



SHARDUL SECURITIES LIMITED

CIN : L50100MH1985PLC036937

G 12, Tulsiani Chambers, Nariman Point, Mumbai - 400 021.

Tel. : 91 22 4009 0500 Fax : 91 22 2284 6585 / 91 22 6630 8609

Email id : investors@shriyam.com Website : www.shardulsecurities.com

30th July 2018

The Stock Exchange, Mumbai
Corporate Relationship Department
P.J.Towers
Dalal Street, Fort
Mumbai - 400 001

Dear Sir,

Re : Our Security Code No.512393
Sub: Submission of Annual Report

With reference to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed Annual report of our company adopted in 33rd Annual General Meeting of the Members of the Company held on Thursday, 26th July 2018.

Kindly acknowledge receipt and take the above on record.

Yours faithfully,
For SHARDUL SECURITIES LIMITED

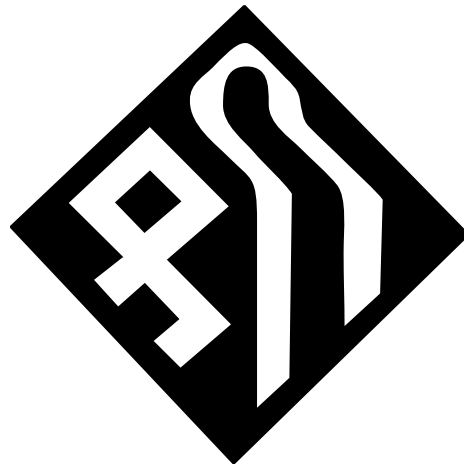
Daya Bariya
(Director and Company Secretary)

Encl: As Above



SHARDUL

SECURITIES LIMITED



33RD

ANNUAL REPORT

2017 - 2018

Regd. Office:
G-12, Tulsiani Chambers 212,
Nariman Point, Mumbai - 400 021.

SHARDUL
SECURITIES LIMITED

Regd. Office: G-12, Tulsiani Chambers 212, Nariman Point, Mumbai 400 021

BOARD OF DIRECTORS

R. Sundaresan	- Executive Chairman
Kantilal Shah	- Independent Director
Charul Abuwala	- Independent Director
Devesh Vasavada	- Independent Director
Yogendra Chaturvedi	- Executive Director and Chief Executive Officer
Daya Bariya	- Executive Director and Company Secretary
Prashant Chaturvedi	- Chief Financial Officer

Contents	Page No.
Information about the Company	2
Notice of Annual General Meeting	3
Director's Report	9
Report on Corporate Governance	26
Independent Auditors' Report on Standalone Financial Statement	38
Balance Sheet	42
Statement of Profit & Loss	43
Cash Flow Statement	44
Significant Accounting Policies	45
Notes on Financial Statement	47
Independent Auditors Report on Consolidated Financial Statement	61
Consolidated Balance Sheet / Statement of Profit & Loss, Cash Flow Statement, Notes on Consolidated Financial Statement and Significant Accounting Policies on Consolidated Accounts	64

AUDITORS:
M/s. Khimji Kunverji & Co.

BANKERS:
 HDFC Bank Limited

REGISTERED OFFICE:
 G-12, Tulsiani Chambers, 212,
 Nariman Point, Mumbai 400 021
 Tel.No.: 40090500
 Fax No.: 22846585
 Website: www.shardulsecurities.com
 E Mail: investors@shriyam.com

SUBSIDIARY COMPANIES:

Shriyam Broking Intermediary Limited.
 712-713, Tulsiani Chambers, 212, Nariman Point
 Mumbai 400 021

Shriyam Realtors Private Limited
 (Formerly known as Shriyam Broking (IFSC)
 Private Limited)
 9 Metro Commercial Centre 1st Floor,
 Behind Gujarat High Court, Ashram Road,
 Ahmedabad GJ 380009 IN

REGISTRARS AND SHARE TRANSFER AGENT
Link Intime India Private Ltd

Address: C-101, 247 Park,
 LBS Marg, Vikhroli West,
 Mumbai – 400 083
 Tel.No.: +91 22 49186270
 Fax : +91 22 49186060
 E mail: rnt.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that the Thirty-Third Annual General Meeting of the Members of Shardul Securities Limited will be held on Thursday, 26th July 2018 at 10.00 a.m., M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai – 400001 to transact the following business: -

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2018, the Statement of Profit & Loss and cash flow statement for the year ended on that date and the Reports thereon.
2. To appoint a director in place of Mr. Yogendra Chaturvedi (DIN: 00013613), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on the Paid-up Equity Share Capital of the Company.

AS SPECIAL BUSINESS:

4. Appointment of Statutory Auditor to fill casual vacancy:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s J. Kala & Associates, Chartered Accountants, (Firm Registration No.: 118769W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No: 105146W).

“RESOLVED FURTHER that M/s J. Kala & Associates, Chartered Accountants, (Firms Registration No. 118769W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 30th May 2018, until the conclusion of this Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds, things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

5. Appointment of Statutory Auditor:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s J. Kala & Associates, Chartered Accountants, (Firms Registration No. 118769W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2023 at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds, things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

6. Re- appointment of Mr. R Sundaresan as a Chairman & Executive Director (DIN: 00029840), of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the continuation of office of Mr. R Sundaresan (DIN: 00029840), who has attained the age of seventy three years on June 16, 2018, as a Whole time Director, designated as Executive Director and Chairman, liable to retire by rotation, for further period of three years, with effect from 16th June 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with right to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be mutually agreed, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. R Sundaresan (DIN: 00029840), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable

for any three years of the tenure of Mr. R Sundaresan (DIN: 00029840) or for such years of his tenure in which inadequacy arises, whichever is lower.

“RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds, things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

7. To confirm the appointment of Ms. Daya Bariya (DIN: 07049483) as Whole time Director, designated as Executive Director and Company Secretary who was appointed as an Additional Executive Director.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Daya Bariya (DIN: 07049483), Company Secretary, who was appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation, with effect from 14th November, 2017”.

“RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act 2013 (“the Act”), the Company in general meeting hereby approves, confirms and ratifies appointment of Ms. Daya Bariya (DIN:07049483), as Whole-time Director of the Company designated as “Executive Director and Company Secretary”, for a period of three years commencing from 14th November 2017 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with right to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be mutually agreed, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Ms. Daya Bariya (DIN: 07049483), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Ms. Daya Bariya (DIN:07049483) or for such years of her tenure in which inadequacy arises, whichever is lower.

“RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds, things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

NOTES: -

1. A Member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company, the instrument appointing proxy should however, be deposited at the Registered Office of the Company not less than forty eight hours before commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3) of SEBI (Listing Obligation and disclosure requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. Members / Proxies are requested to bring the Attendance Slip duly filled in for attending the meeting.
6. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting, and those who hold shares in physical form are requested to write their Folio Numbers in the Attendance Slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are hereby informed that the Company has transferred to “Investor Education and Protection Fund” of the Central Government

all unclaimed Dividends up to Dividend for the Financial Year 2009-10. Dividend declared in the earlier years and remaining unpaid will be deposited with the above fund of the Government at the expiry of 7 years from the date of their transfer to unclaimed dividend account. Shareholders who have not encashed the dividend warrants, declared after this period are requested to encash their dividend warrants immediately.

Further, in terms of Section 124(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto and notification issued by the Ministry of Corporate Affairs from time to time, the Company has transferred during the year, the required number of shares in respect of which dividends have remained unclaimed for a period of seven consecutive years or more to the IEPF Account.

9. Register of Members / Transfer books will be closed from 20th July 2018 to 25th July 2018 (both days inclusive).
10. Members may please note that the Dividend Warrants are payable at par at the designated branches of the Bank printed on reverse of the Dividend Warrant for an initial period of three months only. Thereafter, the Dividend Warrant on revalidation is payable only at limited centers/branches of the said Bank. The members are therefore, advised to encash Dividend Warrants within the initial validity period.
11. In order to provide protection against fraudulent encashment of the warrants, shareholders holding shares in physical form are requested to intimate the Company under the signature of the Sole/First joint holder, the following information to be incorporated on the dividend warrants:
 - a) Name of the Sole/First joint holder and the Folio Number.
 - b) Particulars of Bank Account, viz.: 1) Name of the Bank 2) Name of Branch 3) Complete address of the Bank with Pin Code Number 4) Account type, whether Savings (SB) or Current Account (CA) 5) Bank Account number allotted by the Bank.
12. Shareholders holding shares in electronic form may kindly note that, their Bank accounts details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion of/change in such bank details.
13. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Shareholders who wish to change such Bank Account details are therefore requested to advise their Depositories Participants about such change, with complete details of Bank Account.
14. Member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her queries to the Company at least eight days prior to the meeting so that the required information can be made available at the Meeting.
15. Members holding shares in physical form are requested to notify /send the following to the Company's Registrars and Share Transfer Agents to facilitate better service:
 - a. Any change in their address/mandate/bank details.
 - b. Particulars of their bank account in case the same have not been sent earlier.
 - c. Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholding into one account.
 - d. Email-Id.

Members holding shares in electronic form are requested to update /send their change in address/bank details/Email-id to the respective Depositories, viz. NSDL & CDSL.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LIPL).

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 9.00 A.M on 23rd July 2018 and ends on 5.00 P.M on 25th July 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th July 2018, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- ii. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- v. Your User ID details are given below:

- a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
- c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

vi. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on address stickers.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ol style="list-style-type: none"> i. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (v-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

viii. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

ix. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xii. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

xiii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

xiv. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

xv. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

xvi. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or contact LIPL at Tel : 022 - 49186000.

M/s Dhirendra Maurya & Associates, Company Secretary in Practice, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 19th July 2018.

The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.shardulsecurities.com and on the website of Link Intime India Private Limited, <https://instavote.linkintime.co.in> and communicated to the BSE Limited.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to special business:

ITEM NO. 4:

The Members of the Company at its 32nd AGM held on Friday, 29th September 2017 had appointed M/s Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No: 105146W) as the Statutory Auditors of the Company to hold office from the conclusion of 32nd AGM till the conclusion of 37th Annual General Meeting of the Company subject to ratification of the appointment by the Members at every AGM held after the 32nd AGM of the Company.

M/s Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No: 105146W) vide their letter dated 28th May 2018 have resigned from the position of Statutory Auditors of the Company w.e.f. F.Y. 2018-19, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 29th May 2018, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s J. Kala & Associates, Chartered Accountants, (Firm Registration No.: 118769W), to hold office as the Statutory Auditors of the Company till the conclusion of 33rd AGM and to fill the casual vacancy caused by the resignation of M/s Khimji Kunverji & Co., Chartered Accountants subject to the approval by the members at the 33rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s J. Kala & Associates, Chartered Accountants, (Firm Registration No.: 118769W), to act as Statutory Auditors of the Company in place of M/s Khimji Kunverji & Co., Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the in Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5

The Board of Directors at its meeting held on 29th May 2018, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s J. Kala & Associates, Chartered Accountants, (Firm Registration No.: 118769W) as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 33rd AGM, till the conclusion of the 38th AGM of the Company to be held in the year 2023, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s J. Kala & Associates, Chartered Accountants, (Firm Registration No.: 118769W) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The present term of office of Mr. R. Sundaresan, Whole-time Director expired on 15th June 2018. The Board of Directors approved his re-appointment as Whole-time Director of the Company, liable to retire by rotation for a period of three years with effect from 16th June 2018 on the terms and conditions including remuneration as set out below, subject to the approval of shareholders of the Company at the Annual General Meeting. Also Section 196(3) of the Act, inter alia, provides that no company shall continue the employment of person who has attained the age of Seventy years, as managing director, whole-time director or manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation. The terms and conditions set out for re-appointment and payment of remuneration may be altered and varied from time to time by the Board of Directors of the company as it may at its discretion deem fit so as not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof; Remuneration of Mr. R. Sundaresan with effect from 16th June 2018 will be as follows:-

- a) Salary including other benefits: Rs 6,50,000/- per annum.
- b) Company's contribution to Provident Fund and payment of Gratuity shall be as per the Company Rules and Regulations.

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

Brief resume of Mr. R. Sundaresan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (LODR) the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Except Mr. R. Sundaresan, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6

The Board commends the Special Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

The Board of Directors of your company, after reviewing the provision of the Companies Act, 2013, and based on the recommendations of the Nomination and Remuneration Committee, at their meeting held on 14th November 2017, appointed Ms. Daya Bariya, Company Secretary as an Additional Director designated as Executive Director as she fulfills the conditions specified in the Act, and the Rules made there under and SEBI(LODR) 2015 the listing Agreement as amended from time to time by Stock Exchanges as per direction of SEBI. The company proposes to appoint Ms. Daya Bariya as Whole-time Director designated as "Executive Director", liable to retire by rotation as per the provisions of Section 149, 152, 196 and 197 of the Companies Act, 2013 read with relevant Rules of 2014 for a period of three years w.e.f 14th November 2017. The terms and conditions set out for re-appointment and payment of remuneration may be altered and varied from time to time by the Board of Directors of the company as it may at its discretion deem fit so as not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof; The remuneration and other details are mentioned below for your information.

- a) Salary including other benefits: Rs. 8,63,480/- per annum.
- b) Company's contribution to Provident Fund and payment of Gratuity shall be as per the Company Rules and Regulations.

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

Brief resume of Ms. Daya Bariya, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI(LODR) 2015 the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Except Ms. Daya Bariya, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7

The Board commends the Special Resolutions set out at Item Nos. 7 of the Notice for approval by the shareholders.

For and on behalf of the Board

Place: Mumbai

Date: 29th May 2018

Regd. Office:

G-12, Tulsiani Chambers

212, Nariman Point

Mumbai 400 021

R Sundaresan
Executive Director

Daya Bariya
Executive Director and Company Secretary

DIRECTORS REPORT

To,
The Members of
Shardul Securities Ltd.

Your Directors are pleased to present the Thirty-Third Annual Report and the Audited Accounts for the year ended March 31, 2018.

1. Financial Results: -

	(Rs. in lakhs)	
	2017-2018	2016-2017
Profit/(Loss) before Depreciation	319.99	67.71
Less: Depreciation	<u>32.09</u>	<u>32.24</u>
Profit/(Loss) before Taxation	287.90	35.47
Less: Tax Expenses		
Provision for tax	40.00	2.25
Current tax expense relating to prior years	-	(6.74)
Deferred Tax Liability/(Asset)	<u>(5.26)</u>	<u>18.09</u>
Profit / (Loss) after Taxation	253.16	21.87
Surplus/(Deficit) brought forward from previous years	<u>4070.04</u>	<u>4178.90</u>
	<u>4323.20</u>	<u>4200.77</u>
Appropriations:		
Statutory Reserve Fund as per RBI Guidelines	50.63	4.37
Proposed Dividend(including dividend tax) on Equity Shares	-	126.36
Balance carried to Balance Sheet	<u>4272.57</u>	<u>4070.04</u>

2. Dividend:-

Your Directors recommend a dividend of Re. 0.60 per Equity Share on 1,74,98,433 equity shares of Rs.10 each aggregating to Rs. 126.36 lakhs (including dividend tax) for the financial year ended 31st March 2018 which if approved at the ensuing Annual General Meeting, will be paid to (i) all those Equity Shareholders whose names appear in the Register of Members as on 19th July 2018 and (ii) to those whose names as beneficial owners are furnished by the National Securities Depositories Ltd., and Central Depositories Service (India) Ltd.

3. Transfer to Reserves:-

As per requirement of RBI regulations, the Company has transferred to Statutory Reserve Fund an amount of Rs. 50.63 Lakhs in Financial Year ended March 31, 2018.

4. Management Discussions and Analysis Report:-

(i) Financial Performance:

Your Company achieved a gross revenue of Rs.556.22 lakhs during the year under report and a net profit of Rs.253.16 lakhs. However, on a consolidated basis including the subsidiary, your company achieved a net profit of Rs. 346.80 lakhs.

(ii) Industry Structure and developments:

Though the monsoon conditions were better during the year under report, yet many parts of the country still had to go through severe drought conditions. Notwithstanding increased farm output, adequate relief to the farmers by way of fair support price as per Professor Swaminathan report on agri pricing that the Govt had promised did not materialize resulting in gloomy state of affairs for farmers across the country. The service sector and industrial sector, however, contributed marginally higher at 7 and 9 percent respectively which resulted in an increase in the GDP growth to about 7.2% as compared to about 6% during the previous financial year. The low crude oil prices in international market helped the Government to substantially mobilize towards infrastructure developments but during the year under report, the international crude oil prices started moving up again and with the Government Agencies being reluctant to lower the tax advantages they gained during the previous year, it resulted in an increase in the domestic petroleum prices leading to inflationary trends and higher cost of living affecting the common man in general.

The capital markets remained volatile though there was positive trend in terms of better valuations in metal, banking, auto and pharmaceutical segments. The continued influx of funds through foreign investments and the general growth in the contributions towards mutual fund industry ensured constant money supply to the capital markets resulting in increase in stock market indices.

The foreign exchange reserves crossed \$ 400 Billion for the first time, thanks to Direct Foreign Investments which increased by almost 8% besides the foreign remittances for investments and savings. However the adverse balance of payments due to negative Import/Export activities witnessed Rupee depreciating substantially in the recent times.

The Banking sector has been going through the pains of accumulated burden of making huge provisions for bad and doubtful debts that got further accentuated by some huge frauds committed by a few delinquent traders in diamond and Jewellery Industry that did not augur well for the Industry. The Credit off take was low with cost of funds being not borrower friendly.

The NBFCs in the country generally showed an improved performance particularly in the micro finance and SME segments and your company though basically engaged in investment activities also showed a better growth and performance during the year under review.

(iii) Business Review:

Despite the volatility in Capital markets, your company could achieve better results as compared to previous year for the aforesaid reasons and looks forward to better its performance during the ensuing year as the monsoon conditions are expected to be positive. Due to ensuing general election year, Government spending is also likely to increase and would contribute for accelerated economic growth that should auger well for your company's activities as well.

(iv) Opportunities and Threats:

Despite a reasonable GDP growth that is expected to be around 7.3%, the Government's finances have been under intense strain after the introduction of GST wherein determination of the right kind of rate mix is still in an evolution stage. The Government has taken lot of measures to support the rural and power sectors that requires huge capital expenditure but the strict provisioning norms in the banking system has resulted in erosion of capital and ability of the banks to lend freely for supporting the accelerated economic growth envisaged by the Government. Money supply which was a cause of worry is restored to its normalcy and with higher Govt expenditure, the economy should move ahead on a positive note in the coming years.

(v) Segment-wise – Product-wise reporting:

As there has been no change in your company's business activities and broking activities there are no separate reportable segment.

(vi) Outlook:

Your company expects the capital markets continuing to be volatile in view of the political developments consequent to the ensuing election year and would like to be guarded in making projections for the year. However, if the anticipated Government expenditure to boost the economy takes place, the market should remain vibrant and your company should be able to achieve better results for the coming year.

(vii) Risks and Concerns:

Your company's activities which are essentially in the capital market segments and the risk perception of our activity could be discerned as under:

Market Risk: Your company's major investments are mostly in capital market instruments like shares, mutual funds and bonds and any volatility could erode the capital value of the investments. No doubt, your company would keep a close vigil on movement of prices and take appropriate steps to minimize this risk.

Interest risk: The changes in interest rates by RBI and Banks could result in fluctuations in prices and consequently the income of various investments and borrowings by the company may vary. Your company has put in measures to hedge this risk but this cannot be eliminated totally.

