



# OASIS SECURITIES LTD.

Regd. Off.: Raja Bahadur Compound, Building No. 5, 2nd Floor, 43 Tamarind Lane, Fort, Mumbai 400 001.  
☎ : 4046 3500 / 01 • Fax : 4046 3502 / 34 • E-mail : admin@oasiscaps.com  
CIN No.: L51900MH1986PLC041499 • Website : www.oasiscaps.com

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Date: August 05, 2019

To  
Market Operation-DCS-CRD  
**BSE LIMITED**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

**Scrip code: 512489**

**Sub: Annual Report - 32<sup>nd</sup> Annual General Meeting of the Company**

Sir / Madam,

This is to inform you that the 32<sup>nd</sup> Annual General Meeting of the Company will be held on Wednesday, August 28, 2019 at Raja Bahadur Compound, Building No. 5, 2nd floor, 43 Tamarind Lane, Fort, Mumbai – 400001 at 10:30 a.m.

The Annual Report F.Y.2018-2019 as required u/r 34 of the SEBI (LODR) Regulations is attached.

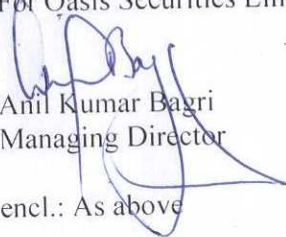
The Cut-off date / Record Date for the Register of members or the register of beneficial owners will be August 21, 2019.

The above is also being uploaded on the Company's website.

You are requested to take a note of the same and bring it to the notice of all concerned.

Thank you

Yours truly,  
For Oasis Securities Limited

  
Anil Kumar Bagri  
Managing Director

encl.: As above

# **OASIS SECURITIES LIMITED**

Thirty – second Annual Report and Accounts  
2018 – 2019

**OASIS SECURITIES LIMITED**

**32<sup>nd</sup> Annual Report**

**BOARD OF DIRECTORS:**

Indra Kumar Bagri	Chairman
Vimal Pannalal Damani	Independent Director
Smita Naresh Pachisia	Independent Director
Anil Kumar Bagri	Managing Director

**CHIEF FINANCIAL OFFICER:**

Narendra Kumar Thanvi

**COMPANY SECRETARY & COMPLIANCE OFFICER:**

Kirti Mool Chand Jain

**AUDITORS:**

Aalok Mehta & Co.,  
Chartered Accountants

**REGISTERED OFFICE:**

Raja Bahadur Compound, Bldg No.5  
2nd Floor, 43 Tamarind Lane, Fort  
Mumbai – 400 001  
CIN: L51900MH1986PLC041499  
Phone: 022 – 4046 3500  
Website: [www.oasiscaps.com](http://www.oasiscaps.com)  
Email: [admin@oasiscaps.com](mailto:admin@oasiscaps.com)

**REGISTRAR & SHARE TRANSFER AGENT:**

Satellite Corporate Services Pvt. Ltd.  
Unit No: 49, Building No: 13 AB, 2nd floor  
Samhita Commercial Co-op Society Ltd  
Off Andheri- Kurla Road, MTNL Lane, Sakinaka  
Mumbai – 400 072  
Phone: 022 – 2852 0461 / 462

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Regd. Office: Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400001.  
Tel No.:022 – 4046 3500 Email: admin@oasiscaps.com Website: www.oasiscaps.com  
CIN: L51900MH1986PLC041499

**NOTICE**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Oasis Securities Limited Company will be held on Wednesday, August 28, 2019 at Raja Bahadur Compound, Building No. 5, 2<sup>nd</sup> floor, 43 Tamarind Lane, Fort, Mumbai – 400001 at 10:30 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of Accounts for the financial year ended as at March 31, 2019 together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Anil Bagri (DIN: 00014338) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. A.V. Arolkar & Co., Chartered Accountants, Mumbai (FRN No. 100542W), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s. Aalok Mehta & Co. Chartered Accountants (Firm Registration No. 126756W), to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting to be held in the year 2024 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors plus applicable taxes and out of pocket expenses.”

**SPECIAL BUSINESS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any and Rules made there-under read with Schedule V of the Companies Act, 2013 and subject to such approvals as may be necessary, the company hereby approves the appointment of Mr. Anil Bagri (DIN 00014338) as Managing Director of the company for a period of three years effective from January 18, 2019 on a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) per month plus other perquisites and allowances as per the policy of the company and as approved by the Nomination & Remuneration Committee.

