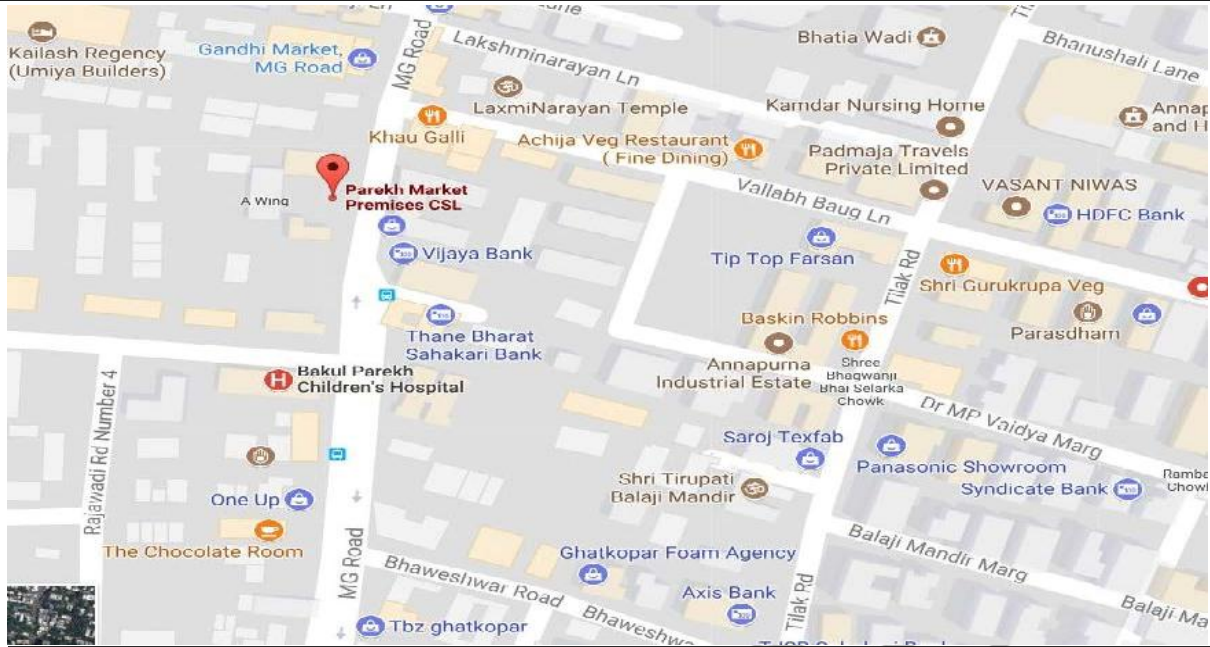
Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	



Route Map to the venue of the AGM

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 28th Annual General Meeting of the Company to be held on 29.09.2018 at 2:00 P.m. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

BALLOT FORM

Resolution No.	Resolution	Nature of Resolution	*Optional	
			For	Against
01	Adoption of financial statement for the year ended 31st March, 2018, together with Auditors' Report and Directors' Report	Ordinary		
02	CHANGE OF OBJECT OF COMPANY	SEPECIAL		
03	Re Appointment M/s. RISHI SEKHRI AND ASSOCIATES Chartered Accountants, Mumbai as auditors of the Company for 2016-17.	Ordinary		

Signed on thisday of2018.

Signature of shareholder/ Signature of Proxy

Affix
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 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report
- 3 *It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitle to vote in the manner as he/she thinks appropriate.

BOOK-POST

To,

If undelivered, please return to:

SEVEN HILL INDUSTRIES LIMITED

**Reg. Office: GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI Mumbai City
MH 400077 IN**