Operation Risk: The stock market operations are fraught with certain risks associated with market judgments by operational executives and their decision making process based on certain perceptions prevailing at any given time and these could change suddenly resulting in unexpected adverse positions. As the operations are human dependent, the error factor is always inbuilt in this activity. Some of the risks could be wrong data input, deviations from the rules of SEBI or Exchange due to oversight, lack of coordination amongst the dealing and back office, administrative delays in adhering to schedules etc. This is not exhaustive and your company strives to minimize this type of risk through adequate training and motivation periodically.

(viii) Internal Financial Control Systems and their Adequacy:

Your company has in place adequate interest control measures. There is continuous monitoring of all the activities and necessary creative measures are taken periodically to manage any unforeseen risk factors.

(ix) Human Resources:

Your company has adequate trained professionals to manage the affairs of the company in the most prudent manner.

5. Subsidiaries:-

Shriyam Broking Intermediary Limited, a wholly owned subsidiary of the company achieved a significant improvement in its working results during the year under report. The net profit for the year was at Rs.88.82 lakhs as compared to Rs.50.38 lakhs during the previous year. The subsidiary is poised to improve its performance in coming year with more active participation in the markets and increase in the clientele base.

Shriyam Realtors Private Limited (Formerly known as Shriyam Broking (IFSC) Private Limited) a wholly owned subsidiary of Shriyam Broking Intermediary Limited was incorporated on 15th December 2016. However the company has not yet started any business activities.

6. Names of Companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year:-

During the year under review no company has ceased to be its subsidiaries, joint ventures or associate companies.

7. Directors:-

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, 2013, Mr. Yogendra Chaturvedi (DIN: 00013613), director is liable to retire by rotation at the ensuing AGM and is eligible for reappointment.

The present term of office of Mr. R. Sundaresan (holding Din No. 00029840), Whole-time Director expires on 15th June 2018. Your Directors approved his re-appointment as Whole-time Director of the Company for a period of three years with effect from 16th June 2018, subject to the approval of shareholders of the Company at the Annual General Meeting

At a board meeting held on 14th November 2017 the board had appointed Ms. Daya Bariya, (holding Din No. 07049483) as an Additional Executive Women Director, who is liable to retire by rotation and would vacate her office at the ensuing Annual General Meeting of the Company and is eligible for re-appointment at the ensuing Annual General Meeting of the Company.

Necessary resolutions for the appointment /re-appointment of the aforesaid directors have been included in the notice convening the ensuing AGM and details of the proposal for appointment / re-appointment are mentioned in the explanatory statement of the notice.

Your directors recommend their appointment / re-appointment.

Brief resume of the Directors proposed to be appointed/ reappointed, nature of their experience in specific functions and area and number of companies in which he/she hold membership/chairmanship of Board Committees as stipulated regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Report of Corporate Governance forming part of the Annual Report.

All independent directors have given declaration that they meet the criteria of independence as laid under section 149(6) of the Companies Act, 2013 and regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Appointments/Resignations of the Key Managerial Personnel:-

Ms Daya Bariya was appointed as an Additional Executive Director with effect from 14 November 2017. Ms Daya Bariya was also appointed as the Company Secretary with effect from 1st December 2017 in place of Ms Monika Agarwal who resigned as Company Secretary of the Company with effect from 30th November 2017.

9. Board Evaluation:-

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, 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, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

10. Remuneration Policy:-

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

11. Number of Meetings of the Board:-

Four Meetings of the Board of Directors were held during the year and the details of such meetings forms part of the Corporate Governance Report.

12. Audit Committee:-

The Audit Committee as on 31st March 2018 comprises of Independent Directors namely Mr. Devesh Vasavada (Chairman), Mr. Kantilal Shah, Mr. Charul Abuwala and Mr. Yogendra Chaturvedi (Executive Director) as other members. All the recommendations made by the Audit Committee were accepted by the Board.

13. Extract of Annual Return:-

The details forming part of the extract of the Annual Return in form MGT-9 as required under section 92 of the Companies Act 2013, is included in this Report as Annexure –A and forms as integral part of this Report.

14. Taxation:-

In opinion of Directors, the provision for Income Tax is made as per the provisions of the Income Tax Act, 1961.

15. Cash flow:-

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Cash Flow Statement is appended with this report.

16. Directors' Responsibility Statement:-

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;

- c) that proper and sufficient care has been taken 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;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

17. Statutory Auditors and Auditors' Report:-

M/s Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No: 105146W have conducted audit for the F.Y. 2017-18. M/s Khimji Kunverji & Co. has tendered their resignation to discontinue as the Statutory Auditor of the Company w.e.f. F.Y. 2018-19 and further remaining terms of their period.

The Board of Directors recommends appointment of M/s J. Kala & Associates, Chartered Accountants (Firm Registration No.: 118769W) as Statutory Auditors of the Company in place of M/s Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No: 105146W who have tendered their resignation as Statutory Auditors of the Company w. e. f. F.Y. 2018-19.

The Board of Directors of the Company at its meeting held on 29th May 2018 have appointed M/s J. Kala & Associates, Chartered Accountants (Firm Registration No.: 118769W), subject to approval of shareholders at ensuing Annual General Meeting, to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company.

The Board recommends to the members of the Company for approval of appointment of M/s J. Kala & Associates, Chartered Accountants (Firm Registration No.: 118769W) as the Statutory Auditors of the Company.

Your Company has received a letter from M/s J. Kala & Associates, Chartered Accountants (Firm Registration No.: 118769W) to the effect that their appointment, if made, would be under Section 139 (1) of the Companies Act, 2013 and that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014.

The notes to the Financial Statement referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

18. Secretarial Audit:-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed M/s Dharendra Maurya & Associates, Company Secretary in Practice to undertake Secretarial Audit of the Company. The Secretarial Audit Report is included in Annexure – B and forms an integral part of this Report.

There is no secretarial audit qualification for the year under review.

19. Internal Audit:-

The Company's internal control system is commensurate with its size, scale and complexities of the operations. The internal audit is entrusted to M/s Anil B Jain & Associates, Chartered Accountants. The Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken.

20. Significant and material orders passed by the regulators or courts:-

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

21. Corporate Governance:-

Report on Corporate Governance stipulated under Regulation 34(3) and Regulation 53(f) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange form part of this annual report. A certificate from the auditors of the Company M/s Khimji Kunverji & Co. Chartered Accountants, confirming compliance of conditions of Corporate Governance as stipulated under aforesaid regulation is annexed to and forms part of this Report.

22. Consolidated Accounts:-

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Accounting Standard -21 prescribed by the Institute of Chartered Accountants of India, Company had made additional disclosure in respect of Consolidated Financial Statements and Accounting Standard-18 for Related Party transactions.

23. Particulars of loans, guarantees or investments by the Company:-

Details of Loans, guarantees or investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

24. Related Party Transactions:-

There were no materially significant related party transactions, which could have had a potential conflict with the interests of the Company.

As required under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated policy on dealing with Related Party Transactions. The Policy is available on the website of the Company.

Weblink of the same is: <http://www.shardulsecurities.com/related%20party%20transaction%20policy.pdf>

25. Whistle blower policy and vigil mechanism:-

The Company has established a whistle blower policy and vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct policy. The mechanism provides for adequate safeguards against victimization of directors and employees. None of the personnel have been denied access to the Audit Committee of the Board. The details of Whistle Blower Policy are available on the website of the Company www.shardulsecurities.com

26. Corporate Social Responsibility Committee:-

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to the CSR Committee and an Annual Report on CSR Activities forms part of this Report as Annexure C.

27. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:-

The Company has in place a requisite policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2017-18 and hence no complaint is outstanding as on 31.03.2018 for redressal.

28. Other Statutory information:-**a. Particulars of Employees:**

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of the employees of the Company are annexed to this report as 'Annexure D'.

In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees are in receipt of remuneration in excess of the limits set out in the said Rules.

b. Conservation of Energy, Technology Absorption and foreign Exchange earnings and outgo:

- i) Provisions pertaining to conservation of Energy and Technology Absorption are not applicable or not relevant to the working of Company. The Directors keep themselves acquainted with ongoing seminars and research papers.
- ii) The Company has neither earned nor spent any amount by way of Foreign Exchange.

c. Deposits:

- i) There are no deposits covered under Chapter V of the Act, which has remained unclaimed or claimed but not paid for which information is required to be given in this report. The Company neither hold any Public Deposits nor is accepting any deposits.
- ii) The Company has complied with various requirements in terms of the capital adequacy under the guidelines issued by the Reserve Bank of India for the Non-Banking Financial Companies.

29. CEO/CFO Certification:-

The Chief Executive Officer and Chief Financial Officer have issued a certificate pursuant to the provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

30. Acknowledgment:-

Your Directors appreciate the co-operation and support extended by the Shareholders, Employees, Financial Institutions and Banks.

For and on behalf of the Board

Place: Mumbai

Date: 29th May 2018

**R Sundaresan
Executive Director**

**Daya Bariya
Executive Director and Company Secretary**

Regd. Office:

G-12, Tulsiani Chambers
212, Nariman Point
Mumbai 400 021

Annexure A
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2018

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L50100MH1985PLC036937
ii)	Registration Date	23/07/1985
iii)	Name of the Company	SHARDUL SECURITIES LIMITED
iv)	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	G-12, TULSIANI CHAMBERS, 212, NARIMAN POINT, MUMBAI – 400 021. Tel. No.: 40090500 Fax No.: 22846585
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Ltd Address: C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083 Tel. No: +91 22 49186270 Fax: +91 22 49186060 E mail: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Investment activity	643	78.86
2	Lending Activity	649	14.65

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Shriyam Broking Intermediary Limited. Add - 712-713, Tulsiani Chambers, 212, Nariman Point Mumbai 400 021	U67120MH1994PLC081401	Subsidiary Company	100%	Section 2 (87)
2	Shriyam Realtors Private Limited [Formerly known as Shriyam Broking (IFSC) Private Limited] Add - 9 Metro Com Centre 1st Floor, B/H Gujarat High Court, Ashram Road, Ahmedabad – 380009	U65999GJ2016PTC094725	Subsidiary Company (of Shriyam Broking Intermediary Limited)	100%	Section 2 (87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % to total Equity)
(i) Category-wise Shareholding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 2018				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	9570107	0	9570107	54.6912	9570107	0	9570107	54.6912	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	3525700	0	3525700	20.1487	3525700	0	3525700	20.1487	0.0000
	Sub Total (A)(1)	13095807	0	13095807	74.8399	13095807	0	13095807	74.8399	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	13095807	0	13095807	74.8399	13095807	0	13095807	74.8399	0.0000

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 2018				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Central Government/ State Government(s)/ President of India	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	956847	875805	1832652	10.4732	942615	635705	1578320	9.0198	-1.4534
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	477425	80100	557525	3.1861	664302	80100	744402	4.2541	1.0680
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	*IEPF	0	0	0	0.0000	237587	0	237587	1.3578	1.3578
	Hindu Undivided Family	49806	0	49806	0.2846	52670	0	52670	0.3010	0.0164
	Non Resident Indians (Non Repat)	1434	0	1434	0.0082	2283	0	2283	0.0130	0.0048
	Non Resident Indians (Repat)	2316	0	2316	0.0132	415	0	415	0.0024	-0.0108
	Clearing Member	26589	0	26589	0.1520	8629	0	8629	0.0493	-0.1027
	Bodies Corporate	1917904	14400	1932304	11.0427	1775020	3300	1778320	10.1627	-0.8800
	Sub Total (B)(3)	3432321	970305	4402626	25.1601	3683521	719105	4402626	25.1601	0.0000
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	3432321	970305	4402626	25.1601	3683521	719105	4402626	25.1601	0.0000
	Total (A)+(B)	16528128	970305	17498433	100.0000	16779328	719105	17498433	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	16528128	970305	17498433	100.0000	16779328	719105	17498433	100.0000	

*The voting rights on these shares shall remain frozen till the rightful owner claims the shares. (Refer to Section 124 of the Companies Act, 2013)

(ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2017			Shareholding at the end of the year - 2018			% change in shareholding during the year
		No of shares held	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares held	% of total shares of the company	% of shares pledged encumbered to total shares	
1	GAGAN D CHATURVEDI	2836185	16.2082	0.0000	2836185	16.2082	0.0000	0.0000
2	RAJESH D CHATURVEDI	2605586	14.8904	0.0000	2605586	14.8904	0.0000	0.0000
3	A TO Z BROKING SERVICES LLP	2118400	12.1062	0.0000	2118400	12.1062	0.0000	0.0000
4	DEVESH D CHATURVEDI	1902419	10.8719	0.0000	1902419	10.8719	0.0000	0.0000
5	BRIJESH D CHATURVEDI	999867	5.7140	0.0000	999867	5.7140	0.0000	0.0000
6	SHRIYAM COMMODITIES INTERMEDIARY LLP	932000	5.3262	0.0000	932000	5.3262	0.0000	0.0000
7	PRADEEP SANDEEP CORPORATE ADVISORS LLP	475000	2.7145	0.0000	475000	2.7145	0.0000	0.0000
8	MANI D CHATURVEDI	350450	2.0028	0.0000	350450	2.0028	0.0000	0.0000
9	BABITA D CHATURVEDI	169600	0.9692	0.0000	169600	0.9692	0.0000	0.0000
10	SHRUTI G CHATURVEDI	136000	0.7772	0.0000	136000	0.7772	0.0000	0.0000
11	VARSHA R CHATURVEDI	136000	0.7772	0.0000	136000	0.7772	0.0000	0.0000
12	RAGHAV R CHATURVEDI	131100	0.7492	0.0000	131100	0.7492	0.0000	0.0000
13	RAMYA R CHATURVEDI	127500	0.7286	0.0000	127500	0.7286	0.0000	0.0000
14	MOHINI G CHATURVEDI	99700	0.5698	0.0000	99700	0.5698	0.0000	0.0000
15	RAJESH DINANATH	75700	0.4326	0.0000	75700	0.4326	0.0000	0.0000
16	KAMVAN CONSTRUCTION PRIVATE LIMITED	300	0.0017	0.0000	300	0.0017	0.0000	0.0000
	Total	13095807	74.8399	0.0000	13095807	74.8399	0.0000	0.0000

(iii) Change in Promoter's Shareholding

Sr no.	Name & type of transaction	Shareholding at the beginning of the year - 2017		Cumulative shareholding at the end of the year - 2018	
		No. of shares held	% Of total shares of the company	No of shares held	% Of total shares of the company
1	GAGAN DINANATH CHATURVEDI	2836185	16.2082	2836185	16.2082
	AT THE END OF THE YEAR			2836185	16.2082
2	RAJESH D CHATURVEDI	2605586	14.8904	2605586	14.8904
	AT THE END OF THE YEAR			2605586	14.8904
3	A TO Z BROKING SERVICES LLP	2118400	12.1062	2118400	12.1062
	AT THE END OF THE YEAR			2118400	12.1062
4	DEVESH D CHATURVEDI	1902419	10.8719	1902419	10.8719
	AT THE END OF THE YEAR			1902419	10.8719
5	BRIJESH D CHATURVEDI	999867	5.7140	999867	5.7140
	AT THE END OF THE YEAR			999867	5.7140
6	SHRIYAM COMMODITIES INTERMEDIARY LLP	932000	5.3262	932000	5.3262
	AT THE END OF THE YEAR			932000	5.3262
7	PRADEEP SANDEEP CORPORATE ADVISORS LLP	475000	2.7145	475000	2.7145
	AT THE END OF THE YEAR			475000	2.7145
8	MANI D CHATURVEDI	350450	2.0028	350450	2.0028
	AT THE END OF THE YEAR			350450	2.0028
9	BABITA D CHATURVEDI	169600	0.9692	169600	0.9692
	AT THE END OF THE YEAR			169600	0.9692
10	SHRUTI GAGAN CHATURVEDI	136000	0.7772	136000	0.7772
	AT THE END OF THE YEAR			136000	0.7772
11	VARSHA R CHATURVEDI	136000	0.7772	136000	0.7772
	AT THE END OF THE YEAR			136000	0.7772
12	RAGHAV R CHATURVEDI	131100	0.7492	131100	0.7492
	AT THE END OF THE YEAR			131100	0.7492
13	RAMYA RAJESH CHATURVEDI	127500	0.7286	127500	0.7286
	AT THE END OF THE YEAR			127500	0.7286
14	MOHINI G CHATURVEDI	99700	0.5698	99700	0.5698
	AT THE END OF THE YEAR			99700	0.5698
15	RAJESH DINANATH	75700	0.4326	75700	0.4326
	AT THE END OF THE YEAR			75700	0.4326
16	KAMVAN CONSTRUCTION PRIVATE LIMITED	300	0.0017	300	0.0017
	AT THE END OF THE YEAR			300	0.0017

Note: 1. Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 17498433 Shares.