Where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director the above salary and perquisites except commission not exceeding the ceiling limit prescribed in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration.

“**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to alter and/or vary any of the terms of remuneration in consultation with the Managing Director provided such variation is in accordance with the provisions in Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.”

“**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Vimal Damani (DIN: 00014486) , Independent Director of the Company, whose initial term of office expires on 28<sup>th</sup> September, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for a second term under the provisions of the Act and the Rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from September 29, 2019 to September 28, 2024.

**RESOLVED FURTHER THAT** Managing Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Smita Pachisia (DIN: 07141023), Independent

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Director of the Company, whose initial term of office expires on 30<sup>th</sup> March, 2020 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for a second term under the provisions of the Act and the Rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from March 31, 2020 to March 30, 2025.

**RESOLVED FURTHER THAT** Managing Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

#### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND IN HOLDING NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment as under Item No. 4, 5 & 6 are annexed hereto.
3. 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 August 21, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
4. Members are requested to notify immediately any change of address:
  - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) to the Company’s Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., Unit. No 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai – 400072, in respect of their physical share folios, if any, quoting their folio numbers.
5. Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the meeting to facilitate identification of membership at the Annual General Meeting.
6. Transfer of unpaid / unclaimed dividend etc. to the Investor Education and Protection Fund in terms of Section 124 of the Companies Act, 2013 is not applicable to the company.
7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company.
8. Members are requested to bring their copy of the Annual Report to the meeting.
9. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company’s website viz. [www.oasiscaps.com](http://www.oasiscaps.com).
10. The Members who have not registered their e-mail addresses are requested to register the same with Registrar and Transfer Agents/ Depositories.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.
12. To support the ‘Green Initiative’ the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agents/Depositories.

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13. The route map showing direction to reach the venue of the Thirty Second Annual General Meeting is annexed.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

**15. VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, and Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company is pleased to provide members facility to exercise right to vote at Thirty Second Annual General Meeting by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL).

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

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

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting Period.
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “OASIS SECURITIES LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

- (vi) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the company/Depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with the sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details  <b>OR</b>  Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

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

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- (ix) Click on the EVSN of “OASIS SECURITIES LIMITED”.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]**

1. Please follow all steps from Sl. No. (i) to Sl. No. (xiv) above, to cast vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The remote e-voting period commences on Sunday, August 25, 2019 (10.00 a.m) and ends on Tuesday, August 27, 2019 (5:00 p.m). During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 21<sup>st</sup> August, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. 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 of Wednesday, August 21, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
7. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, (may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com)) shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com).
8. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

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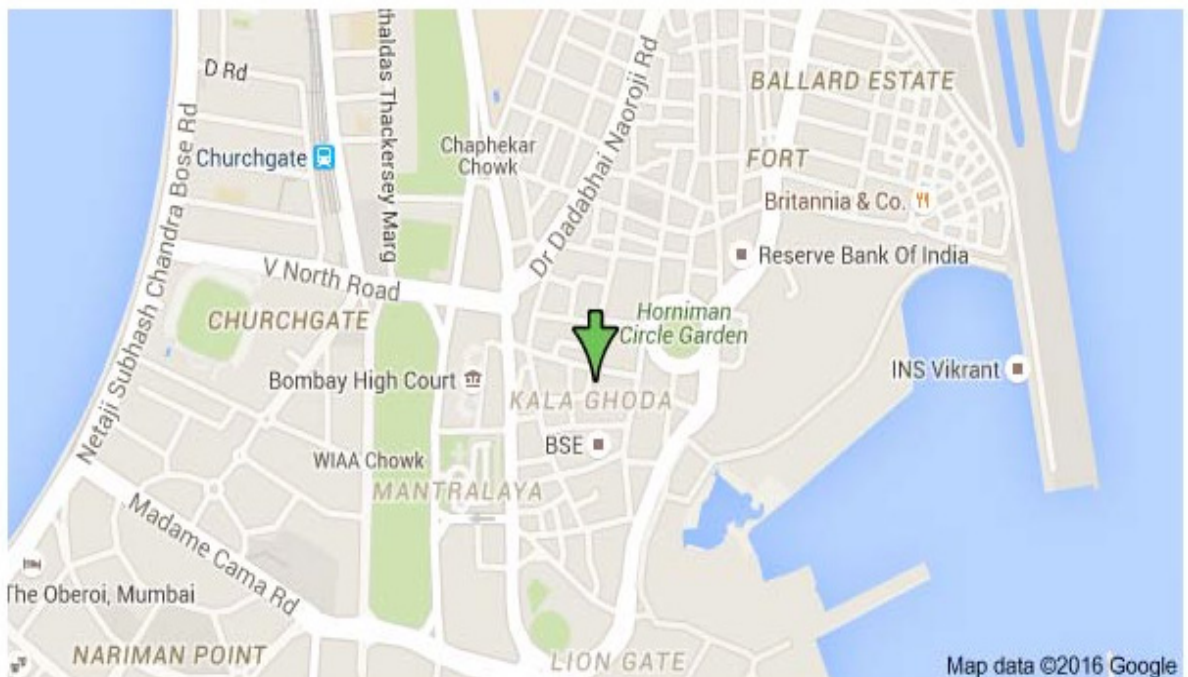
9. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
10. Mr. J. U. Poojari (Membership No. FCS 8102) or failing him Ms. Jigyasa Ved (Membership No. FCS 6488) have been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) and the voting at the meeting in a fair and transparent manner.
11. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.oasiscaps.com](http://www.oasiscaps.com)) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

**By Order of the Board of Directors**  
sd/-  
**Anil Bagri**  
**Managing Director**  
**DIN: 00014338**

**Regd. Office:**  
Raja Bahadur Compound  
Bldg No. 5, 2<sup>nd</sup> Floor  
43 Tamarind Lane  
Mumbai – 400 001

**Date: July 11, 2019**

**Route-Map to the venue of the Annual General Meeting:**





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#### ANNEXURE TO THE NOTICE

**THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2).**

Details of Director seeking re-appointment at the ensuing Annual General Meeting:

Name of the Director	Anil Bagri	Vimal Damani	Smita Pachisia
DIN	00014338	00014486	07141023
Date of Birth	27/02/1972	31/03/1951	15/07/1975
Date of first appointment on the Board	06/01/1994	29/11/2004	31/05/2015
Qualifications	Bachelor of Arts (Economics) from Boston University, USA	B.Com	B.Com
Expertise	25 years of experience in the financial markets in research, broking as well as investments.	40 years of experience in the area of investment & trading	15 years of experience in the area of investment & trading
Number of Meetings of the Board attended during the year	07	06	03
List of Directorship / Membership /Chairmanship of Committees of other Board	1. Ikab Securities and Investment Limited  2. Future Corporate Resources Pvt. Ltd.  3. Future Media (India) Ltd.  4. Future Entertainment Pvt. Ltd.	-	-
Shareholding in Oasis Securities Limited	1,74,963 Equity shares	--	--
Relationship between directors inter-se	Mr. Anil Bagri is relative (son) of Mr. Indra Kumar Bagri	N.A	N.A
Terms and Conditions of appointment	5 years w.e.f. 18.01.2019	N.A.	N.A.

#### Item No. 4:

Mr. Anil Bagri (DIN: 00014338) has been appointed by the Board of Directors as Managing Director of the company with effect from January 18, 2019 on a monthly remuneration of upto Rs. 2,00,000/- including salary, perquisites and other allowance as recommended by the Nomination and Remuneration Committee.

Anil Kumar Bagri, aged 47 years, is a Bachelor of Arts (Economics) from Boston University, USA. He has worked as Summer Trainee at Chemical Bank's European Utilities and Project Finance team in 1993. He worked as an Equity Analyst with Zurich India Mutual Fund from July 1994 to February 1996 and as Junior Analyst at UBS Warburg from April 1996 to April 1998. He has been an agent certified by LIC to distribute their insurance policies. He was the Wholtime Director of Ikab Securities and Investment Ltd. since 1998 and Managing Director from 2008 – 2018 and used to run Ikab's broking and depository businesses. He is now the Managing Director of Oasis Securities Limited. Anil Bagri is also a Director on the board of various companies of the Future group. He was the all-India President of ANMI (Association of National Exchanges Members of India), a pan-India body of over 800 stock exchange members, during 2010-11.