2. The details of holding has been clubbed based on PAN.

3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

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

Sr no.	Name & type of transaction	Shareholding at the beginning of the year - 2017		Transactions during the year			Cumulative shareholding at the end of the year - 2018	
		No. Of shares held	% Of total shares of the company	Date of transaction	Increase/ decrease in shareholding	Reason	No of shares held	% Of total shares of the company
1	ANGULAR TRADING PVT LTD Transfer	681843	3.8966	07 Apr 2017	300000	Transaction in open Market	681843 981843	3.8966 5.611
	AT THE END OF THE YEAR						981843	5.611
2	BHASKAR ARVIND HINGAD Transfer	197385	1.128	07 Apr 2017	-200	Transaction in open Market	197385 197185	1.128 1.1269
	Transfer			14 Apr 2017	16157		213342	1.2192
	Transfer			21 Apr 2017	1573		214915	1.2282
	Transfer			12 May 2017	8010		222925	1.274
	Transfer			19 May 2017	389		223314	1.2762
	Transfer			02 Jun 2017	3467		226781	1.296
	Transfer			09 Jun 2017	8724		235505	1.3459
	Transfer			16 Jun 2017	439		235944	1.3484

Sr no.	Name & type of transaction	Shareholding at the beginning of the year - 2017		Transactions during the year			Cumulative shareholding at the end of the year - 2018	
		No.Of shares held	% Of total shares of the company	Date of transaction	Increase/ decrease in shareholding	Reason	No of shares held	% Of total shares of the company
	Transfer			14 Jul 2017	1722		237666	1.3582
	Transfer			25 Aug 2017	50		237716	1.3585
	Transfer			01 Sep 2017	300		238016	1.3602
	Transfer			08 Sep 2017	3014		241030	1.3774
	Transfer			15 Sep 2017	3451		244481	1.3972
	Transfer			22 Sep 2017	200		244681	1.3983
	Transfer			06 Oct 2017	4913		249594	1.4264
	Transfer			13 Oct 2017	458		250052	1.429
	Transfer			27 Oct 2017	199		250251	1.4301
	Transfer			24 Nov 2017	400		250651	1.4324
	Transfer			01 Dec 2017	902		251553	1.4376
	Transfer			08 Dec 2017	793		252346	1.4421
	Transfer			22 Dec 2017	1230		253576	1.4491
	Transfer			26 Jan 2018	1100		254676	1.4554
	Transfer			02 Feb 2018	75		254751	1.4559
	Transfer			09 Feb 2018	7496		262247	1.4987
	Transfer			16 Feb 2018	2277		264524	1.5117
	Transfer			16 Mar 2018	500		265024	1.5146
	Transfer			23 Mar 2018	1391		266415	1.5225
	Transfer			31 Mar 2018	220		266635	1.5238
	AT THE END OF THE YEAR						266635	1.5238
3	GLENMORD COMMERCIAL SERVICES PVT LTD	200000	1.143			Nil Movement during the year	200000	1.143
	AT THE END OF THE YEAR						200000	1.143
4	RECKON TRADING PRIVATE LIMITED	610728	3.4902				610728	3.4902
	Transfer			07 Apr 2017	-425000	Transaction in open Market	185728	1.0614
	AT THE END OF THE YEAR						185728	1.0614
5	DHANASTRA FINANCE AND INVESTMENT COMPANY PVT LTD	184960	1.057			Nil Movement during the year	184960	1.057
	AT THE END OF THE YEAR						184960	1.057
6	KAMAL MAVJI VISARIA	0	0				0	0
	Transfer			07 Apr 2017	124590	Transaction in open Market	124590	0.712
	AT THE END OF THE YEAR						124590	0.712
7	SHARDA SHARES AND SECURITIES PVT LTD	113750	0.6501			Nil Movement during the year	113750	0.6501
	AT THE END OF THE YEAR						113750	0.6501
8	JAGDISH AMRITLAL SHAH	50000	0.2857			Nil Movement during the year	50000	0.2857
	AT THE END OF THE YEAR						50000	0.2857
9	NANDKISHOR CHATURVEDI	41367	0.2364			Nil Movement during the year	41367	0.2364
	AT THE END OF THE YEAR						41367	0.2364
10	BRIJANAND CHATURVEDI	35000	0.2000			Nil Movement during the year	35000	0.2000
	AT THE END OF THE YEAR						35000	0.2000
11	PARMANAND MODI	30100	0.1720			Nil Movement during the year	30100	0.1720
	AT THE END OF THE YEAR						30100	0.1720

- Note: 1. Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 17498433 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year 01-04-17/ end of the year 31-03-18			Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
		No. of shares	% of total shares of the company	Date			No. of shares	% of total shares of the company
1	Devesh Vasavada	0	0	01-04-17	0	Nil Movement during the year	0	0
		0	0	31-03-18	0			
2	Yogendra Chaturvedi	0	0	01-04-17	0	Nil Movement during the year		
		0	0	31-03-18			0	0
3	K M Shah	0	0	01-04-17	0	Nil Movement during the year		
		0	0	31-03-18			0	0
4	Charul abuwala	0	0	01-04-17	0	Nil Movement during the year		
		0	0	31-03-18			0	0
5	R Sundaresan	0	0	01-04-17	0	Nil Movement during the year		
		0	0	31-03-18			0	0
6	*Monika Agarwal	0	0	01-04-17	0	Nil Movement during the year		
		0	0	31-03-18			0	0
7	Prashant Chaturvedi	0	0	01-04-17	0	Nil Movement during the year		
		0	0	31-03-18			0	0
8	#Daya Bariya	0	0	01-04-17	0	Nil Movement during the year		
		0	0	31-03-18			0	0

* Ms Monika resigned as director with effect from 26.12.2018

Ms Daya Bariya appointed as director with effect from 14.11.2017

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager :***(Rs. In Lakhs)*

Sl. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Name of MD/ WTD/ Manager	Name of MD/ WTD/ Manager	Name of MD/ WTD/ Manager	Total Amount
		Mr. R Sundaresan	*Ms Monika Agarwal	Mr. Yogendra Chaturvedi	#Ms Daya Bariya	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.50	8.16	14.17	5.44	34.27
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	6.50	8.16	14.17	5.44	34.27
	Ceiling as per the Act	In terms of the provisions of the Companies Act, 2013, the total remuneration payable to Whole time Directors shall not exceed 10% of the net profit of the company calculated as per section 198 of the Companies Act, 2013. However remuneration paid to such Directors is exceeding the said limit but is in accordance with schedule V of the Companies Act, 2013.				

* Designation of Ms. Monika Agarwal was changed from NED to ED w.e.f. 30th November 2017 and she resigned as Director with effect from 26th December 2017.

#Ms Daya Bariya was appointed as an Additional Executive Director with effect from 14 November 2017.

B. Remuneration to other directors*(Rs. In Lakhs)*

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount	
		Devesh Vasavada	Kantilal Shah	Charul Abuwala		
1	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	0.35 -	0.45 -	0.46 -	1.26 -	
	Total (1)	0.35	0.45	0.46	1.26	
2	Other Non- Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	- -	- -	- -	- -	
	Total (2)	-	-	-	-	
	Total (B)=(1+2)	0.35	0.45	0.46	1.26	
	Total Managerial Remuneration (A+B)				35.53	
	Overall Ceiling as per the Act	In terms of the provisions of the Companies Act, 2013, the total remuneration payable to all Directors shall not exceed 11% of the net profit of the company calculated as per section 198 of the Companies Act, 2013 except that the remuneration of directors shall not be deducted from the gross profit. However remuneration paid to such Directors is exceeding the said limit but is in accordance with schedule V of the Companies Act, 2013.				

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

(Rs. In Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO Mr. Yogendra Chaturvedi who is also Executive Director	CFO Mr. Prashant Chaturvedi	*CS Ms Monika Agarwal who is also Executive Director	#CS Daya Bariya whoe is also Executive Director	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14.17	11.03	8.16	5.44	38.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify.	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total	14.17	11.03	8.16	5.44	38.80

 *Ms. Monika Agarwal resigned as Company Secretary with effect from 30th November 2017.

 #Ms Daya Bariya was appointed as Company Secretary with effect from 1st December 2017.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Annexure – B
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,
Shardul Securities Limited

CIN: L50100MH1985PLC036937

Regd. Off: G-12, Tulsiani Chambers 212,
Nariman Point Mumbai – 400021,
Maharashtra, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Shardul Securities 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 my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, as given in “**Annexure-I**” for the financial year ended on 31st March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder and the applicable provisions of the Companies Act, 1956;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [**Not applicable to the Company during the Audit period as the company has not made any further issue of the shares**];
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [**Not applicable to the Company during the Audit period as the company has not introduced any such scheme**];
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not applicable to the Company during the Audit period as the company has not issued and listed any Debt Securities**];
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client [**Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the period under review**];
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit period as the company has not delisted / proposed to delist its Equity Shares from the Stock Exchange**); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit period as the company has not brought back / nor proposed to buy-back any of its Securities**);
- (vi) I have relied on the Representation made by the company and its officers for systems and mechanism formed by the company for compliance under other applicable Acts, Laws & Regulations to the Company. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.

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

- (i) Secretarial Standards with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

- (ii) The Listing Agreement entered into by the Company with BSE Limited & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) The Non-Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions issued by RBI from time to time

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors.
- The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent generally seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members view's, if any, are captured and recorded as part of the minutes.

I further report that based on review of compliance mechanism established by the Company, we are of the opinion, that there are adequate systems and processes in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period, the company has not undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc, referred to above.

For Dharendra Maurya & Associates
Company Secretaries
Dhirendra Maurya

Place: Mumbai
Date: 29.05.2018

Proprietor
Mem. No: 22005
C.P. No.: 9594

Annexure - I

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished and representations made to me by the company, its officer and agents, I report that the Company has, during the financial year under review, complied with the provisions of the Acts, the Rules made thereunder the Memorandum of Association & Articles of Association of the Company with regard to:-

1. Minutes of the Meetings of the Board of Directors, Committee meetings held during the financial year under review;
2. Minutes of the General body meeting held during the financial year under review;
3. Maintenance of various statutory Registers and documents and making necessary entries therein;
4. Notice and Agenda papers submitted to all the directors for the Board meetings;
5. E-forms filed by the Company from time-to-time, under applicable provisions of the companies Act, 2013 and attachments thereof during the financial year under review;
6. Intimations / documents / reports / returns filed with the stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under review;
7. Declarations received from the Directors of the Company pursuant to the provisions of section 184 of the companies Act, 2013 and attachments thereto during the financial year under review;
8. Appointment and remuneration of Internal & Statutory Auditor;
9. Closure of Register of members.

For Dharendra Maurya & Associates
Company Secretaries
Dhirendra Maurya

Proprietor

Mem. No: 22005

C.P. No.: 9594

Place: Mumbai
Date: 29.05.2018

To,
The Members,
Shardul Securities Limited
CIN: L50100MH1985PLC036937
Regd. Off: G-12, Tulsiani Chambers 212,
Nariman Point Mumbai – 400021,
Maharashtra, India

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

Management's Responsibility:

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulation and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliance.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Dharendra Maurya & Associates
Company Secretaries
Dhirendra Maurya

Proprietor

Mem. No: 22005

C.P. No.: 9594

Place: Mumbai
Date: 29.05.2018

Annexure - C

The Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Corporate Social Responsibility (CSR) is a Company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner. Corporate Social Responsibility (CSR) builds a dynamic relationship between a company on one hand and the society and environment on the other.

Activities proposed to be undertaken under CSR shall be activities mentioned in Schedule VII of Section 135(3) (a) of the companies Act 2013.

The Company formulated CSR Policy which is uploaded on the website of the company (Weblink: <http://www.shardulsecurities.com/Corporate%20Social%20Responsibility%20Policy.pdf>)

2. The Composition of CSR Committee

Sr. No.	Name of the Member	Status in Committee	Director status
1	Mr. Devesh Vasavada	Chairman	Independent Director
2	Mr. R Sundaresan	Member	Executive Director
3	Mr. Yogendra Chaturvedi	Member	Executive Director

4. Average net profit of the company for last three financial years: Rupees 377.32 Lakhs

5. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above): Rupees 7.55 Lakhs

6. Details of CSR spend for the financial year:

Sr. No.	CSR Project or activity identified	Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013. As amended)	Projects or Programs 1. Local Area or other 2. Specify the state and district where projects or program was undertakes	Amount outlay (budget) project or program wise (Rs. In Lakhs)	Amount spent on the project or Programs 1. Direct expenditure on projects or programs 2. Overheads (Rs. In Lakhs)	Cumulative expenditure upto the reporting period (Rs. In Lakhs)	Amount Spent : Direct or through implementing agency
1	Eradicating Hunger Poverty	Poverty	Mathura U.P.	3.17	3.17	3.17	3.17
2	Eradicating Hunger Poverty	Poverty	Local	0.40	0.40	0.40	0.40
3	Animal Welfare	Cow Feeds & Medicine	Mathura U.P.	6.98	6.98	6.98	6.98
4	Promoting Health care	Medical Help	Mathura U.P.	1.19	1.19	1.19	1.19
5	Promoting Education	Education	Local	0.30	0.30	0.30	0.30
6	Promoting Education	Education	Delhi	0.50	0.50	0.50	0.50
7	Promoting Education	Education	Mathura U.P.	1.18	1.18	1.18	1.18

The Company has paid Rs 7.60 Lakhs to Tulsi Public Charitable Trust (Registered trust) at the end of financial year 2017-2018. However the company shall ensure to undertake such activities as early as possible.

7. Details of implementing agency:

Tulsi Public Charitable Trust (Registered trust)

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Board

Place: Mumbai

Date: 29th May 2018

Mr. Devesh Vasavada
Chairman (CSR Committee)

R Sundaresan
Executive Director

Regd. Office:

G-12, Tulsiani Chambers

212, Nariman Point

Mumbai 400 021

Annexure - D

- (I) The ratio of the remuneration of Whole-time director to the median remuneration of the employees of the Company for the year 2017-18.

Name of Director	Designation	Raito	Percentage increase in remuneration increase
R. Sundaresan	Chairman & Executive Director	0.80	0
Yogendra Chaturvedi	Chief Executive Officer & Executive Director	1.74	0
*Monika Agarwal	Company Secretary & Executive Director	1.00	0.28
#Daya Bariya	Company Secretary & Executive Director	0.67	NA
Prashant Chaturvedi	Chief Financial Officer	NA	22

*Resigned as Company Secretary w.e.f. 30th November 2017 and as Directors w.e.f. 26th December 2017.

#Ms Daya Bariya was appointed as an Additional Executive Director with effect from 14 November 2017 and as Company Secretary w.e.f. 1st December 2017.

Sr. No.	Particulars		
(iii)	The percentage increase in the median remuneration of employees in the Financial Year.	25%	
(iv)	The number of permanent employees on the rolls of company.	7	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Employees other than managerial personnel 8%	Managerial Personnel 5.57%
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration is as per the Remuneration Policy of the Company	

Corporate Governance Report

Your Company has been practicing the principle of good corporate governance since inception. Good corporate governance comprises of all activities that result in the control of the company in a regular manner which makes management transparent, accountable and fair. In accordance with Clause 34(3) and Clause 53(f) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 agreement with stock exchange and best practices followed by reputed corporations on corporate governance. The details of compliance by the Company are as under:

1. Philosophy of the Company on the Code of Governance:-

The Company's philosophy on Corporate Governance envisage attainment of the highest levels of transparency, accountability and equity at all levels of its operation and in all its interactions with its stakeholders including shareholders, employees, Government Agencies and others. The Company strives for excellence with twin objective of enhancing customer satisfaction and shareholder's value.

The Company is committed to achieve the highest standards of Corporate Governance.

2. Board of Directors:-

• Composition of Board:

The strength of the Board as on 31st March, 2018 consists of Six Directors out of which three are Executive Director including women director and Three Non-Executive Directors. The Company has an Executive Director Chairman and therefore the Board consists of Three Independent Directors. The names of directors and their position are as follows:

Sr. No.	Name of the Director	Status	
1	Mr. R. Sundaresan	Executive Director	Chairman.
2	Mr. Kantilal Shah	Non Executive Director	Independent Director
3	Mr. Charul Abuwala	Non Executive Director	Independent Director
4	Mr. Devesh Vasavada	Non Executive Director	Independent Director
5	*Ms. Monika Agarwal	Director and Company Secretary	Non Independent Director
6	Mr. Yogendra Chaturvedi	Executive Director & Chief Executive Officer	Non Independent Director
7	#Ms. Daya Bariya	Executive Director and Company Secretary	Non Independent Director

*Ms. Monika Agarwal resigned as Director with effect from 26th December 2017.

#Ms Daya Bariya was appointed as an Additional Executive Director with effect from 14 November 2017.

• Board Meetings:

The Board of Directors of the Company met four times during financial year ended 31st March 2018. The Board Meetings were held on 26th May 2017, 04th August 2017, 14th November 2017 and 24th January 2018. The Annual General Meeting of the Company was held on Friday, 29th September 2017 at 10.00 a.m., at Senate Hall, 208, Regent Chambers, Nariman Point, Mumbai 400 021.

The Company has held at least one meeting in every three months and the maximum time gap between any two Board Meetings was not more than 120 days. None of the directors of the Company was a member of more than ten committees or the Chairman of more than five committees across all public limited companies in which he is a Director. None of the Directors of the Company has exceeded maximum number of directorship in other companies.

For the purpose of considering the limit of the Committees, only Audit Committee and Shareholders/ Investors Grievances Committee across all public limited companies has been considered in accordance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

• Directors Attendance records and Directorships held:

Attendance of each Director at the Board Meetings, last Annual General Meeting, and number of other Directorship of each Director in various companies as given below:

Name of the Director	Category	Attendance Particulars		No. of other directorships and committee member/chairmanship*		
		Board Meetings	Last AGM	Other Directorships (excluding Directorship in Pvt. Co's.)	Committee Memberships	Committee Chairmanships
Mr. R. Sundaresan	CH	2	Yes	1	1	--
Mr. Kantilal Shah	NED	4	Yes	--	1	--
Mr. Charul Abuwala	NED	4	Yes	1	3	2
Mr. Devesh Vasavada	NED	3	Yes	1	2	1
#Ms Monika Agarwal	NED	3	Yes	--	--	--
Mr. Yogendra Chaturvedi	ED	4	Yes	1	2	--
@Ms. Daya Bariya	ED	1	NA	--	--	--

CH - Chairman

ED - Executive Director

NED - Non Executive Director

*This includes the Chairmanship/Membership only in Audit Committee and Shareholders/ Investors Grievances Committee.

#Ms. Monika Agarwal resigned from Post of Director with effect from 26th December 2017.

@Ms Daya Bariya was appointed as an Additional Executive Director with effect from 14 November 2017.

Details of Directors being appointed/re-appointed at the Annual General Meeting:

As required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of membership of the Director and other relevant details in respect of Directors who are being recommended for reappointment are given hereunder:

Name of the Director	Age	Qualification	Experience	Directorship in other Companies	*Chairman/Member of the Committees of Companies
Ms. Daya Bariya	34	ACS, B.com and LLB	Ms Daya Bariya being the Company Secretary of the Company has varied experience in legal and Compliance Field and as an inducted woman director she will lend the required balance to the board.	Antique Finance Private Limited	NIL
Mr. R. Sundaresan	73	M.Sc, MBA, CAIIB	Mr. R. Sundaresan is having immense understanding in Financial, Banking and Corporate Advisory Sector.	1. Shriyam Broking Intermediary Limited 2. Shriyam Realtors Private Limited	Member of the Audit Committee of Shriyam Broking Intermediary Limited
Mr. Yogendra Chaturvedi	60	B.com	Mr. Yogendra Chaturvedi, is an experienced finance professional and heads the team as the Executive Director	1. Acuvision Capital and Finance Private Limited 2. Shriyam Broking Intermediary Limited 3. Shriyam Realtors Private Limited 4. Zeal Mining Private Limited	Member of Shareholders/ Investors Grievance Committee, & Audit Committee

*This includes the Chairmanship/Membership only in Audit Committee and Shareholder's/Investors Grievance Committee

• Disclosure of Relationship between directors inter-se:

None of the Directors are related to each other.

3. Board Committees:-

The Company has constituted Five committees of Directors, namely 1.Shareholders/Investor Grievances Committee, 2.Audit Committee 3.Nomination and Remuneration Committee, 4.Corporate Social Responsibility Committee and 5.Investment and Finance Committee to deal with matters requiring urgent decisions and monitoring of the activities falling within their terms of reference, comprising mainly of executive Directors. Each of these committees has their respective charters approved by the Board. The minutes of the meeting are recorded and placed before the Board for its information.

• Shareholders /Investor Grievances Committee:-

The said committee approves issue of duplicate certificates and oversees and reviews all matters connected with transfer of securities of the Company. The Committee also monitors redressal of investor's grievances. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

During the year, Two meetings were held on 30th August 2017 and 19th January 2018.

The Composition of the said committee as on 31st March 2018 and its attendance is as follows:

Sr. No	Name of the Member	Status in Committee	Director status	No. of meeting held	No. of meeting attended
1	Mr. Charul Abuwala	Chairman	Non Executive Independent Director	2	2
2	Mr. Devesh Vasavada	Member	Non Executive Independent Director	2	2
3	Mr. Yogendra Chaturvedi	Member	Executive Director	2	2

The Board has designated Ms. Daya Bariya, Director and Company Secretary as the Compliance Officer.

In pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated the guidelines and Code of Conduct for Prevention of Insider Trading.

The total number of complaints / requests / queries received and replied to the satisfaction of the investors during the year under review was 9.

The Shares held by Non Executive Directors as on 31.03.2018 are given below:

Sr No.	Name of the Director	Status	No of Shares	% Holding
1	Mr. Kantilal Shah	Non Executive Director	Nil	-
2	Mr. Charul Abuwala	Non Executive Director	Nil	-
3	Mr. Devesh Vasavada	Non Executive Director	Nil	-

• **Audit Committee: -**

The Board of Directors has constituted Audit Committee of Directors to exercise powers and discharge function as stipulated in section 177 of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and other statutory / regulatory provisions.

During the year 2017-2018, the Committee met Four times. The Committee Meetings were held on 26th May 2017, 04th August 2017, 14th November 2017 and 24th January 2018.