The Resolution at Item Nos. 4 of the Notice for his appointment is commended for approval by the Members.

Mr. Anil Bagri is concerned or interested in the Resolution as it relates to his own appointment. Mr. Indra Kumar Bagri relative (father) of Mr. Anil Bagri is also deemed to be concerned or interested in the Resolution.

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Additional information required to be given along-with a Notice calling General Meeting as per Schedule V to the Companies Act, 2013 is given hereunder:

<b>I. General Information:</b>	
(1) Nature of industry	NBFC Activities
(2) Date or expected date of commencement of commercial production	The company is completely into NBFC activities since April 2010
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

(Rs. In lakhs)

(4) Financial performance based on given indicators	2016-2017	2017-2018	2018-2019
Income (including exceptional income)	4632.95	11417.47	8987.03
Net profit / (Loss) as per profit and loss account	-6.69	94.71	-6.43
Amount of Dividend paid	0	0	0
Rate of Dividend declared	0	0	0
Earnings before interest, depreciation & taxes	132.15	473.82	59.90
% of EBIDT to turnover	2.877	4.154	0.667

- (5) Export performance and net foreign exchange collaborations Nil  
(6) Foreign investments or collaborators, if any. Nil

**II. Information about the appointee**

- (1) Background details

Name: Mr. Anil Bagri  
Designation: Managing Director  
Father's name: Mr. Indra Kumar Bagri  
Nationality: Indian  
Date of Birth: 27-02-1972  
Qualifications: Bachelor of Arts (Economics) from Boston University, USA  
Experience: 25 years

- (2) Past remuneration

The gross remuneration paid to him in the year 2018-2019 was Rs. 2,41,726/-

- (3) Recognition or awards

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- (4) Job profile and his suitability

The Managing Director shall be responsible for the management of the whole of the affairs of the Company and to do all acts and things, which in the ordinary course of business, he considers necessary or proper or in the interest of the Company.  
Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.

- (5) Remuneration proposed

up to Rs. 2,00,000/- per month.

- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin)

Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is very low.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Anil Bagri, one of the Promoters of the Company, holds 1,74,963 Equity shares (9.46%) in the company. He is related to Mr. Indra Kumar Bagri (father), Director of the company who holds 7,43,103 Equity shares (40.17%) in the company

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**III. Other information:**

- |   |  |
|---|--|
| (1) Reasons of loss or inadequate profits                           | Provisions for NPAs which resulted in a Loss at the net level.   |
| (2) Steps taken or proposed to be taken for improvement             | Greater scrutiny of borrowers and curtailment of expenses are likely to increase the profitability of the company. |
| (3) Expected increase in productivity and profits inmsurable terms. | Cannot be measured.  |

**IV. Disclosures:**

The remuneration of Mr. Anil Bagri has been disclosed above.

The Company does not have any scheme for grant of stock options

**Item Nos. 5 & 6 :**

Term of office of aforesaid Mr. Vimal Damani and Ms. Smita Pachisia who were appointed as Independent Directors for a period of 5 years will expire on 28<sup>th</sup> September, 2019 and on 30<sup>th</sup> March, 2020 respectively.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in the Board's Report, for another term of up to five consecutive years on the Board of the Company.

Based on recommendation of Nomination and Remuneration Committee and based on their skills, expertise and performance evaluation, the Board of Directors had approved and recommended the re-appointment of Mr. Vimal Damani and Ms. Smita Pachisia as Independent Directors of the Company for a second term of five years, subject to the approval of the Members of the Company.

The Company has received from Mr. Vimal Damani and Ms. Smita Pachisia, the declarations in terms of Section 149 of the Act and the Rules made thereunder and SEBI LODR, 2015 stating that they are qualified to be re-appointed as Independent Directors of the Company.

In the opinion of the Board, Mr. Vimal Damani and Ms. Smita Pachisia satisfy the conditions specified in the Act and the Rules made thereunder for re-appointment as Independent Directors and that they are independent of the Management.

The brief profiles of the aforesaid Directors:

Mr. Vimal Damani, aged 68 years, holds the degree of Bachelor of Commerce, has an experience of 40 years in Financial Services. He is the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee and Share Transfer Committee.