The Composition of Audit Committee as on 31st March 2018 and its attendance is as under –

Sr. No.	Name of the Member	Status in Committee	Director status	No. of meeting held	No. of meeting attended
1	Mr. Devesh Vasavada	Chairman	Non Executive Independent Director	4	3
2	Mr. Charul Abuwala	Member	Non Executive Independent Director	4	4
3	Mr. Kantilal M Shah	Member	Non Executive Independent Director	4	4
4	Mr. Yogendra Chaturvedi	Member	Executive Director	4	4

Ms. Daya Bariya, Director and Company Secretary acts as Secretary of the Committee

The terms of reference of the Audit Committee include: -

- i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii) Recommending for appointment, remuneration and terms of appointment of auditors of the Company
- iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
- v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process.

- viii) Approval or any subsequent modification of transactions of the company with related parties.
- ix) Scrutiny of inter-corporate loans, investments and guarantee.
- x) Valuation of undertakings or assets of the company, wherever it is necessary.
- xi) Evaluation of internal financial controls and risk management systems.
- xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- xiv) Discussion with internal auditors, if any, any significant findings and follow up there on.
- xv) Reviewing the findings of any internal investigations by the internal auditors, if any, into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- xviii) To review the functioning of the Whistle Blower mechanism.
- xix) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee is vested with powers to investigate any activity of Company or seek information from any employee.

Besides the Committee Members, Senior Executives of accounts, finance, internal audit, statutory auditors were standing invitees for on the spot clarification / explanation.

• **Nomination and Remuneration Committee: -**

In Compliance with Section 178 of Companies Act 2013 the Board renamed the Remuneration Committee as 'Nomination and Remuneration Committee'.

During the year the Committee had 1 meeting on 14th November 2017.

Composition of the committee as on 31st March 2018 and its attendance is as follows

Sr. No.	Name of the Member	Status in Committee	Director status	No. of meeting held	No. of meeting attended
1	Mr. Devesh Vasavada	Chairman	Non Executive Independent Director	1	0
2	Mr. Charul Abuwala	Member	Non Executive Independent Director	1	1
3	Mr. R. Sunderasan	Member	Executive Chairman	1	1

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. 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.

Details of Remuneration paid to Directors for the year ended March 31, 2018: -

(a) Non Executive Directors

Name of Director	Sitting Fees (Rs)
Mr. Kantilal Shah	45000
Mr. Charul Abuwala	46000
Mr. Devesh Vasavada	35000
Total	126000

(b) Executive Directors

Particulars	Mr. R Sundaresan Chairman and Executive Director	*Ms Monika Agarwal Company Secretary and Director
Salary	Rs. 6, 50, 000	Rs. 7,63,034
Perquisites	-	-
Variable Pay	-	Rs. 53,029
Sitting Fees	-	-
Notice Period and Severance Fees	One Months Notice or One month's Salary in lieu there of	One Months Notice or One month's Salary in lieu there of

Particulars	Mr. Yogendra Chaturvedi Executive Director	#Ms Daya Bariya Company Secretary & Executive Director
Salary	Rs. 14,17,024	Rs. 5,43,890
Perquisites	-	-
Variable Pay	-	-
Sitting Fees	-	-
Notice Period and Severance Fees	One Months Notice or One month's Salary in lieu there of	One Months Notice or One month's Salary in lieu there of

*Ms. Monika Agarwal resigned as Company Secretary with effect from 30th November 2017 and from Post of Director with effect from 26th December 2017.

#Ms Daya Bariya was appointed as an Additional Executive Director with effect from 14 November 2017 and as the Company Secretary with effect from 1st December 2017.

- **Corporate Social Responsibility Committee**

Pursuant to Section 135 of the Companies Act 2013, the Corporate Social Responsibility (CSR) Committee was duly constituted.

During the year, one Meeting was convened on 29th March 2018

Composition of the committee as on 31st March 2018 and its attendance is as follows:

Sr. No.	Name of the Member	Status in Committee	Director status	No. of meeting held	No. of meeting attended
1	Mr. Devesh Vasavada	Chairman	Independent Director	1	1
2	Mr. R Sundaresan	Member	Executive Chairman	1	1
3	Mr. Yogendra Chaturvedi	Member	Executive Director	1	1

The Company formulated CSR Policy which is uploaded on the website of the company (Weblink:<http://www.shardulsecurities.com/Corporate%20Social%20Responsibility%20Policy.pdf>)

The Terms of reference of the committee broadly comprises of following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013;
- To recommend the amount of expenditure to be incurred on the activities referred to in Corporate Social Responsibility Policy in a financial year;
- To monitor the Corporate Social Responsibility Policy of the company from time to time.
- Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

- **Investment and Finance Committee**

Pursuant to Section 179 of the Companies Act 2013, the Investment and Finance Committee was duly constituted.

During the year, three Meetings were convened on 24th July, 2017, 10th October 2017 and 8th December, 2017.

Composition of the committee as on 31st March 2018 and its attendance is as follows:

Sr No.	*Name of the Member	Status in Committee	Director status	No. of meeting held	No. of meeting attended
1	Mr. R Sundaresan	Chairman	Executive Chairman	3	1
2	Mr. Yogendra Chaturvedi	Member	Executive Director	3	3
3	*Ms. Monika Agarwal	Member	Executive Director	3	3
4	*Ms Daya Bariya	Member	Executive Director	-	-

*Ms. Monika Agarwal has resigned and Ms. Daya Bariya is appointed as member with effect from 26th December 2017.

The Terms of reference of the committee broadly comprises of following:

- To borrow monies from bank or any other financial institution;
- To invest the funds of the company;
- To grant loans or give guarantee or provide security in respect of loans;
- To sign, execute any document or give authority to any authorized signatory and to do any other act, deeds, things to give effect to any of the above matters.

• **INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on January 24, 2018, inter alia to discuss:

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

4. Remuneration Policy:-

• **Remuneration to Non- Executive Directors**

The Non- Executive Directors are paid remuneration by way of sitting fees. The Total amount of sitting fees paid during the Financial Year 2017-2018 is Rs 126,000. The Directors do not have any material pecuniary relationship or transactions with the Company.

• **Remuneration to Executive Directors**

The appointment and remuneration of Executive Directors including, Whole-time Director is governed by the Board of Directors and shareholders of the Company. The remuneration package of Executive Director comprises of salary, allowances and contribution to Provident and other Retirement Benefit Funds as approved by the Shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Nomination and Remuneration Committee and recommended to the Board for approval thereof. The remuneration policy is directed towards rewarding performance, based on review of achievements and is aimed at attracting and retaining high competency.

Currently, the Company does not have a scheme for grant of stock options.

5. Performance evaluation:-

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction.

6. Familiarization Programme for Independent Director:-

The Company had conducted various programmes during the financial year to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company, etc. Further, the Directors were encouraged to attend the training programmes being organized by various regulators/bodies/ institutions on above matters. The details of the policy relating to conducting familiarization programmes are displayed on the website of the Company, web link of the same is <http://www.shardulsecurities.com/program%20for%20independent%20directors.pdf>

7. Subsidiary Company monitoring framework:-

The Company has one material non listed Indian subsidiary named "Shriyam Broking Intermediary Limited as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has formulated the material subsidiary policy

and uploaded on the website of the company and Weblink of same is <http://www.shardulsecurities.com/material%20subsidiary%20policy.pdf>

8. Disclosure on related party transactions with related parties:-

During the period under review, the Company has not entered into any material transaction with any of its related parties. None of the transactions with any related parties were in conflict with the interests of Company at large.

Details of the transactions with related parties have been disclosed in note no. 22 of notes forming part of financial statements.

As required under regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated policy on dealing with Related Party Transactions. The Policy is available on the website of the Company.

Weblink of same is: <http://www.shardulsecurities.com/related%20party%20transaction%20policy.pdf>

9. Whistle blower policy:-

The Company has established a whistle blower policy and vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct policy. The mechanism provides for adequate safeguards against victimization of directors and employees. None of the personnel have been denied access to the Audit Committee of the Board. The details of Whistle Blower Policy are available on the website of the Company www.shardulsecurities.com

10. Code of Business Conduct & Ethics:-

The Company has adopted the model Code of Business Conduct & Ethics for Directors and Senior Management and the same is posted on the Company's website namely: www.shardulsecurities.com

11. Compliance with Mandatory Requirements:-

The Company has complied with the mandatory requirement of the Code of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

12. Means of Communications:-

The quarterly results are published in the Performa prescribed by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in one English language Newspaper (Business Standard) and one Marathi language Newspaper (Mumbai Mitra). Management Discussion and Analysis forms part of the Directors' Report. The quarterly results are also available on the Company's website namely www.shardulsecurities.com.

Declaration on Compliance of the Company's Code of Conduct:

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March 2018.

Place: Mumbai

Date: 29th May 2018

Yogendra Chaturvedi
Executive Director & CEO

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting:

Date & Time : 26th July 2018 at 10.00 a.m.

Venue : M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai – 400001.

2. Financial Calendar 2018-19

Board Meetings	Tentative dates
Results for the quarter ending June 30, 2018	Second week of August, 2018
Results for the quarter ending September 30, 2018	Second week of November, 2018
Results for the quarter ending December 31, 2018	Second week of February, 2018
Results for the year ending March 31, 2019	Last week of May, 2019

3. Book closure dates : 20th July 2018 to 25th July 2018
(Both days inclusive) in connection with the AGM.

4. Dividend Payment Date : On or after 26th July 2018

5. Registered Office : G-12, Tulsiani Chambers
212, Nariman Point
Mumbai 400 021

6. Equity shares listed on Stock Exchanges at: -

BSE Ltd.

7. Annual Listing fees: -

The listing fees to the BSE Ltd. have been duly paid by the Company up to the financial year 2017-18.

8. Dematerialization of shares and Liquidity: -

95.89% of the Equity Shares have been dematerialized up to 31st March 2018. Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from 24th July 2000 as per notification issued by the Securities and Exchange Board of India (SEBI). The shares of the company are regularly traded at Bombay Stock Exchange. Total number of shares traded during the year 2017-18 were 2,77,917 and its value was Rs. 128,57,317.

9. Stock Code: -

i) Trading symbol at The Stock Exchange, Mumbai (Physical Segment) SHARDUL SECU.

ii) Demat ISIN Number in NSDL & CDSL – Equity Shares - INE037B01012

10. Distribution of Shareholding and Shareholding Pattern as on 31st March 2018: -

I) The Distribution of Shareholding as on 31st March 2018: -

No. of Equity Shares held	Shareholders		Shares held	
	No.	%	No.	%
1 -- 500	8264	94.6404	902879	5.1598
501 -- 1000	195	2.2332	158963	0.9084
1001 -- 2000	107	1.2254	161339	0.9220
2001 -- 3000	52	0.5955	133809	0.7647
3001 -- 4000	26	0.2978	90273	0.5159
4001 -- 5000	19	0.2176	86960	0.4970
5001 -- 10000	24	0.2749	169621	0.9693
10001 and above	45	0.5153	15794589	90.2629
TOTAL	8732	100.0000	17498433	100.0000

II) Shareholding Pattern as on 31st March 2018: -

Category	No. of Shares	%
Promoters	13095807	74.84
Financial Institutions / Banks / Mutual Funds / Insurance Company	0	0
Hindu Undivided Family	52670	0.30
Corporate Bodies	1778320	10.16
Indian Public	2322722	13.27
NRI / OCB	2698	0.02
Others (Share in Transit)	8629	0.05
IEPF	237587	1.36
TOTAL	17498433	100

11. General Body Meetings: -

i) The last three Annual General Meetings of the Company were held as under: -

Year	Location	Date	Time
2014-2015	Senate Hall, 208, Regent Chambers, Nariman Point, Mumbai 400 021.	11.09.2015	10.00 a.m.
2015-2016	Senate Hall, 208, Regent Chambers, Nariman Point, Mumbai 400 021	14.09.2016	10.00 a.m.
2016-2017	Senate Hall, 208, Regent Chambers, Nariman Point, Mumbai 400 021	29.09.2017	10.00 a.m.

ii) The following special resolutions were passed with required majority during the last three Annual General Meetings:

Sr. No.	Date of AGM	Particulars of Special Business Transacted
1	11.09.2015	Re- appointment of Mr. R Sundaresan as a Whole time Director, Confirmation of appointment of Ms Monika Agarwal as a Whole time Women Director of the Company and Adoption of new set of Articles of Association of the Company.
2	14.09.2016	Confirmation of appointment of Mr. Devesh Vasavada as a Director designated as Independent Non-Executive Director and confirmation of appointment of Mr. Yogendra Chaturvedi (DIN: 00013613) as Whole time Director designated as Executive Director and Chief Executive Officer.
3	29.09.2017	Confirmation of remuneration of Mr. R Sundaresan as Chairman and Executive Director, Ms. Monika Agarwal as Company Secretary and Executive Director and Mr. Yogendra Chaturvedi as Chief Executive Officer and Executive Director.

No special resolution was passed during the year 2017-18 through postal ballot.

12. Share Transfer Systems: -

Presently Share Transfer in physical form are processed and share certificate returned within a period of 30 days from the date of receipts, subject to the documents being clear in all respects.

13. Market Price Data: -

Monthly high/low market price of the Company's Equity Shares traded on The Stock Exchange, Mumbai and BSE Sensex during the last financial year 2017-2018 were as follows:

The Stock Exchange, Mumbai – Code No.512393

Month	Share Price		BSE Sensex	
	High	Low	High	Low
April 2017	46.00	38.00	30184.22	29241.48
May 2017	44.35	38.50	31255.28	29804.12
June 2017	64.00	38.25	31522.87	30680.66
July 2017	59.60	49.00	32672.66	31017.11
August 2017	52.50	36.80	32686.48	31128.02
September 2017	44.95	37.50	32524.11	31081.83
October 2017	44.00	37.30	33340.17	31440.48
November 2017	50.15	41.15	33865.95	32683.59
December 2017	49.55	41.25	34137.97	32565.16
January 2018	52.15	45.00	36443.98	33703.37
February 2018	54.90	43.00	36256.83	33482.81
March 2018	49.50	42.00	34278.63	32483.84

14. Address for Correspondence:

Investors Correspondence for Transfer / dematerialization of shares, payment of dividend on shares and any other query relating to shares.	For Shares held in physical form:	For shares held in demat form:
	Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083	To the Depository Participant.

15. Compliance officer

: Ms. Daya Bariya
Tel: 022- 40090500
Fax: 022- 22846585

16. Registrar & Share Transfer Agent

: Link Intime India Private Limited
Address: C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083
Tel. No.: +91 22 49186270
Fax: +91 22 49186060
Email: rnt.helpdesk@linkintime.co.in

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Shardul Securities Limited

We have examined the compliance of conditions of Corporate Governance by Shardul Securities Limited (the 'Company'), for the year ended March 31, 2018, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination of the relevant records and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For **Khimji Kunverji & Co.**

Chartered Accountants

Firm's Registration No: 105146W

Mumbai

May 29, 2018

Gautam V Shah

Partner (F- 117348)

**CEO & CFO Certification issued pursuant to the provisions of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

The Board of Directors

Shardul Securities Limited

Subject: CEO & CFO Certificate

We to the best of our knowledge and belief, certify that;

1. We have reviewed the financial statements and cash flow statement for the year ended 31st March 2018 and that to the best of our knowledge and belief;
 - i) these statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violating the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls over financial reporting and we have evaluated the effectiveness of internal controls systems of the company over financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls over financial reporting, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
4. We have indicated to the auditors and the Audit Committee;
 - i) Significant changes in the internal controls over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year, as disclosed in notes forming part of financial statement.
 - iii) Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the company's internal controls systems on financial reporting. To our knowledge and belief, there were no frauds during the year.

Yogendra Chaturvedi

Chief Executive Officer (CEO) & Executive Director

Prashant Chaturvedi

Chief Financial Officer (CFO)

Place: **Mumbai**

Date: **29th May 2018**

INDEPENDENT AUDITOR'S REPORT

To the Members of Shardul Securities Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Shardul Securities Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a 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 the Company's management and Board of Directors, as well as evaluating the overall presentation of the standalone financial statements
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

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

Other Matters

9. The Statutory audit for the preceding financial year was not carried out by us. The figures, numbers and details pertaining to previous year have been traced from the standalone financial statements of the previous year audited by Rajen Damani & Associated, Chartered Accountants vide their report dated May 26, 2017.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order
11. As required by section 143(3) of the Act, we further report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the applicable 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 March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on the financial position in its standalone financial statements – Refer Note 27 to the standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on derivative contracts. The Company did not have any other long-term contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. the disclosure requirements as envisaged in Notification G.S.R 308(E) dated March 30, 2017 is not applicable for the current year - Refer Note 13.1 to the standalone financial statements.

For **Khimji Kunverji & Co.**
Chartered Accountants
Firm's Registration No: 105146W

Mumbai
May 29, 2018

Gautam V Shah
Partner (F- 117348)

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As informed to us, fixed assets were physically verified by the Management at regular intervals. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company
- ii. As explained to us, the inventories which are maintained in dematerialized & physical forms, have been verified by the management. In our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies have been noticed on verification between the dematerialized stocks or physical stocks and the book records.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with section 185 and 186 of the Act with respect to loans and investment made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. According to information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under the sub-section 1 of section 148 of the Act for the sale of goods and services rendered or any product manufactured by the Company
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of Income-tax, Sales-tax, Service tax, Goods and Service Tax, Duty of Customs, Duty of Excise and Value added tax which have not been deposited as on 31 March 2018 on account of disputes
- viii. According to the information and explanations given to us, and based on the records of the Company, the Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.
- ix. According to the information and explanations given to us, and based on the records of the Company, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given 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.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related party Disclosures specified under 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv. 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 them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. The Company is registered under section 451A of the Reserve Bank of India Act, 1934

For **Khimji Kunverji & Co.**
Chartered Accountants
Firm's Registration No: 105146W

Mumbai
May 29, 2018

Gautam V Shah
Partner (F- 117348)

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Shardul Securities Limited ("the Company") as at 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the 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 Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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
- (c) 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 standalone 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 considering the nature and size of the operations, 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Khimji Kunverji & Co.**
Chartered Accountants
Firm's Registration No: 105146W

Mumbai
May 29, 2018

Gautam V Shah
Partner (F- 117348)

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	1,749.84	1,749.84
(b) Reserves and Surplus	2	9,418.03	9,164.87
		<u>11,167.87</u>	<u>10,914.71</u>
Non-Current Liabilities			
(a) Deferred Tax Liability	3	161.78	167.04
(b) Other Non-Current Liabilities	4	45.00	-
		<u>206.78</u>	<u>167.04</u>
Current Liabilities			
(a) Trade payables	5	-	-
Micro, Small and Medium Enterprises		-	-
Others		-	-
(b) Other Current Liabilities	6	39.57	33.91
(c) Short-Term Provisions	7	1.25	130.60
		<u>40.82</u>	<u>164.51</u>
		<u>11,415.47</u>	<u>11,246.26</u>
ASSETS			
Non-Current Assets			
(a) Property Plant & Equipment	8		
(i) Tangible Assets		1,311.97	1,343.20
(ii) Intangible Assets		1.66	2.09
		<u>1,313.63</u>	<u>1,345.29</u>
(b) Non-Current Investments	9	6,760.03	4,383.77
(c) Long-Term Loans and Advances	10	45.23	59.25
		<u>8,118.89</u>	<u>5,788.31</u>
Current Assets			
(a) Inventories	11	2,652.28	1,989.06
(b) Trade Receivables	12	-	357.15
(c) Cash and Cash Equivalents	13	140.79	1,851.33
(d) Short-Term Loans and Advances	14	503.15	1,260.41
(e) Other current assets		0.36	-
		<u>3,296.58</u>	<u>5,457.95</u>
		<u>11,415.47</u>	<u>11,246.26</u>
Significant Accounting Policies	A to Q		
Notes on Standalone Financial Statements	1 to 33		

 As per our report of even date
For Khimji Kunverji & Co.
 Chartered Accountants
 FRN 105146W

For and on behalf of the Board
Gautam V Shah
 Partner
 M No. 117348

R. Sundaresan	(Chairman)
Kantilal Shah	(Director)
Devesh Vasavada	(Director)
Yogendra Chaturvedi	(Executive Director & CEO)
Daya Bariya	(Executive Director & Company Secretary)
Charul Abuwala	(Director)
Prashant Chaturvedi	(CFO)

 Place :- Mumbai
 Date :- 29th May, 2018

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

				(Rs. in Lakh)
Particulars	Note No.	2017-18	2016-17	
INCOME				
Revenue from Operations	15	424.44	293.56	
Other Income	16	131.78	57.18	
Total Revenue		556.22	350.74	
EXPENDITURE				
(a) Employee Benefits Expenses	17	70.57	70.07	
(b) Finance Costs	18	54.86	71.29	
(c) Depreciation and Amortisation Expenses	8	32.09	32.24	
(d) Other Expenses	19	113.79	137.43	
(e) Contingent Provisions against Standard Assets		(2.99)	4.24	
Total Expenses		268.32	315.27	
Profit before Tax		287.90	35.47	
Tax Expense:				
(a) Current Tax		40.00	2.25	
(b) Current Tax Relating to Prior Years		-	(6.74)	
(c) Deferred Tax		(5.26)	18.09	
		34.74	13.60	
Profit for the year		253.16	21.87	
Earnings per equity share of face value of Rs. 10/- each:	20			
(a) Basic (In Rs.)		1.45	0.12	
(b) Diluted (In Rs.)		1.45	0.12	
Significant Accounting Policies	A to Q			
Notes on Standalone Financial Statements	1 to 33			

As per our report of even date
For Khimji Kunverji & Co.
Chartered Accountants
FRN 105146W

For and on behalf of the Board

Gautam V Shah
Partner
M No. 117348

R. Sundaresan (Chairman)
Kantilal Shah (Director)
Devesh Vasavada (Director)
Yogendra Chaturvedi (Executive Director & CEO)
Daya Bariya (Executive Director & Company Secretary)
Charul Abuwala (Director)
Prashant Chaturvedi (CFO)

Place :- Mumbai
Date :- 29th May, 2018

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

(Rs. in Lakh)

	2017-18	2016-17
A. Cash Flow from Operating Activities		
Net Profit / (Loss) before tax, as per Statement of Profit and Loss	287.90	35.47
Adjusted for:		
Depreciation and Amortisation Expenses	32.09	32.24
Contingent Provisions against Standard Assets	(2.99)	4.24
(Profit) / Loss on sale of Investments	(172.44)	(718.94)
Rent Income	(32.10)	(2.40)
Dividend received on Investments	(98.11)	(45.94)
Operating Profit / (Loss) before working capital changes	14.35	(695.33)
Adjusted for:		
Trade & Other Receivables	1,066.79	(196.21)
Inventories	(663.22)	1,487.87
Trade & Other Payables	50.26	(110.09)
Cash generated from / (used in) operations	453.83	1,181.57
Income Tax paid	(26.72)	(25.28)
Net Cash from / (used) in Operating Activities	441.46	460.96
B. Cash Flow from Investing Activities		
Adjustment in Fixed Assets	-	2.39
Purchase of Fixed Assets	(0.43)	(2.50)
Purchase of investments	(3,584.59)	(8,315.39)
Sale of investments	1,380.77	9,106.71
Rent Income	32.10	2.40
Dividend received on investments	98.11	45.94
Loans & Advances (Long-Term)	0.74	-
Loans & Advances (Short-Term)	47.26	(49.28)
Net Cash from / (used) in investment activities	(2,026.04)	790.27
C. Cash Flow from Financing Activities		
Dividend paid on Equity Shares including tax	(125.96)	(9.58)
Net cash from / (used) in Financing Activities	(125.96)	(9.58)
Net increase / (decrease) in cash and cash equivalents	(1,710.54)	1,241.65
Opening Balance of Cash and Cash Equivalents	1,851.33	609.68
Closing Balance of Cash and Cash Equivalents (Refer Note No. 13)*	140.79	1,851.33
* Balances with Banks includes Unclaimed Dividend of Rs. 29.44 lakhs (P.Y. Rs. 29.04 Lakhs)		

Note: The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard - 3.

 As per our report of even date
For Khimji Kunverji & Co.
 Chartered Accountants
 FRN 105146W

For and on behalf of the Board

Gautam V Shah
 Partner
 M No. 117348

R. Sundaresan	(Chairman)
Kantilal Shah	(Director)
Devesh Vasavada	(Director)
Yogendra Chaturvedi	(Executive Director & CEO)
Daya Bariya	(Executive Director & Company Secretary)
Charul Abuwala	(Director)
Prashant Chaturvedi	(CFO)

 Place :- Mumbai
 Date :- 29th May, 2018

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of preparation of Standalone Financial Statements:

- 1) The Standalone Financial Statements are prepared on accrual basis under the historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and the relevant provisions of the Companies Act, 2013, as adopted consistently by the Company. The financial statements are presented in Indian rupees rounded off to the nearest rupees in lakh.
- 2) All items of income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

(B) Use of Estimates:

The preparation of Financial Statements in conformity with Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. The difference between the actual results and estimates are recognised in the period in which the results are known or materialised.

(C) Revenue Recognition:

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

Interest income is accounted on accrual basis except in the case of non-performing loans where it is recognised upon realisation, as per the prescribed by RBI.

Revenue is recognised on accrual basis and no significant uncertainty exists as to its realization or collection except dividend income which is accounted in the year in which it is received.

(D) Property Plant & Equipment

The Property Plant & Equipment are stated at Cost less accumulated depreciation and after taking into consideration the lease adjustment account. All cost including financing costs relating to the borrowings attributable to the Property Plant & Equipment are capitalised till the asset is put to use.

(E) Depreciation:

Depreciation on Property Plant & Equipment is provided as per Straight Line Method (SLM) based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Intangible assets (Computer Software) are amortized over a period of 5 years.

(F) Lease Transactions:

In respect of the leases prior to 1.4.2001, transactions have been accounted / restated as per the guidance note issued by the Institute of Chartered Accountants of India on Accounting for leases and in respect of leases after 1.4.2001 the transactions have been accounted as per the (AS) 19 Leases issued by The Institute of Chartered Accountants of India.

(G) Foreign Currency Transactions:

- 1) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- 2) Monetary items denominated in foreign currencies, if any at the year end are restated at year end rates.
- 3) Non monetary foreign currency items are carried at cost.
- 4) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

(H) Borrowing Costs:

Borrowing Costs which are directly attributable to the acquisition / construction of qualifying assets, till the time such assets are ready for intended use, are capitalised as part of the assets. Other borrowing costs are recognised as an expense in the year in which they are incurred.

(I) Miscellaneous Expenditure:

Preliminary expenses and deferred revenue expenditure are written off over a period of five years.

(J) Investments:

- 1) Investments are classified into current investments and long term investments.
- 2) Current Investments are valued, scrip wise, at cost or market price/quoted value whichever is lower.
- 3) Long term investments are valued at cost. Provision for diminution is made scrip wise to recognise a decline, only if such decline is other than temporary.

(K) Stock-in Trade:

Stock-in-trade is valued item wise, at cost or market price/quoted value whichever is lower. Cost is arrived at using First in First out (FIFO) method.

(L) Loans:

Advances are classified into performing advances and non-performing advances ('NPAs') as per the RBI guidelines and are stated net of specific provision made towards NPAs. Further, NPAs are classified into substandard, doubtful and loss assets based on the criteria stipulated by the RBI. Provisions for NPAs are made at rates as prescribed by the RBI.

(M) Impairment of Assets:

An asset is treated as impaired when the carrying cost of an assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which assets is identified as impaired. The impairment loss recognised in the prior accounting year is reversed if there has been a change in estimates of recoverable amount.

(N) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liabilities, if material, are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

(O) Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date.

(P) Employee Benefits:

- 1) Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- 2) Post employment and other long- term employee benefits are recognised as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long- term benefits are charged to the Statement of Profit and Loss.

(Q) Derivative Trading:

- 1) Loss or Profit on settlement of Futures during the year is charged / credited to Statement of Profit and Loss.
- 2) Loss arising on account of Mark to Market of the un-expired Futures at the year end is charged to Statement of Profit and Loss.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 1 - Share Capital		
(A) SHARE CAPITAL:		
Authorised Share Capital:		
10,00,00,000 (10,00,00,000) Equity Shares of Rs. 10 each	10,000.00	10,000.00
	<u>10,000.00</u>	<u>10,000.00</u>
Issued, Subscribed and Paid up:		
1,74,98,433 (1,74,98,433) Equity Shares of Rs. 10 each (Fully Paid up)	1,749.84	1,749.84
	<u>1,749.84</u>	<u>1,749.84</u>
(B) The reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the year:		
Particulars	2017-18	2016-17
No. of Shares outstanding at the beginning of the year	1,74,98,433	1,74,98,433
Addition during the year	-	-
Deletion during the year	-	-
No. of Shares outstanding at the end of the year	1,74,98,433	1,74,98,433

(C) Par value per share:

The par value of Equity Shares is Rs.10/-.

(D) The rights, preferences and restrictions attaching to each class of shares including to restrictions on the distribution of dividends and repayment of capital:

Equity Shares- The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the members at the annual general meeting of that year. In case of winding up, if the assets available for distribution are less than the paid up share capital, then the shortfall will be borne by the members proportionately. Where there is an excess, the same shall be distributed proportionately among the members.

(E) The details of Shareholders holding more than 5% shares :

Sr. No.	Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
(i)	Gagan D Chaturvedi	28,36,185	16.21	28,36,185	16.21
(ii)	Devesh D Chaturvedi	19,02,419	10.87	19,02,419	10.87
(iii)	Brijesh D Chaturvedi	9,99,867	5.71	9,99,867	5.71
(iv)	Angular Trading Pvt Ltd	9,81,843	5.61	6,81,843	3.90
(v)	Rajesh D Chaturvedi	26,05,586	14.89	26,05,586	14.89
(vi)	A to Z Broking Services LLP	21,18,400	12.11	21,18,400	12.11
(vii)	Shriyam Commodities Intermediary LLP	9,32,000	5.33	9,32,000	5.33

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
Note 2 - Reserves & Surplus				
(A) Capital Reserve				
Balance as per the last financial statement	6.90		6.90	
Addition/(Deletion) during the year	-	6.90	-	6.90
(B) Securities Premium Account				
Balance as per the last financial statement	2,666.69		2,666.69	
Addition/(Deletion) during the year	-	2,666.69	-	2,666.69
(C) General Reserve				
Balance as per the last financial statement	328.58		328.58	
Add : Amount transferred from surplus balance in the Statement of Profit and Loss	-	328.58	-	328.58
(D) Statutory Reserve Fund (As per RBI Guidelines)				
Balance as per the last financial statement	2,092.66		2,088.29	
Add : Amount transferred from surplus balance in the Statement of Profit and Loss (Creadet pursuant to Section 45-IC of Reserve Bank of India Act, 1934)	50.63	2,143.29	4.37	2,092.66
(E) Profit and Loss Account				
Balance as per the last financial statement	4,070.04		4,178.90	
Add : Profit for the year	253.16		21.87	
Amount available for Appropriations	4,323.20		4,200.77	
Less : Appropriations				
Transferred to Statutory Reserve Fund (As per RBI Guidelines)	50.63		4.37	
Proposed Dividend on Equity Shares [Dividend per Share Re Nil (Previous Year Re 0.6)]	-		104.99	
Tax on Proposed Dividend	-		21.37	
Total		4,272.57		4,070.04
		9,418.03		9,164.87
Note 3 - Deferred Tax Liability (net)				
Deferred Tax Liability				
Related to Fixed Assets		161.78		167.04
Total		161.78		167.04
Note 4 - Other Non-Current Liabilities				
Security Deposit - Rent		45.00		-
Total		45.00		-
Note 5 - Trade Payables				
The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Company is as under:				
Particulars	As at 31st March, 2018		As at 31st March, 2017	
Principal amount due and remaining unpaid		-		-
Interest due on above and the unpaid interest		-		-
Interest paid		-		-
Payment made beyond the appointed day during the year		-		-
Interest due and payable for the period of delay		-		-
Interest accrued and remaining unpaid		-		-
Amount of further interest remaining due and payable in succeeding years		-		-
Total		-		-

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**(Rs. In Lakh)**

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 6 - Other Current Liabilities		
(a) Unclaimed Dividends *	29.44	29.04
(b) Other Payables **	10.13	4.87
Total	39.57	33.91

* These figures do not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

** These figures includes Statutory dues & Creditors for Expenses.

Note 7 - Short - Term Provisions

(a) Contingent Provisions against Standard Assets	1.25	4.24
(b) Proposed Dividend	-	21.37
(c) Tax on Proposed Dividend	-	104.99
Total	1.25	130.60

Note 8 - Property Plant & Equipment**(Rs. In Lakh)**

Description	Gross Block			Depreciation / Amortisation				Net Block		
	As at 1st April, 2017	Additions	Deductions/ Adjustments	As at 31st March, 2018	Upto 31st March, 2017	For the Year	Deductions/ Adjustments	As at 31st March, 2018	As at 31st March, 2018	As at 31st March, 2017
Tangible Assets:										
Own Assets:										
Office Premises	1,665.05	-	-	1,665.05	352.56	25.07	-	377.63	1,287.42	1,312.49
Computers	3.33	0.43	-	3.76	1.99	0.84	-	2.83	0.93	1.34
Furniture and Fixtures	139.02	-	-	139.02	124.04	4.16	-	128.20	10.82	14.98
Vehicles	43.67	-	-	43.67	32.77	1.59	-	34.36	9.31	10.90
Office Equipment	69.78	-	-	69.78	66.29	-	-	66.29	3.49	3.49
Total (A)	1,920.85	0.43	-	1,921.28	577.65	31.66	-	609.31	1,311.97	1,343.20
Intangible Assets:										
Computer Software	3.05	-	-	3.05	0.96	0.43	-	1.39	1.66	2.09
Total (B)	3.05	-	-	3.05	0.96	0.43	-	1.39	1.66	2.09
Grand Total (A+B)	1,923.90	0.43	-	1,924.33	578.61	32.09	-	610.70	1,313.63	1,345.29
Previous Year	1,929.24	2.50	7.84	1,923.90	551.82	32.24	5.45	578.61	1,345.29	

Notes:

1. Office Premises includes :

- a) 15 shares of Rs. 50/- each of Tulsiani Chamber Premises Co-op. Society Limited.
- b) 5 shares of Rs. 50/- each of Parekh Vora Chamber Premises Co-op. Society Limited.
- c) 10 shares of Rs. 50/- each of Laxmi Finance & Leasing Companies Commercial Premises Co-op. Society Limited.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
Note 9 - Non - Current Investments

(Long - Term Investments)

(Valued at cost less other than temporary diminution in value, if any)

(Rs. In Lakh)

Particulars	Face Value (In Rs.)	Quantity		Amount	
		As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2018	As at 31st March, 2017
Other Investments					
(A) Quoted					
In Equity shares - Fully Paid-up					
Axis Bank Ltd	2	-	2,000	-	10.18
Glaxosmithkline Pharmaceuticals Ltd	10	6,000	6,000	162.35	162.35
Lakshmi Machine Works Ltd	10	-	201	-	8.22
Dishman Pharmaceuticals & Chemicals Ltd	2	-	6,500	-	13.41
Kabra Extrusiontechnik Ltd	5	10,000	-	12.63	-
Sadbhav Infrastructure Project Ltd	10	2,00,000	-	271.99	-
Trent Ltd	1	5,000	-	16.72	-
BASF India Ltd	10	10,000	-	120.56	-
Cox & Kings Ltd*	5	3,40,000	-	707.04	-
DCW Ltd	2	40,000	-	13.18	-
Schaeffler India Ltd	10	2,000	-	93.13	-
Gillette India Ltd	10	2,000	-	84.68	-
Hindustan Zinc Ltd*	2	50,000	-	123.29	-
Indian Terrain Fashions Ltd.	2	20,000	-	27.73	-
Royal Orchid Hotels Ltd	10	12,500	-	11.82	-
SKF India Ltd	10	15,900	-	261.75	-
Welspun Enterprises Ltd	10	12,000	-	7.63	-
Emami Ltd	4	15,000	-	168.08	-
Essel Propack Ltd	2	20,000	-	52.22	-
Great Eastern Shipping Co. Ltd	10	56,000	-	236.98	-
Central Depository Services (India) Limited	10	2,500	-	7.40	-
IDFC Ltd	10	1,50,000	-	73.68	-
Grindwell Norton Ltd	5	7,000	-	29.62	-
Timken India Ltd	10	5,200	-	37.21	-
Wabco India Ltd	5	4,000	-	230.39	-
Wockhardt Ltd	5	5,500	-	34.45	-
Equitas Holdings Ltd	10	-	10,000	-	17.31
Insecticides (India) Ltd	10	3,000	3,000	12.50	12.50
LIC Housing Finance Ltd	2	3,000	3,000	14.85	14.85
MRF Ltd	10	30	30	10.59	10.59
RBL Bank Ltd	10	1,00,000	1,00,000	300.99	300.99
Shriram City Union Finance Ltd	10	600	600	9.61	9.61
HDFC Bank Ltd	2	1,02,850	1,00,000	962.25	931.27
State Bank of India	1	-	6,000	-	14.56
Ultratech Cement Ltd	10	-	10,000	-	253.52
Essar Shipping Ltd	10	78,233	78,233	23.46	23.46
Reliance Industries Ltd*	10	9,28,000	4,64,000	1,024.90	1,024.90
Total (A)				5,143.68	2,807.72
(B) Unquoted					
In Equity shares - Fully Paid-up					
Banglore Stock Exchange Ltd	1	8,350	8,350	0.08	0.08
Antique Finance Pvt Ltd	10	31,22,125	31,22,125	-	-
Sub Total				0.08	0.08

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	Face Value (In Rs.)	Quantity		Amount	
		As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2018	As at 31st March, 2017
In Preference shares - Fully Paid up					
Vaibhav Property & Advisors Pvt Ltd	10	22,50,000	22,50,000	225.00	225.00
Sub Total				225.00	225.00
In Equity shares of Subsidiary companies - Fully Paid up					
Shriyam Broking Intermediary Ltd	10	1,00,00,000	1,00,00,000	1,000.00	1,000.00
Sub Total				1,000.00	1,000.00
In Bullion					
Gold		12.46 KG	12.46 KG	133.72	133.72
Silver		30.13 KG	30.13 KG	5.65	5.65
Sub Total				139.37	139.37
Investment in Funds -Unquoted					
HDFC India Real Estate Fund	1000	4,443	4,443	44.44	44.44
Urban Infrastructure fund (Previous year's Face Value Rs. 61,911/-)	50911	270	270	137.46	167.16
Motilal Oswal Focused Emergence Fund	10	7,13,463	-	70.00	-
Sub Total				251.90	211.60
Total (B)				1,616.35	1,576.05
Total Investments (A+B)				6,760.03	4,383.77
Aggregate amount of quoted investments				5,143.68	2,807.72
Market Value of Quoted Investments				13,736.05	8,780.73
Aggregate amount of unquoted investments				1,616.35	1,576.05

* Includes Lien/Pledge with the banks and corporates against loan / margins.