During the year, Mr. Vimal Damani attended 06 Board meetings. He does not hold any other Directorship.

Ms. Smita Pachisia, aged 44 years, holds the degree of Bachelor of Commerce and has wide experience of 15 years in the area of investments and lending. She has build up a significant personal portfolio in a short space of time.

During the year 2018-19, Ms. Smita Pachisia attended 3 Board meetings. She is the member of Audit Committee & Nomination and Remuneration Committee.

As on date of this Notice, Mr. Vimal Damani and Ms. Smita Naresh Pachisia do not hold by themselves or for any other person on a beneficial basis, any equity share in the Company. Except Mr. Vimal Damani and Ms. Smita Naresh Pachisia, none of the Directors and the Key Managerial Personnel of the Company including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolution.

It is therefore proposed to re-appoint them as Independent director of the company. The Board commends their re-appointment.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

**OASIS SECURITIES LIMITED**  
**32<sup>nd</sup> Annual Report**

**BOARD'S REPORT**

*[Pursuant to Section 134(3) of the Companies Act, 2013]*

To,  
**The Members**  
**OASIS SECURITIES LIMITED**

The Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report together with the Audited Financial Statements for the year ended on March 31, 2019.

**FINANCIAL RESULTS**

The financial results of the Company are summarized as under:

**(Rs. in lakhs)**

<b>Particulars</b>	<b>Year ended 31.03.2019</b>	<b>Year ended 31.03.2018</b>
Revenue from operations & other Income	8,987.03	11,417.47
Profit / (Loss) before Depreciation and Taxation	(2.62)	127.14
<u>Less:</u> Depreciation & Amortization	2.39	0.29
Profit / (Loss) before tax	(5.01)	126.85
Prior period Expense	0.06	1.64
<b><u>Less: Provision for Taxation</u></b>		
i) Current Tax	0	28.16
ii) Deferred tax	0.25	(0.03)
iii) Tax for earlier years	1.23	2.38
<b>Net Profit / (Loss) for the year</b>	<b>(6.43)</b>	<b>94.71</b>

**OPERATIONS/STATE OF COMPANY'S AFFAIRS**

The year of elections always weighs down on the stock markets, given the uncertainty of results, and the past year was no exception. Despite the concerns, your company still managed to eke out a decent profit in its trading operations, but was hit by huge NPA provisions which affected the profitability. We are hopeful that the worst is behind us for NPA provisioning. With the mandate given to the BJP, we also expect deeper reforms to be effected in the economy, which will result in excellent long term gains.

**MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR**

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**DIVIDEND & TRANSFER TO RESERVES**

In order to conserve resources, the Directors do not recommend any dividend for the Financial Year 2018-19. No amount of profit was transferred to Reserves.

**DIRECTORS & KEY MANAGERIAL PERSONNEL:**

Mr. Anil Bagri (DIN 00014338) has been appointed by the Board of Directors as Managing Director of the company effective from 18<sup>th</sup> January 2019. Necessary resolution for approval of his appointment has been proposed in the accompanying Notice for the approval of the shareholders of the company.

Mr. Anil Bagri also retires by rotation at the ensuing AGM in accordance with Section 152(6) of the Companies Act, 2013 and he is eligible for re-appointment.

Mr. Indra Kumar Bagri (DIN: 00014384), Director of the company resigned from the post of Chief Executive Officer of the Company effective from July 19, 2018.

**INDEPENDENT DIRECTORS:**

Mr. Vimal Damani (DIN: 00014486) and Ms. Smita Pachisia (DIN: 07141023), who are independent directors of the Company, have submitted declarations that each of them meet the criteria of independence as provided in sub Section (6) of Section 149 of the Companies Act, 2013 (Act). There has been no change in the circumstances which may affect their status as an independent director during the year. In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

Term of office of aforesaid Mr. Vimal Damani and Ms. Smita Pachisia as Independent Directors will expire on 28<sup>th</sup> September, 2019 and on 30<sup>th</sup> March, 2020 respectively. As per Section 149 of the Act read with rules made thereunder, their re-appointment for second term requires

## OASIS SECURITIES LIMITED

### 32<sup>nd</sup> Annual Report

the prior approval of the shareholders of the company by way of passing of special resolution in general meeting. On the basis of the results of the performance evaluation of the Independent Directors, declaration of independence received from these Independent Directors, the Board recommends their re-appointment as Independent Directors for second term of five consecutive years at the ensuing AGM.