(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 10 - Long - Term Loans and Advances (Unsecured and Considered Good)		
(a) Security Deposits	1.51	2.25
(b) Advance Income Tax (Net of Provision)	43.72	57.00
Total	45.23	59.25
Note 11 - Inventories		
Stock-in-Trade	2,652.28	1,989.06
Total	2,652.28	1,989.06
Note 12 - Trade Receivables (Unsecured and Considered Good)		
(a) Outstanding for a period exceeding six months from due date	-	-
(b) Others	-	357.15
Total	-	357.15
Note 13 - Cash and Cash Equivalents		
(a) Cash on Hand	-	-
(b) Balances with Banks *	140.79	1,851.33
Total	140.79	1,851.33

* Balances with Banks includes Unclaimed Dividend of Rs. 29.44 lakhs (P.Y. Rs. 29.04 Lakhs)

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
Note 13.1 - Disclosure for Specified Bank Notes (SBNs) held and transacted during the period: (Amount in Rs.)

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	1,000	142	1,142
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	1,000	-	1,000
Closing cash in hand as on 30.12.2016	-	142	142

(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 14 - Short - Term Loans and Advances (Unsecured and Considered Good)		
(a) Inter Corporate Deposits:		
To Related Parties*	-	150.00
To Other Corporate Bodies	500.00	1,060.00
(b) Prepaid Expenses	0.44	0.82
(c) Interest receivable	-	43.64
(d) Others	2.71	2.84
(e) Service Tax Receivable	-	3.11
Total	503.15	1,260.41

***Note 14.1 - Loans and advances in the nature of loans given to subsidiaries: (Rs. In Lakh)**

Sr. No.	Name of Company	As at 31st March, 2018	As at 31st March, 2017	Maximum Balance during the year
(a)	Shriyam Broking Intermediary Limited (short term interest bearing loan for business purpose)	-	150.00	800.00

(Rs. In Lakh)

Particulars	2017-18	2016-17
Note 15 - Revenue from Operations		
(a) Profit/ (loss) on dealing in securities (Net)	162.28	(544.86)
(b) Income from Advisory Fees and Services	27.53	20.00
(c) Interest Income	62.19	99.48
(d) Net Profit on Sale of Investments	172.44	718.94
Total	424.44	293.56

Note 16 - Other Income

(a) Dividend Income	98.11	45.94
(b) Rent Income	32.10	2.40
(c) Miscellaneous Income	1.57	8.84
Total	131.78	57.18

Note 17 - Employee Benefits Expenses

(a) Salaries and Wages	68.88	67.91
(b) Contribution to Provident and Other Funds	1.60	1.40
(c) Staff Welfare Expenses	0.05	0.72
(d) Premium towards Group Gratuity Scheme	0.04	0.04
Total	70.57	70.07

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**(Rs. In Lakh)**

Particulars	2017-18	2016-17
Note 18 - Finance Cost		
(a) Interest Expenses	54.86	71.29
Total	54.86	71.29

Note 19 - Other Expenses

(A) Payment to Auditors (excluding Service Tax/GST)		
(a) Statutory Audit Fees	2.25	2.25
(b) Tax Audit Fees	0.50	0.50
(c) Other Services	0.25	0.25
(B) Operating / Administrative and General Expenses		
(a) Rent, Rates and Taxes	27.11	34.48
(b) Other Repairs :		
i) Equipments	1.44	0.59
ii) Office Premises	5.08	0.10
(c) Travelling Expenses	3.10	2.88
(d) Telephone and lease line charges	1.16	1.12
(e) Directors Sitting Fees	1.26	0.97
(f) Postage & Telegram	-	1.03
(g) Printing & Stationery	2.63	1.40
(h) Electricity Charges	7.69	9.12
(i) Securities Transaction Tax	11.20	34.24
(j) Fees & Subscription	6.87	3.69
(k) Professional Fees	19.90	17.02
(l) Advertisement	0.99	0.96
(m) Insurance	0.99	1.61
(n) CSR Expenditure	7.60	13.75
(o) Motor Car Expenses	7.28	5.91
(p) Bank & Demat Charges	0.09	0.21
(q) Miscellaneous Expenses	6.40	5.35
Total	113.79	137.43

Particulars	2017-18	2016-17
Note 20 - Earnings Per Equity Share		
(A) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lakhs)	253.16	21.87
(B) Weighted average number of equity shares used as denominator for calculating EPS (in Nos.)	1,74,98,433	1,74,98,433
(C) Basic and diluted earnings/ (loss) per share of face value of Rs. 10 each (Amount in Rs.)	1.45	0.12

Note 21

The Company has followed the Reserve Bank of India Guidelines applicable to the Non Banking Financial Companies in respect of prudential norms for Income Recognition, Assets Classification and Capital Adequacy.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note 22

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

(i) List of related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Shriyam Broking Intermediary Limited	Subsidiary
2	Shriyam Realtors Private Limited (Formerly known as Shriyam Broking (IFSC) Pvt Ltd)	Step-down Subsidiary
3	Mr. R. Sundaresan - Executive Chairman	Key Managerial Personnel (KMP)
4	Mr. Yogendra Chaturvedi - Executive Director	Key Managerial Personnel (KMP)
5	Ms. Monika Agrawal - Executive Director & Company Secretary (upto 26.12.2017)	Key Managerial Personnel (KMP)
6	Ms. Daya Bariya - Executive Director & Company Secretary (w.e.f. 14.11.2017)	Key Managerial Personnel (KMP)
7	Mr. Saurabh Chaturvedi - CFO (upto 10.02.2017)	Key Managerial Personnel (KMP)
8	Mr. Prashant Chaturvedi - CFO (w.e.f. 11.02.2017)	Key Managerial Personnel (KMP)

(ii) Transactions during the year with related parties (excluding reimbursements): (Rs. In Lakh)

Sr. No.	Nature of Transactions	Subsidiary	(KMP)	Total
1	Loan Given	650.00	-	650.00
		(150.00)	-	(150.00)
2	Receipt of Loan Given	800.00	-	800.00
		-	-	-
3	Interest Received on loan	6.37	-	6.37
		(0.03)	-	(0.03)
4	Expenses for Trading Activities toward Brokerage	3.83	-	3.83
		(11.31)	-	(11.31)
5	Payment for remuneration and services	-	45.30	45.30
		-	(44.47)	(44.47)
Balance as at 31st March, 2018				
6	Share capital	1,000.00	-	1,000.00
		(1,000.00)	-	(1,000.00)
7	Short-term loans and advances - ICD to Related Party	-	-	-
		(150.00)	-	(150.00)
8	Short-term loans and advances - Others	-	-	-
		(1.60)	-	(1.60)
9	Other Payables	4.71	-	4.71
		-	-	-

Figures in bracket represents previous year's amount.

(iii) Disclosure in respect of material related party transactions during the year: (Rs. In Lakh)

Sr. No.	Particulars	Relationship	2017-18	2016-17
1	Short-term loans and advances given			
	Shriyam Broking Intermediary Limited	Subsidiary	650.00	150.00
2	Receipt of Short-term loans and advances given			
	Shriyam Broking Intermediary Limited	Subsidiary	800.00	-
3	Interest Received on loan			
	Shriyam Broking Intermediary Limited	Subsidiary	6.37	0.03
4	Expenses for Trading Activities toward Brokerage			
	Shriyam Broking Intermediary Limited	Subsidiary	3.83	11.31
5	Payment for remuneration and services			
	Mr. R. Sundaresan	KMP	6.50	6.50
	Mr. Yogendra Chaturvedi	KMP	14.17	14.17
	Ms. Monika Agrawal	KMP	8.16	12.19
	Ms. Daya Bariya	KMP	5.44	-
	Mr. Saurabh Chaturvedi	KMP	-	10.40
	Mr. Prashant Chaturvedi	KMP	11.03	1.21

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**Note 23**

The Company has followed Accounting Standard 15(revised), Accounting for Retirement benefits.

- i) Contribution to Provident Fund of Rs. **1.60 Lakh** (P.Y. Rs. 1.40 lakh) is charged to the Statement of Profit and Loss as per applicable law / rules.
- ii) The Company has taken Group Gratuity scheme of Life Insurance Corporation of India for Gratuity payable to the employees. Liability for the year end obligation, based on an actuarial valuation as per the projected unit credit method as at the reporting date, is charged to the Statement of Profit and Loss. And accordingly Provision for the gratuity liability amounting to Rs. **0.04 Lakh** (P.Y. Rs. 0.04 lakh) has been made during the year by the company based on the valuation report of the Life Insurance Corporation (Actuarial Valuer).
- iii) The Company belongs to an industry which faces a high attrition rate and hence the leave balance accrued is either availed or fully paid off.

Details as required under Accounting Standard AS 15, "Employee Benefits (Revised)

1	SUMMARY OF MEMBERSHIP DATA	2017-18	2016-17
	Number of Employees	7.00	6.00
	Average Age (in years)	47.71	47.17
	Average Monthly Salary (in Rs)	38,417.42	41,391.00
	Average Past Service	6.00	9.33
2	VALUATION METHOD	Projected Unit Credit Method	Projected Unit Credit Method
3	ACTUARIAL ASSUMPTIONS		
	Mortality Rate	LIC(2006-08) Ultimate	LIC(2006-08) Ultimate
	Withdrawal rate	1% to 3% depending on age	1% to 3% depending on age
	Discount Rate	7.5% P.A.	8% P.A.
	Salary Escalation	4% P.A.	4% P.A.
4	RESULTS OF VALUATION	(Rs. In Lakh)	(Rs. In Lakh)
	PV of Past Service Benefit	5.96	7.20
	Current Service Cost	0.84	0.71
	Total Service Gratuity	30.33	33.60
	Accrued Gratuity	7.92	11.62
	LCSA	10.08	8.29
	LC Premium	0.04	0.03
	GST/Service Tax	0.01	0.01
	Interest	-	0.00
5	RECOMMENDED CONTRIBUTION RATE	(Rs. In Lakh)	(Rs. In Lakh)
	Fund Value as on Renewal Date	14.35	13.50
	Additional Contribution for existing fund	-	-
	Current Service Cost	-	-
6	TOTAL AMOUNT PAID	0.04	0.04

Note 24**Directors Remuneration :**

Salary to Executive Directors as under (include under the head payment to employees):

(Rs. In Lakh)

	2017-18	2016-17
Mr. R. Sundaresan	6.50	6.50
Mr. Yogendra Chaturvedi	14.17	14.17
Mrs. Monika Agrawal	8.16	12.19
Mrs. Daya Bariya	5.44	-

Information relating to the payment to Executive Directors does not include payment for gratuity, which is provided for group of employees on an overall basis and as per the actuarial valuation report of the Life Insurance Corporation of India.

During the year, remuneration paid to the directors are within the prescribed limit of section 196,197 & 203 read with Schedule V of the Companies Act, 2013.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note 25

The Company is mainly engaged in the business of Investment Activities in India. All activities of the Company revolve around this main business, and as such, there are no separate reportable segments as per Accounting Standard (AS) 17 on "Segment Reporting".

Note 26
Contingent Liabilities:
(Rs. In Lakh)

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Bank Guarantees Outstanding*	358.73	1,000.00

*Bank Guarantee of Rs 1,500 Lakh is executed by the Shriyam Broking Intermediary Limited (SBIL), the subsidiary company and backed up by the Company in the form of Corporate Guarantee. Out of that Rs 1,141.27 Lakh is backed up by FD & Lien of Shares held as Investments by SBIL and exposure to the extent of Balance of Rs 358.73 Lakh remains as contingent with the Company.

Note 27
Disputed Tax Liabilities:

The Income-Tax assessments of the company have been completed up to the assessment year 2015-16. The disputed demand outstanding up to the said assessment year is **Rs. 27.58 Lakh** against which company has paid **Rs. 4.39 Lakh** under protest. Based on the decision of the Appellate Authorities and the interpretations of the relevant provisions, the company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.

Note 28

MAT credit entitlement of **Rs. 359.91 Lakh** as per the returns filed upto assessment year 2017-18 is not considered in absence of certainty of encashment considering company's substantial exposure to equity market.

Note 29

CSR Expenditure include expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof: **Rs. 7.60 Lakh** (P.Y. Rs. 13.75 Lakh).

Gross amount required to be spent as per aforesaid provision is **Rs. 7.55 Lakh**.

Note 30

Details of Loans given, Investments made, Guarantees given and Securities provided during the year covered under Section 186(4) of the Companies Act, 2013:

- Loans given by company to body corporates as at 31st March, 2018 - (Refer Note No. 14.1)
- Investment made by Company as at 31st March, 2018 - (Refer Note No. 9)

Note 31

Unhedge foreign currency exposure as at 31st March, 2018 is Rs. Nil (P.Y. Rs. Nil)

Note 32

Previous year's figures have been regrouped, rearranged and / or reclassified wherever necessary.

Note 33

Disclosure of details as required by Revised Para 13 of Non Banking financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

(Rs. In Lakh)

Particulars	Amount outstanding		Amount overdue	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017
Liabilities side				
(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :				
(a) Debentures : Secured	-	-	-	-
: Unsecured	-	-	-	-
(other than falling within the meaning of public deposits*)				
(b) Deferred Credits	-	-	-	-
(c) Term Loans	-	-	-	-
(d) Inter-corporate loans and borrowing	-	-	-	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposits*	-	-	-	-
(g) Other Loans (specify nature)	-	-	-	-
* Please see Note 1 below				

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	Amount outstanding		Amount overdue	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :				
(a) In the form of Unsecured debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-
* Please see Note 1 below				

(Rs. In Lakh)

Particulars	Amount outstanding	
	31.03.2018	31.03.2017
Assets side		
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured	-	-
(b) Unsecured	500.00	1,210.00
(4) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities:		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
(5) Break-up of Investments		
Current Investments (including Stock in trade):		
1 Quoted		
(i) Shares		
(a) Equity	2,652.28	1,989.06
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2 Unquoted		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	Amount outstanding			
	31.03.2018		31.03.2017	
Long Term investments:				
1 Quoted				
(i) Shares				
(a) Equity		5,143.68		2,807.72
(b) Preference		-		-
(ii) Debentures and Bonds		-		-
(iii) Units of mutual funds		-		-
(iv) Government Securities		-		-
(v) Others (please specify)		-		-
2 Unquoted				
(i) Shares				
(a) Equity		1,000.08		1,000.08
(b) Preference		225.00		225.00
(ii) Debentures and Bonds		-		-
(iii) Units of mutual funds		251.90		211.60
(iv) Government Securities		-		-
(v) Others - Gold & Silver		139.37		139.37

(Rs. In Lakh)

Category	Amount net of provisions			
	Secured		Unsecured	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017
(6) Borrower group-wise classification of assets financed as in (3) and (4) above :				
Please see Note 2 below				
1 Related Parties **				
(a) Subsidiaries	-	-	-	149.47
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2 Other than related parties	-	-	498.75	1,056.29
Total	-	-	498.75	1,205.76

(Rs. In Lakh)

Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017
(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :				
Please see note 3 below				
1 1 Related Parties **				
(a) Subsidiaries	4,337.22	4,268.18	1,000.00	1,000.00
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2 Other than related parties	5,620.66	3,244.40	5,620.66	3,244.40
Total	9,957.88	7,512.58	6,620.66	4,244.40
** As per Accounting Standard of ICAI (Please see Note 3)				

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	31.03.2018		31.03.2017	
(8) Other information				
(i) Gross Non-Performing Assets				
(a) Related parties		-		-
(b) Other than related parties		-		-
(ii) Net Non-Performing Assets				
(a) Related parties		-		-
(b) Other than related parties		-		-
(iii) Assets acquired in satisfaction of debt		-		-

Notes :

- 1 As defined in point xix of paragraph 3 of Chapter -2 of these Directions.
- 2 Provisioning norms shall be applicable as prescribed in these Directions.
- 3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.

As per our report of even date
For Khimji Kunverji & Co.
Chartered Accountants
FRN 105146W

For and on behalf of the Board

Gautam V Shah
Partner
M No. 117348

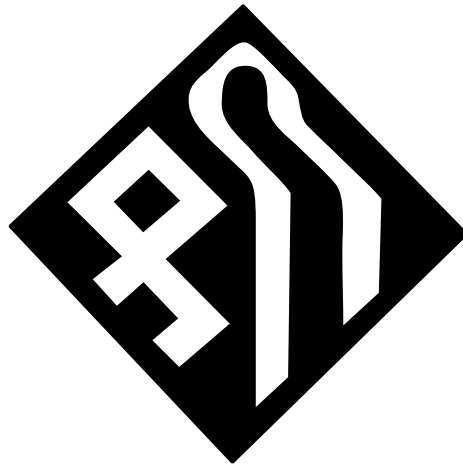
R. Sundaresan	(Chairman)
Kantilal Shah	(Director)
Devesh Vasavada	(Director)
Yogendra Chaturvedi	(Executive Director & CEO)
Daya Bariya	(Executive Director & Company Secretary)
Charul Abuwala	(Director)
Prashant Chaturvedi	(CFO)

Place :- Mumbai

Date :- 29th May, 2018

SHARDUL

SECURITIES LIMITED



**CONSOLIDATED
FINANCIAL STATEMENTS
2017 - 2018**

INDEPENDENT AUDITOR'S REPORT

To the Members of Shardul Securities Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Shardul Securities Limited ("the Holding Company") and its Subsidiary (collectively referred to as 'the Company'), which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information ('the Consolidated financial statements')

Management's Responsibility for the Consolidated Financial Statements

2. The Management and Board of Directors of the Holding Company are responsible for preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act'), that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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 Companies (Accounts) Rules, 2014. The respective managements and the Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the management and the directors of the Holding Company as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a 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 the Holding Company's management and Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

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

Other Matters

9. We did not audit the financial statements of subsidiary, whose financial statements reflect total assets of Rs.462,380,415 as at March 31, 2018, total revenues of Rs.21,190,425 and net cash flows amounting to Rs.46,892,844 for the year ended on that date, as considered in the consolidated financial statements.
10. The Statutory audit for the preceding financial year was not carried out by us. The figures, numbers and details pertaining to previous year have been traced from the consolidated financial statements of the previous year audited by Rajen Damani & Associated, Chartered Accountants vide their report dated May 26, 2017.

Report on Other Legal and Regulatory Requirements

11. As required by section 143(3) of the Act, we further report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Holding Company so far as appears from our examination of those books;

- c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid consolidated financial statements comply with the applicable 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 of the Holding Company as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure A”
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on the financial position in its consolidated financial statements – Refer Note 28 to the consolidated financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on derivative contracts. The Company did not have any other long-term contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. the disclosure requirements as envisaged in Notification G.S.R 308(E) dated March 30, 2017 is not applicable for the current year - Refer Note 14.1 to the consolidated financial statements.