#### NUMBER OF MEETINGS OF BOARD OF DIRECTORS & COMMITTEES THEREOF

7 (Seven) meetings of the Board of Directors were held during the year 2018-2019.

The Committees of the Board have been constituted/ reconstituted in accordance with the provisions of the Companies Act, 2013. Currently, the Board has the following Committees:

Audit Committee, Nomination & Remuneration Committee, Finance Committee, Stakeholder Relationship Committee and Share Transfer Committee. The details of meetings held during the year and the attendance of directors for these meetings forms part of the Annual Report.

#### CORPORATE SOCIAL RESPONSIBILITY

Provisions of Section 135 of the Companies Act, 2013 with regard to Corporate Social Responsibility are not applicable to the company.

#### WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) Mechanism formulated by the Company provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/Chairman of the Audit Committee in exceptional cases. The revised policy is placed on the website of the Company which includes provisions enabling employees to report instances of leak of unpublished price sensitive information as per Reg. 9A, Sub Reg. 6 of SEBI (Prohibition of Insider Trading) Regulations, 2015. Web link: <https://www.oasiscaps.com/coc.php>

#### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS

The Remuneration Policy for directors and senior management and the Criteria for selection of candidates for appointment as directors, independent directors, senior management are placed on the website of the Company weblink: <http://www.oasiscaps.com/policies.php>

There has been no change in the policies since the last fiscal year.

We affirm that the remuneration paid to the directors is as per the terms laid out in the Remuneration Policy of the Company.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has proper and adequate system of internal financial controls commensurate with its nature and size of business and meets the following objectives:

- Providing assurance regarding the effectiveness and efficiency of operations
- Efficient use and safeguarding of resources
- Compliance with policies, procedures and applicable laws and regulations and
- Transactions being accurately reported and recorded timely

## **OASIS SECURITIES LIMITED**

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The Company has budgetary control system to monitor expenditures and operations against budgets on an ongoing basis.

The internal auditor also regularly reviews the adequacy of internal financial control system.

#### **DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES**

The Company does not have any subsidiaries/ joint ventures/ associates.

#### **EXTRACT OF ANNUAL RETURN**

As provided under sub Section (3) of Section 92 and 134(3)(a) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, the extract of annual return is enclosed, which forms part of the Boards' Report as **Annexure I** and the same is available on [http://www.oasiscaps.com/annual\\_reports.php](http://www.oasiscaps.com/annual_reports.php)

#### **AUDITORS & THEIR REPORT**

Pursuant to Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the term of appointment of M/s. Aalok Mehta & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company expires at the conclusion of the ensuing Annual General Meeting of the Company (AGM).

M/s. Aalok Mehta & Co., over many years have successfully met the challenge that the size and scale of the Company's operations pose for auditors and have maintained the highest level of governance, ethical standards, rigour and quality in their audit. The Board place on record its appreciation for the services rendered by M/s. Aalok Mehta & Co., as the Statutory Auditors of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee, have made its recommendation for appointment of M/s. A.V. Arolkar & Co. Chartered Accountants, Mumbai, (FRN No. 100542W) as the Statutory Auditors of the Company by the Members at ensuing the 32<sup>nd</sup> AGM for a term of 5 years.

M/s. A.V. Arolkar & Co, Chartered Accountants, Mumbai, (FRN No. 100542W), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The necessary resolution seeking approval of the members for the appointment of M/s. A.V. Arolkar & Co, Chartered Accountants, Mumbai, (FRN No. 100542W), as the Statutory Auditors of the Company for a term of five consecutive years has been incorporated in the Notice of the forthcoming AGM of the Company.

You are requested to appoint Auditors and to fix their remuneration

The auditors' report does not contain any qualifications, reservations or adverse remarks in their report.

#### **DISCLOSURE**

The company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

In view of nature of business of the Company, particulars regarding conservation of energy and technology absorption are not given. However, the Company has taken various measures to conserve energy at all levels.

There was no foreign exchange earnings outgo during the year under report.

#### **PARTICULARS OF EMPLOYEES**

Pursuant to Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of employees are annexed as **Annexure III**.

#### **DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public during the year.

#### **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY/ JUDICIAL AUTHORITY**

The company had received an Enquiry Notice from Securities and Exchange Board of India (SEBI) seeking some clarifications/ explanations on the financials of the company in compliance with the Listing Agreement of the Bombay Stock Exchange. After our replies clarifying them, the Adjudicating Officer, SEBI under Section 15-A of SEBI Act, 1992 Read with Rule 5 of SEBI (Procedure for Holding Inquiry And Imposing Penalties by Adjudicating Officer) Rules, 1995 imposed a monetary penalty of Rs. 20,00,000/- on the company under Section 23A and Section 23E and of the SC(R)A and Rs. 5,00,000/- each on Shri Indra Kumar Bagri and Shri Anil Kumar Bagri, Promoter Directors of the Company under Section 23A of the SC(R)A. The company has filed an appeal with the Securities Appellate Tribunal against this Order and is confident of a positive outcome.

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#### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made investments pursuant to the provisions of the Section 186 of the Companies Act, 2013 during the year under report.

#### RISK MANAGEMENT POLICY

The Board of Directors of the Company has framed a risk management policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

#### RELATED PARTY TRANSACTIONS

Particulars of transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report as **Annexure IV**.

#### EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

An annual evaluation of the Board's own performance, Board committees and individual directors was carried out pursuant to the provisions of the Act in the following manner:

Sr. No.	Performance evaluation of	Performance evaluation performed by	Criteria
1.	Each Individual directors	Nomination and Remuneration Committee	Attendance, Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and guidance provided, key performance aspects in case of executive directors etc.
2.	Independent directors	Entire Board of Directors excluding the director who is being evaluated	Attendance, Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and guidance provided etc.
3.	Board, and its committees	All directors	Board composition and structure; effectiveness of Board processes, information and functioning, fulfilment of key responsibilities, performance of specific duties and obligations, timely flow of information etc. The assessment of committees based on the terms of reference of the committees and effectiveness of the meetings.

#### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the financial year 2018-2019.

#### LISTING FEES

The Company has paid the listing fees to BSE Limited for the year 2019-2020.

#### INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE

The Board of Directors has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and in view of recent amendments to the SEBI (Prohibition of Insider Trading) 2015 by SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018, the Policy on Determination of Legitimate purpose and the Policy on inquiry in case of leak or suspected leak of UPSI are adopted by the Company and is available on our website:[www.oasiscaps.com/policies.php](http://www.oasiscaps.com/policies.php)

#### MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report as **Annexure V**.

#### SECRETARIAL AUDIT AND THEIR REPORT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the financial year 2018-19 and their Report is attached hereto as **Annexure II**.

**OASIS SECURITIES LIMITED**  
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With regard to the observations of the Secretarial Auditors that SEBI imposing monetary penalty under SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, the company has filed an appeal with the Securities Appellate Tribunal against this Order and your Directors are confident of a positive outcome.

**CORPORATE GOVERNANCE REPORT**

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Corporate Governance is not mandatory to the Company.

**MAINTENANCE OF COST RECORDS**

Maintenance of cost records as specified by the Central Government under Section 148(1) of the Act is not applicable to the company.

**COMPLIANCES OF SECRETARIAL STANDARD**

The company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**APPRECIATION**

The Board of Directors are thankful to its Bankers and Institutions for the support and financial assistance from time to time.

Your Directors are pleased to place on record their sincere appreciation to all the employees of the Company whose untiring efforts have made achieving its goal possible. Your Directors wish to thank the Central and State Governments, customers, suppliers, business associates, shareholders for their continued support and for the faith reposed in your Company.