For **Khimji Kunverji & Co.**
Chartered Accountants
Firm’s Registration No: 105146W

Mumbai
May 29, 2018

Gautam V Shah
Partner (F- 117348)

ANNEXURE A TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SHARDUL SECURITIES LIMITED

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

We have audited the internal financial controls over financial reporting of Shardul Securities Limited (“the Holding Company”) and its Subsidiary company (together referred as ‘the Comoany’) as at 31 March 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the 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 Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and

evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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:

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated 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
- (c) 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 consolidated 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 considering the nature and size of the operations, 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

We did not audit the financial statements of subsidiary included in the consolidated financial statement, Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to these components is based solely on the reports of subsidiary auditors . Our opinion is not qualified in respect of this matter

For **Khimji Kunverji & Co.**
Chartered Accountants
Firm's Registration No: 105146W

Mumbai
May 29, 2018

Gautam V Shah
Partner (F- 117348)

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	1,749.84	1,749.84
(b) Reserves and Surplus	2	12,776.02	12,429.22
		<u>14,525.86</u>	<u>14,179.06</u>
Non-Current Liabilities			
(a) Deferred Tax Liability	3	187.17	213.94
(b) Other Non-Current Liabilities	4	45.00	-
		<u>232.17</u>	<u>213.94</u>
Current Liabilities			
(a) Short-Term Borrowings	5	-	1,115.00
(b) Trade payables	6		
Micro, Small and Medium Enterprises		-	-
Others		215.29	1,969.04
(c) Other Current Liabilities	7	59.98	97.52
(d) Short-Term Provisions	8	1.25	130.60
		<u>276.52</u>	<u>3,312.16</u>
TOTAL		<u><u>15,034.55</u></u>	<u><u>17,705.16</u></u>
ASSETS			
Non-Current Assets			
(a) Property Plant & Equipment	9		
(i) Tangible Assets		1,788.74	1,828.86
(ii) Intangible Assets		177.16	177.59
		<u>1,965.90</u>	<u>2,006.45</u>
(b) Non-Current Investments	10	8,588.45	7,019.49
(c) Long-Term Loans and Advances	11	330.61	1,975.43
		<u>10,884.96</u>	<u>11,001.37</u>
Current Assets			
(a) Inventories	12	2,652.28	2,108.80
(b) Trade Receivables	13	112.16	357.15
(c) Cash and Cash Equivalents	14	861.60	3,041.07
(d) Short-Term Loans and Advances	15	523.19	1,196.77
(e) Other current assets		0.36	-
		<u>4,149.59</u>	<u>6,703.79</u>
TOTAL		<u><u>15,034.55</u></u>	<u><u>17,705.16</u></u>
Significant Accounting Policies Notes on Consolidated Financial Statement	A to S 1 to 33		

As per our report of even date

For Khimji Kunverji & Co.

Chartered Accountants

FRN 105146W

For and on behalf of the Board
Gautam V Shah

Partner

M No. 117348

Place :- Mumbai

 Date :- 29th May, 2018

R. Sundaresan
Kantilal Shah
Devesh Vasavada
Yogendra Chaturvedi
Daya Bariya
Charul Abuwala
Prashant Chaturvedi
(Chairman)
(Director)
(Director)
(Executive Director & CEO)
(Executive Director & Company Secretary)
(Director)
(CFO)

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

(Rs. In Lakh)

Particulars	Note No.	2017-18	2016-17
INCOME			
Revenue from Operations	16	604.39	524.38
Other Income	17	157.36	71.01
Total Revenue		761.75	595.39
EXPENDITURE			
(a) Employee Benefits Expense	18	115.00	117.13
(b) Finance Costs	19	61.54	73.27
(c) Depreciation and Amortisation Expense	9	41.23	41.59
(d) Other Expenses	20	172.98	247.36
(e) Contingent Provisions against Standard Assets		(2.99)	4.24
Total Expenses		387.76	483.59
Profit before Tax		373.99	111.80
Tax Expense:			
(a) Current Tax		53.95	16.75
(b) Current Tax Relating to Prior Years		-	(6.74)
(c) Deferred Tax		(26.76)	33.35
		27.19	43.36
Profit for the year		346.80	68.44
Profit / (Loss) from Associate Co.		-	-
Profit for the year		346.80	68.44
Earnings per equity share of face value of Rs. 10/- each:	21		
(a) Basic (In Rs.)		1.98	0.39
(b) Diluted (In Rs.)		1.98	0.39
Significant Accounting Policies	A to S		
Notes on Consolidated Financial Statement	1 to 33		

As per our report of even date
For Khimji Kunverji & Co.
Chartered Accountants
FRN 105146W

For and on behalf of the Board

Gautam V Shah
Partner
M No. 117348

R. Sundaresan (Chairman)
Kantilal Shah (Director)
Devesh Vasavada (Director)
Yogendra Chaturvedi (Executive Director & CEO)
Daya Bariya (Executive Director & Company Secretary)
Charul Abuwala (Director)
Prashant Chaturvedi (CFO)

Place :- Mumbai
Date :- 29th May, 2018

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

(Rs. In Lakh)

	2017-18	2016-17
A. Cash Flow from Operating Activities		
Net Profit / (Loss) before tax, as per Statement of Profit and Loss	373.99	111.80
Adjusted for:		
Depreciation and Amortisation Expenses	41.23	41.59
Contingent Provisions against Standard Assets	(2.99)	4.24
(Profit) / Loss on sale of Investments	(177.36)	(754.84)
Rent Income	(32.10)	(2.40)
Dividend received on Investments	(121.71)	(57.96)
	<u>(292.93)</u>	<u>(769.37)</u>
Operating Profit / (Loss) before working capital changes	81.06	(657.57)
Adjusted for:		
Trade & Other Receivables	804.63	(22.83)
Inventories	(543.48)	2,290.30
Trade & Other Payables	(1,746.71)	1,565.75
	<u>(1,485.56)</u>	<u>3,833.22</u>
Cash generated from / (used in) operations	(1,404.50)	3,175.65
Income Tax paid	(33.86)	(46.28)
Net Cash from / (used) in Operating Activities	(1,438.36)	<u>3,129.37</u>
B. Cash Flow from Investing Activities		
Adjustment in Fixed Assets	-	2.39
Purchase of Fixed Assets	(0.68)	(5.61)
Purchase of investments	(3,584.59)	(11,888.37)
Sale of investments	2,192.98	11,254.11
Rent Income	32.10	2.40
Dividend received on investments	121.71	57.96
Loans & Advances (Long-Term)	1,624.74	(1,525.00)
Loans & Advances (Short-Term)	113.59	(112.42)
Net Cash from / (used) in investment activities	499.85	<u>(2,214.54)</u>
C. Cash Flow from Financing Activities		
Dividend paid on Equity Shares including tax	(125.96)	(9.58)
Unsecured Loan taken (net)	(1,115.00)	1,115.00
Net cash from / (used) in Financing Activities	(1,240.96)	<u>1,105.42</u>
Net increase / (decrease) in cash and cash equivalents	(2,179.47)	<u>2,020.25</u>
Opening Balance of Cash and Cash Equivalents	3,041.07	1,020.82
Closing Balance of Cash and Cash Equivalents (Refer Note No. 14)*	861.60	3,041.07

* Balances with Banks includes Unclaimed Dividend of Rs. 29.44 lakhs (P.Y. Rs. 29.04 Lakhs)

Note: The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard - 3.

As per our report of even date
For Khimji Kunverji & Co.
 Chartered Accountants
 FRN 105146W

For and on behalf of the Board

Gautam V Shah
 Partner
 M No. 117348

R. Sundaresan (Chairman)
Kantilal Shah (Director)
Devesh Vasavada (Director)
Yogendra Chaturvedi (Executive Director & CEO)
Daya Bariya (Executive Director & Company Secretary)
Charul Abuwala (Director)
Prashant Chaturvedi (CFO)

Place :- Mumbai
 Date :- 29th May, 2018

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of preparation of Consolidated Financial Statements:

The Consolidated Financial Statements are prepared on accrual basis under the historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and the relevant provisions of the Companies Act, 2013, as adopted consistently by the Company. The financial statements are presented in Indian Rupees rounded off to the nearest rupees in lakh.

(B) Principles of Consolidation:

- 1) The consolidated financial statements relate to Shardul Securities Limited ('the Company') and its subsidiary companies (collectively referred to as "Group")
- 2) **The consolidated financial statements have been prepared on the following basis:**
 - i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 "Consolidated Financial Statements".
 - ii) In case of associates (if any) where the company directly or indirectly through subsidiaries holds more than 20% of equity, Investments in associates are accounted for using equity method in accordance with Accounting Standard (AS) 23 "Accounting for investments in associates in consolidated financial statements".
 - iii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
 - iv) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.

(C) Investments other than in subsidiaries and associate have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

(D) Use of Estimates:

The preparation of Financial Statements in conformity with Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. The difference between the actual results and estimates are recognised in the period in which the results are known or materialised.

(E) Revenue Recognition:

- 1) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- 2) Interest income is accounted on accrual basis except in the case of non-performing loans where it is recognised upon realisation, as per the prescribed by RBI.
- 3) Revenue is recognised on accrual basis and no significant uncertainty exists as to its realization or collection except dividend income which is accounted in the year in which it is received.
- 4) In case of Subsidiary: Brokerage income is accounted in the year in which it fall due and is exclusive of service tax/GST.

(F) Property Plant & Equipment

- 1) The Property Plant & Equipment are stated at Cost less accumulated depreciation and after taking into consideration the lease adjustment account. All cost including financing costs relating to the borrowings attributable to the Property Plant & Equipment are capitalised till the asset is put to use.
- 2) In case of Subsidiary: Stock Exchange Membership card right have been shown as Fixed Assets and stated at cost.

(G) Depreciation:

- 1) Depreciation on Property Plant & Equipment is provided as per Straight Line Method (SLM) based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Intangible assets (Computer Software) are amortized over a period of 5 years.
- 2) In case of Subsidiary: No depreciation is provided on Stock Exchange Membership Card.

(H) Lease Transactions:

In respect of the leases prior to 1.4.2001, transactions have been accounted / restated as per the guidance note issued by the Institute of Chartered Accountants of India on Accounting for leases and in respect of leases after 1.4.2001 the transactions have

been accounted as per the (AS) 19 Leases issued by The Institute of Chartered Accountants of India.

(I) Foreign Currency Transactions:

- 1) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- 2) Monetary items denominated in foreign currencies, if any at the year end are restated at year end rates.
- 3) Non monetary foreign currency items are carried at cost.
- 4) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

(J) Borrowing Costs:

Borrowing Costs which are directly attributable to the acquisition / construction of qualifying assets, till the time such assets are ready for intended use, are capitalised as part of the assets. Other borrowing costs are recognised as an expense in the year in which they are incurred.

(K) Miscellaneous Expenditure:

Preliminary expenses and deferred revenue expenditure are written off over a period of five years.

(L) Investments:

- 1) Investments are classified into current investments and long term investments.
- 2) Current Investments are valued, scrip wise, at cost or market price/quoted value whichever is lower.
- 3) Long term investments are valued at cost. Provision for diminution is made scrip wise to recognise a decline, only if such decline is other than temporary.

(M) Stock-in Trade:

Stock-in-trade is valued item wise, at cost or market price/quoted value whichever is lower. Cost is arrived at using First in First out (FIFO) method.

(N) Loans:

Advances are classified into performing advances and non-performing advances ('NPAs') as per the RBI guidelines and are stated net of specific provision made towards NPAs. Further, NPAs are classified into substandard, doubtful and loss assets based on the criteria stipulated by the RBI. Provisions for NPAs are made at rates as prescribed by the RBI.

(O) Impairment of Assets:

An asset is treated as impaired when the carrying cost of an assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which assets is identified as impaired. The impairment loss recognised in the prior accounting year is reversed if there has been a change in estimates of recoverable amount.

(P) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liabilities, if material, are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

(Q) Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date.

(R) Employee Benefits:

- 1) Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- 2) Post employment and other long- term employee benefits are recognised as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long- term benefits are charged to the Statement of Profit and Loss.

(S) Derivative Trading:

- 1) Loss or Profit on settlement of Futures during the year is charged / credited to Statement of Profit and Loss.
- 2) Loss arising on account of Mark to Market of the un-expired Futures at the year end is charged to Statement of Profit and Loss.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 1 - Share Capital		
(A) SHARE CAPITAL:		
Authorised Share Capital		
10,00,00,000 (10,00,00,000) Equity Shares of Rs. 10 each	10,000.00	10,000.00
	<u>10,000.00</u>	<u>10,000.00</u>
Issued, Subscribed and Paid up		
1,74,98,433 (1,74,98,433) Equity Shares of Rs. 10 each (Fully Paid up)	1,749.84	1,749.84
	<u>1,749.84</u>	<u>1,749.84</u>

(B) The reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the year

Particulars	2017-18	2016-17
No. of Shares outstanding at the beginning of the year	1,74,98,433	1,74,98,433
Addition during the year	-	-
Deletion during the year	-	-
No. of Shares outstanding at the end of the year	1,74,98,433	1,74,98,433

(C) Par value per share:

The par value of Equity Shares is Rs.10/-.

(D) The rights, preferences and restrictions attaching to each class of shares including to restrictions on the distribution of dividends and repayment of capital:

Equity Shares- The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the members at the annual general meeting of that year. In case of winding up, if the assets available for distribution are less than the paid up share capital, then the shortfall will be borne by the members proportionately. Where there is an excess, the same shall be distributed proportionately among the members.

(E) The details of Shareholders holding more than 5% shares :

Sr. No.	Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
(i)	Gagan D Chaturvedi	28,36,185	16.21	28,36,185	16.21
(ii)	Devesh D Chaturvedi	19,02,419	10.87	19,02,419	10.87
(iii)	Brijesh D Chaturvedi	9,99,867	5.71	9,99,867	5.71
(iv)	Angular Trading Pvt Ltd	9,81,843	5.61	6,81,843	3.90
(v)	Rajesh D Chaturvedi	26,05,586	14.89	26,05,586	14.89
(vi)	A to Z Broking Services LLP	21,18,400	12.11	21,18,400	12.11
(vii)	Shriyam Commodities Intermediary LLP	9,32,000	5.33	9,32,000	5.33

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 2 - Reserves & Surplus		
(A) Capital Reserve		
Balance as per the last financial statement	6.90	6.90
Addition/(Deletion) during the year	-	-
	6.90	6.90
(B) Securities Premium Account		
Balance as per the last financial statement	2,666.69	2,666.69
Addition/(Deletion) during the year	-	-
	2,666.69	2,666.69
(C) General Reserve		
Balance as per the last financial statement	328.58	328.58
Add : Amount transferred from surplus balance in the Statement of Profit and Loss	-	-
	328.58	328.58
(D) Statutory Reserve Fund (As per RBI Guidelines)		
Balance as per the last financial statement	2,092.66	2,088.29
Add : Amount transferred from surplus balance in the Statement of Profit and Loss	50.63	4.37
(Created pursuant to Section 45-IC of Reserve Bank of India Act, 1934)	2,143.29	2,092.66
(E) Profit and Loss Account		
Balance as per the last financial statement	7,334.39	7,396.68
Add : Profit for the year	346.80	68.44
Amount available for Appropriations	7,681.19	7,465.12
Less : Appropriations		
Transferred to Statutory Reserve Fund (As per RBI Guidelines)	50.63	4.37
Proposed Dividend on Equity Shares [Dividend per Share Re Nil (Previous Year Re 0.6)]	-	104.99
Tax on Proposed Dividend	-	21.37
	7,630.56	7,334.39
Total	12,776.02	12,429.22
Note 3 - Deferred Tax Liability (net)		
Deferred Tax Liability		
(a) Related to Fixed Assets	187.17	213.94
Total	187.17	213.94
Note 4 - Other Non-Current Liabilities		
(a) Security Deposit - Rent	45.00	-
Total	45.00	-
Note 5 - Short - Term Borrowings		
Unsecured Loans		
Loans and Advances (from Body corporate)	-	1,115.00
Total	-	1,115.00

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**Note 6 - Trade Payables**

The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Company is as under:
(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
Total	-	-

Note 7 - Other Current Liabilities

(a) Unclaimed Dividends *	29.44	29.04
(b) GST Payable	1.28	-
(c) Other Payables **	29.26	68.48
Total	59.98	97.52

* These figures do not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

** These figures includes Statutory dues & Creditors for Expenses.

Note 8 - Short Term Provisions

(a) Contingent Provisions against Standard Assets	1.25	4.24
(b) Proposed Dividend	-	104.99
(c) Tax on Proposed Dividend	-	21.37
Total	1.25	130.60

Note 9 - Property Plant & Equipment

(Rs. In Lakh)

Description	Gross Block				Depreciation / Amortisation				Net Block	
	As at 1st April, 2017	Additions	Deductions/ Adjustments	As at 31st March, 2018	Upto 31st March, 2017	For the Year	Deductions/ Adjustments	Upto 31st March, 2018	As at 31st March, 2018	As at 31st March, 2017
Tangible Assets:										
Own Assets:										
Office Premises	2,198.11	-	-	2,198.11	404.46	33.46	-	437.92	1,760.19	1,793.65
Computers	7.67	0.43	-	8.10	3.18	0.88	-	4.06	4.04	4.49
Furniture and Fixtures	139.02	-	-	139.02	124.04	4.16	-	128.20	10.82	14.98
Vehicles	51.54	-	-	51.54	40.25	1.59	-	41.84	9.70	11.29
Office Equipment	90.82	0.25	-	91.07	86.37	0.71	-	87.08	3.99	4.45
Total (A)	2,487.16	0.68	-	2,487.84	658.30	40.80	-	699.10	1,788.74	1,828.86
Intangible Assets										
Computer Software	3.05	-	-	3.05	0.96	0.43	-	1.39	1.66	2.09
Stock Exchange Membership Card	175.50	-	-	175.50	-	-	-	-	175.50	175.50
Total (B)	178.55	-	-	178.55	0.96	0.43	-	1.39	177.16	177.59
Grand Total (A+B)	2,665.71	0.68	-	2,666.39	659.26	41.23	-	700.49	1,965.90	2,006.45
Previous Year	2,683.24	5.61	23.14	2,665.71	638.42	41.59	20.75	659.26	2,006.45	

Notes:

Office Premises includes :

- 25 shares of Rs. 50/- each of Tulsiani Chamber Premises Co-op. Society Limited.
- 5 shares of Rs. 50/- each of Parekh Vora Chamber Premises Co-op. Society Limited.
- 10 shares of Rs. 50/- each of Laxmi Finance & Leasing Companies Commercial Premises Co-op. Society Limited.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 10 - Non Current Investments		
(a) In Others	8,588.45	7,019.49
Total	8,588.45	7,019.49
Note 11 - Long - Term Loans and Advances (Unsecured and Considered Good)		
(a) Security Deposits	263.04	1,887.78
(b) Advance Income Tax (Net of Provision)	67.57	87.65
Total	330.61	1,975.43
Note 12 - Inventories		
(a) Stock-in-Trade	2,652.28	2,108.80
Total	2,652.28	2,108.80
Note 13 - Trade Receivables (Unsecured and Considered Good)		
(a) Outstanding for a period exceeding six months from due date	-	-
(b) Others	112.16	357.15
Total	112.16	357.15
Note 14 - Cash and Cash Equivalents		
(a) Cash on Hand	0.50	0.50
(b) Balances with Banks		
In Current Accounts*	486.10	2,790.57
In Fixed Deposits** (Maturity within one year)	375.00	250.00
Total	861.60	3,041.07

* Balances with Banks includes Unclaimed Dividend of Rs. 29.44 lakhs (P.Y. Rs. 29.04 Lakhs)

**Lien/Pledge with the banks against Bank Guarantee.

Note 14.1 Disclosure for Specified Bank Notes (SBNs) held and transacted during the period: (Amount in Rs.)

Particulars	SBNs	Other Denomination Notes/New Notes	Total
Closing cash in hand as on 08.11.2016	1,000	657	1,657
(+) Permitted receipts	-	50,000	50,000
(-) Permitted payments	-	100	100
(-) Amount deposited in Banks	1,000	-	1,000
Closing cash in hand as on 30.12.2016	-	50,557	50,557

(Rs. In Lakh)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 15 - Short - Term Loans and Advances (Unsecured and Considered Good)		
(a) Inter Corporate Deposits	500.00	1,060.00
(b) Prepaid Expenses	4.81	2.95
(c) Interest receivable	15.08	58.63
(d) Deposits	-	1.00
(e) Others	3.30	71.08
(f) Service Tax Receivable	-	3.11
Total	523.19	1,196.77

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	2017-18	2016-17
Note 16 - Revenue from Operations		
(a) Profit/ (loss) on dealing in securities (Net)	207.68	(460.10)
(b) Income from Advisory Fees and Services	27.53	20.00
(c) Interest Income	75.34	119.00
(d) Net Profit / (Loss) on Sale of Investments	177.36	754.84
(e) Brokerage	116.48	90.64
TOTAL	604.39	524.38
Note 17 - Other Income		
(a) Dividend Income	121.71	57.96
(b) Rent Income	32.10	2.40
(c) Miscellaneous Income	3.55	10.65
TOTAL	157.36	71.01
Note 18 - Employee Benefits Expense		
(a) Salaries and Wages	112.24	112.39
(b) Contribution to Provident and Other Funds	2.62	2.64
(c) Staff Welfare Expenses	0.05	0.72
(d) Premium towards Group Gratuity Scheme	0.09	1.38
TOTAL	115.00	117.13
Note 19 - Finance Cost		
(a) Interest Expenses	61.54	73.27
TOTAL	61.54	73.27
Note 20 - Other Expenses		
(A) Payment to Auditors (excluding service tax/GST)		
(a) Statutory Audit Fees	2.90	3.00
(b) Tax Audit Fees	0.70	0.70
(c) Other Services	0.35	0.35
(B) Operating / Administrative and General Expenses		
(a) Rent, Rates and Taxes	31.36	78.33
(b) Other Repairs :		
i) Equipments	3.80	2.39
ii) Office Premises	5.88	0.32
(c) Travelling & Conveyance	3.19	5.97
(d) Telephone and lease line charges	5.11	4.85
(e) Bank Guarantee Commission	9.17	8.76
(f) Directors Sitting Fees	1.26	0.97
(g) Postage & Telegram	-	1.03
(h) Business Promotion	1.14	0.72
(i) Printing & Stationary	3.24	1.73
(j) Electricity Charges	11.63	14.26
(k) Securities Transaction Tax	12.24	39.02
(l) Fees & Subscription	9.17	6.29
(m) Professional Fees	23.32	20.23
(n) Stamp Duty Charges	12.17	8.92
(o) Advertisement	0.99	0.96

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakh)

Particulars	2017-18	2016-17
(p) Insurance	2.91	2.08
(q) CSR Expenses	7.60	13.75
(r) Motor Car Expenses	7.28	5.91
(s) Transaction Charges	5.07	9.63
(t) Exchange General Charges	0.56	1.28
(u) Bank & Demat Charges	4.45	4.99
(v) Miscellaneous Expenses	7.49	10.92
TOTAL	172.98	247.36

Particulars	2017-18	2016-17
Note 21 - Earnings Per Equity share		
(A) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lakhs)	346.80	68.44
(B) Weighted average number of equity shares used as denominator for calculating EPS (in Nos.)	1,74,98,433	1,74,98,433
(C) Basic and diluted earnings/ (loss) per share of face value of Rs. 10 each (Amount in Rs.)	1.98	0.39

Note 22

The Company has followed the Reserve Bank of India Guidelines applicable to the Non Banking Financial Companies in respect of prudential norms for Income Recognition, Assets Classification and Capital Adequacy.

Note 23

The profit or loss on account of dealing errors such as incorrect punching of prices or client/ custodial codes is considered as business expenditure, it is the company's policy not to carry out any speculative activities.

Note 24

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

(i) List of related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Shriyam Broking Intermediary Limited	Subsidiary
2	Shriyam Realtors Private Limited (Formerly known as Shriyam Broking (IFSC) Pvt Ltd)	Step-down Subsidiary
3	Mr. R. Sundaresan - Executive Chairman (Director in Subsidiary)	Key Managerial Personnel (KMP)
4	Mr. Yogendra Chaturvedi - Executive Director (Director in Subsidiary)	Key Managerial Personnel (KMP)
5	Ms. Monika Agrawal - Executive Director & Company Secretary (upto 26.12.2017)	Key Managerial Personnel (KMP)
6	Ms. Daya Bariya - Executive Director & Company Secretary (w.e.f. 14.11.2017)	Key Managerial Personnel (KMP)
7	Mr. Saurabh Chaturvedi - CFO (upto 10.02.2017)	Key Managerial Personnel (KMP)
8	Mr. Prashant Chaturvedi - CFO (w.e.f. 11.02.2017)	Key Managerial Personnel (KMP)
9	Mr. Suresh Chaturvedi - Executive Chairman (Subsidiary)	Key Managerial Personnel (KMP)
10	Mr. Gaurav Chaturvedi - CFO (Subsidiary)	Key Managerial Personnel (KMP)

(ii) Transactions during the year with related parties (excluding reimbursements):

(Rs. In Lakh)

Sr. No.	Nature of Transactions	Group Companies	(KMP)	Total
1	Payment for remuneration and services	-	63.28	63.28
		-	(61.70)	(61.70)

Figures in bracket represents previous year's amount.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

(iii) Disclosure in respect of material related party transactions during the year:

(Rs. In Lakh)

Sr. No.	Particulars	Relationship	2017-18	2016-17
2	Payment for remuneration and services			
	Mr. R. Sundaresan	KMP	6.50	6.50
	Mr. Yogendra Chaturvedi	KMP	14.17	14.17
	Ms. Monika Agrawal	KMP	8.16	12.19
	Ms. Daya Bariya	KMP	5.44	-
	Mr. Saurabh Chaturvedi	KMP	-	10.40
	Mr. Prashant Chaturvedi	KMP	11.03	1.21
	Mr. Suresh Chaturvedi	KMP	11.05	10.82
	Mr. Gaurav Chaturvedi	KMP	6.93	6.41

Note 25

The Company has followed Accounting Standard 15(revised), Accounting for Retirement benefits.

- Contribution to Provident Fund of Rs. **2.62 Lakh** (P.Y. Rs. 2.64 lakh) is charged to the Statement of Profit and Loss as per applicable law / rules.
- The Company has taken Group Gratuity scheme of Life Insurance Corporation of India for Gratuity payable to the employees. Liability for the year end obligation, based on an actuarial valuation as per the projected unit credit method as at the reporting date, is charged to the Statement of Profit and Loss. And accordingly Provision for the gratuity liability amounting to Rs. **0.09 Lakh** (P.Y. Rs. 1.38 lakh) has been made during the year by the company based on the valuation report of the Life Insurance Corporation (Actuarial Valuer).
- The Company belongs to an industry which faces a high attrition rate and hence the leave balance accrued is either availed or fully paid off.

Details as required under Accounting Standard AS 15, "Employee Benefits (Revised)

		2017-18	2016-17
1	VALUATION METHOD	Projected Unit Credit Method	Projected Unit Credit Method
2	ACTUARIAL ASSUMPTIONS		
	Mortality Rate	LIC(2006-08) Ultimate	LIC(2006-08) Ultimate
	Withdrawal rate	1% to 3% depending on age	1% to 3% depending on age
	Discount Rate	7.5% P.A.	8% P.A.
	Salary Escalation	4% P.A.	4% P.A.
3	RESULTS OF VALUATION	(Rs. In Lakh)	(Rs. In Lakh)
	PV of Past Service Benefit	9.12	10.93
	Current Service Cost	1.53	1.78
	Total Service Gratuity	49.18	57.76
	Accrued Gratuity	12.44	17.22
	LCSA	24.41	24.76
	LC Premium	0.09	0.09
	GST/Service Tax	0.02	0.01
	Interest	-	0.00
4	RECOMMENDED CONTRIBUTION RATE	(Rs. In Lakh)	(Rs. In Lakh)
	Fund Value as on Renewal Date	17.89	17.02
	Additional Contribution for existing fund	-	0.20
	Current Service Cost	-	1.07
5	TOTAL AMOUNT PAID	0.09	1.38

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note 26

Directors Remuneration :

Salary to Executive Directors as under (include under the head payment to employees):

(Rs. In Lakh)

	2017-18	2016-17
Mr. R. Sundaresan	6.50	6.50
Mr. Yogendra Chaturvedi	14.17	14.17
Ms. Monika Agrawal	8.16	12.19
Ms. Daya Bariya	5.44	-
Mr. Suresh Chaturvedi	11.05	10.82

Information relating to the payment to Executive Directors does not include payment for gratuity, which is provided for group of employees on an overall basis and as per the actuarial valuation report of the Life Insurance Corporation of India.

During the year, remuneration paid to the directors are within the prescribed limit of section 196,197 & 203 read with Schedule V of the Companies Act, 2013.

Note 27

Contingent Liabilities:

(Rs. In Lakh)

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Bank Guarantees Outstanding of Group	1,500.00	1,000.00

Note 28

Disputed Tax Liabilities:

The Income-Tax assessments of the company have been completed up to the assessment year 2015-16. The disputed demand outstanding up to the said assessment year is **Rs. 29.02** Lakh against which company has paid **Rs. 5.32** Lakh under protest. Based on the decision of the Appellate Authorities and the interpretations of the relevant provisions, the company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.

Note 29

Unhedge foreign currency exposure as at 31st March, 2018 is Rs. Nil (P.Y. Rs. Nil)

Note 30

Previous year's figures have been regrouped, rearranged and / or reclassified wherever necessary.

Note 31

Enterprises consolidated as Subsidiary in accordance with Accounting Standard 21 - Consolidated Financial Statement:

Name of the Enterprise	Country of Incorporation	Proportion of ownership interest
Shriyam Broking Intermediary Limited	India	100.00%
Shriyam Realtors Private Limited (Formerly known as Shriyam Broking (IFSC) Pvt Ltd)	India	100.00%

Note 32

Additional Information as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiary.

Name of the Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated net assets	Amount (Rs. In Lakh)	As % of Consolidated profit or loss	Amount (Rs. In Lakh)
Parent				
Shardul Securities Limited	70.00	10,167.87	73.00	253.16
Subsidiary - Indian				
Shriyam Broking Intermediary Limited	28.96	4,206.98	25.61	88.81
Shriyam Realtors Private Limited (Formerly known as Shriyam Broking (IFSC) Pvt Ltd)	1.04	151.01	1.39	4.83

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**Annexure - A****Salient Features of Financial Statement of Subsidiary Company as per Companies Act, 2013****(Rs. In Lakh)**

Name of Subsidiary company	Reporting Currency	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit / (Loss) before taxation	Provision for taxation	Profit / (Loss) after taxation	Proposed dividend	% of Shareholding
Shriyam Broking Intermediary Limited	INR	1,000.00	3,356.99	4,622.73	265.75	2,978.42	205.00	79.56	(9.25)	88.81	-	100%
Shriyam Realtors Private Limited	INR	150.00	1.01	152.77	1.76	-	6.90	6.53	1.70	4.83	-	100%

Names of Subsidiaries which are yet to commence operation - Shriyam Realtors Private Limited (Formerly known as Shriyam Broking (IFSC) Pvt Ltd)

Note 33 - Segment Reporting:

The Company is organised into following reportable segments as per Accounting Standard (AS) 17 on "Segment Reporting":

(Rs. In Lakh)

Particulars	Investment with Related activities		Others activities		Unallocated		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Segment Revenue								
Total Revenue	560.05	362.05	211.90	244.68	-	-	771.95	606.73
Inter Segment	(6.37)	(0.03)	(3.83)	(11.31)	-	-	(10.20)	(11.34)
Net Revenue from Operations	553.68	362.02	208.07	233.37	-	-	761.75	595.39
Segment Result								
Segment Result (Before Interest & Tax)	340.22	118.03	95.31	67.04	-	-	435.53	185.07
Less: Finance Cost (Including Financial Charges)	54.86	71.29	6.68	1.98	-	-	61.54	73.27
Profit before Tax	285.36	46.74	88.63	65.06	-	-	373.99	111.80
Less: Provision for Tax	-	-	-	-	27.19	43.36	27.19	43.36
Profit after Tax	285.36	46.74	88.63	65.06	(27.19)	(43.36)	346.80	68.44
Capital Employed								
Segment Assets	10,367.04	10,037.66	4,599.95	7,579.85	67.57	87.65	15,034.56	17,705.16
Segment Liabilities	247.60	331.55	73.93	2,980.61	187.17	213.94	508.70	3,526.10
Depreciation	32.09	32.24	9.14	9.35	-	-	41.23	41.59

Note 33.1 -

- The Company's main business segment is Investment & Related activities.
- Other activities includes Broking activities.

Note 33.2 - Since all the operations of the Company are conducted within India, as such there is no separate reportable geographical segment.

As per our report of even date
For Khimji Kunverji & Co.
 Chartered Accountants
 FRN 105146W

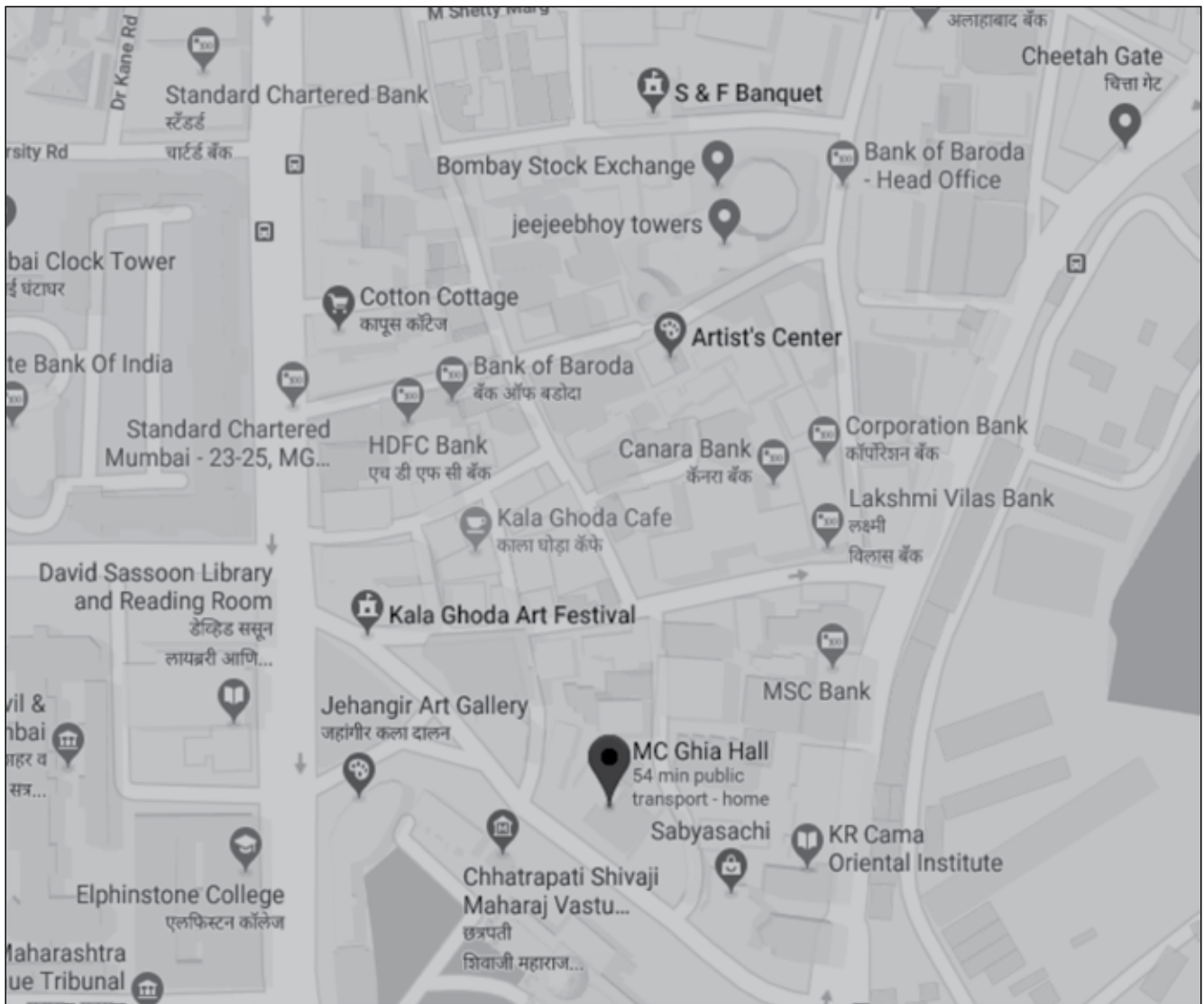
For and on behalf of the Board

Gautam V Shah
 Partner
 M No. 117348

R. Sundaresan (Chairman)
Kantilal Shah (Director)
Devesh Vasavada (Director)
Yogendra Chaturvedi (Executive Director & CEO)
Daya Bariya (Executive Director & Company Secretary)
Charul Abuwala (Director)
Prashant Chaturvedi (CFO)

Place :- Mumbai
 Date :- 29th May, 2018

The route map to AGM VENUE



SHARDUL SECURITIES LIMITED

Registered Office: G-12, Tulsiani Chambers, 212, Nariman Point, Mumbai. 400021

CIN: L50100MH1985PLC036937

ATTENDANCE SLIP

Only shareholders or the Proxies will be allowed to attend the meeting

Name of Member	
L. F. No./ D.P. & Client ID *	
No. of Shares held	

I/ We hereby record my / our presence at the 33rd Annual General Meeting of the Company being held on Thursday, 26th July 2018 at 10.00 a.m. at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai – 400001.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of the Proxy holder _____

*Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue. Please bring your identity proof for security reasons.

PROXY FORM

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

CIN : L50100MH1985PLC036937
Name of the Company : SHARDUL SECURITIES LIMITED
Registered Office : G-12, Tulsiani Chambers, 212, Nariman Point, Mumbai 400021

Name of the member(s)	
Registered Address	
Email ID	
L. F. No./ D.P. & Client ID	

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

(1) Name Address

E-mail ID..... Signature.....or failing him;

(2) Name Address

E-mail ID..... Signature.....or failing him;

(3) Name Address

E-mail ID..... Signature.....

TEAR HERE

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 33rd Annual General Meeting of the company, to be held on Thursday, 26th July 2018 at 10.00 a.m. M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai – 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2	Re-appointment of Mr. Yogendra Chaturvedi, who retires by rotation.		
3	To declare dividend on the Paid-up Equity Share Capital of the Company		
4	Appointment of Statutory Auditor to fill casual vacancy.		
5	Appointment of Statutory Auditor for a period of Five Years		
6	Re- appointment of Mr. R Sundaresan as a Chairman & Executive Director (DIN: 00029840), of the Company		
7	Confirmation of appointment of Ms Daya Bariya as a Whole time Director.		

Signed this..... day of2018

Signature of shareholder :

Signature of Proxy holder(s) :

Affix Rs. 1/- 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 Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the 33rd Annual General Meeting.

*(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 entitled to vote in the manner as he/ she thinks appropriate.

(4) Please complete all details including details of member(s) in above box before submission.



If Undelivered Please return to:

**SHARDUL
SECURITIES LIMITED**

G-12, Tulsiani Chambers,
212, Nariman Point, Mumbai - 400021