**Place: Mumbai**  
**Date: July 11, 2019**

**For and on behalf of the Board**  
**sd/-**  
**Indra Kumar Bagri**  
**Chairman**  
**DIN: 00014384**



# OASIS SECURITIES LIMITED

## 32<sup>nd</sup> Annual Report

### ANNEXURE I

#### EXTRACT OF ANNUAL RETURN

As on the financial year ended 31<sup>st</sup> March, 2019

Form MGT-9 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 Number of the Company:	L51900MH1986PLC041499
ii. Registration Date:	06 <sup>th</sup> November 1986
iii. Name of the Company:	Oasis Securities Limited
iv. Category/ Sub-category of the Company:	Public Company / Limited by Shares
v. Address of Registered office and contact details:	Raja Bahadur Compound Bldg. No. 5, 2 <sup>nd</sup> floor, 43 Tamarind Lane, Fort, Mumbai – 400 023 Tel: 022 - 4046 3500 Email: <a href="mailto:admin@oasiscaps.com">admin@oasiscaps.com</a> Website: <a href="http://www.oasiscaps.com">www.oasiscaps.com</a>
vi. Whether listed company:	Yes
vii. Name, Address and contact details of Registrar and Transfer Agent:	M/s. Satellite Corporate Services Pvt. Ltd., Unit. No 49, Building No. 13 AB, 2 <sup>nd</sup> Floor Samhita Commercial Co-op Society Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai – 400072 Email: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a> Website: <a href="http://www.satellitecorporate.com">www.satellitecorporate.com</a> Tel: 022-28520461/462 Fax: +91 22 2851 1809

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

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	NBFC	9971190	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

**OASIS SECURITIES LIMITED**  
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**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individuals / Hindu Undivided Family	1146205	0	1146205	61.96	1219299	0	1219299	65.91	+3.95
b) Central Government	0	0	0	0.00	0	0	0	0	0.00
c) State Governments(s)	0	0	0	0.00	0	0	0	0	0.00
d) Bodies Corporate	0	0	0	0.00	0	0	0	0	0.00
e) Financial Institutions / Banks	0	0	0	0.00	0	0	0	0	0.00
f) Any other (specify)	0	0	0	0.00	0	0	0	0	0.00
<b>Sub-Total (A) (1)</b>	<b>1146205</b>	<b>0</b>	<b>1146205</b>	<b>61.96</b>	<b>1219299</b>	<b>0</b>	<b>1219299</b>	<b>65.91</b>	<b>+3.95</b>
<b>2) Foreign</b>									
a) Non-Resident Individuals	0	0	0	0.00	0	0	0	0	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
e) Any Other (specify)	0	0	0	0.00	0	0	0	0	0.00
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1146205</b>	<b>0</b>	<b>1146205</b>	<b>61.96</b>	<b>1219299</b>	<b>0</b>	<b>1219299</b>	<b>65.91</b>	<b>+3.95</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
b) Financial Institutions / Banks	0	0	0	0.00	0	0	0	0	0.00
c) Central Government	0	0	0	0.00	0	0	0	0	0.00
d) State Governments(s)	0	0	0	0.00	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g) Foreign Institutional Investors	0	0	0	0.00	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
i) Any Other (Specify)	0	0	0	0.00	0	0	0	0	0.00
<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**OASIS SECURITIES LIMITED**

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<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	152563	100	152663	8.25	151982	100	152082	8.22	<b>-0.03</b>
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual Share- holders holding nominal Share Capital upto Rs.1 lacs	177417	77581	254998	13.78	188123	81181	269304	14.56	<b>0.77</b>
ii) Individual Share holders holding nominal Share Capital in excess of Rs.1 lacs	234261	16000	250261	13.53	165313	0	165313	8.94	<b>-4.59</b>
c) Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
d) Clearing Member	2	0	2	0.00	0	0	0	0.00	0.00
e) Overseas corporate bodies	0	0	0	0.00	0	0	0	0.00	0.00
f) NRI	1805	0	1805	0.10	1977	0	1977	0.11	+0.01
g) HUF	37205	6861	44066	2.38	41525	500	42025	2.27	-0.11
h) Employees	0	0	0	0.00	0	0	0	0.00	0.00
h) Directors & their relatives	100	0	100	0.01	0	0	0	0	-0.01
<b>Sub-total (B) (2)</b>	<b>603253</b>	<b>100542</b>	<b>703795</b>	<b>38.04</b>	<b>548920</b>	<b>81781</b>	<b>630701</b>	<b>34.09</b>	<b>-3.95</b>
<b>Total Public Share holding (B) = (B) (1)+(B)(2)</b>	<b>603253</b>	<b>100542</b>	<b>703795</b>	<b>38.04</b>	<b>548920</b>	<b>81781</b>	<b>630701</b>	<b>34.09</b>	<b>-3.95</b>
<b>TOTAL (A)+(B)</b>	<b>1749458</b>	<b>100542</b>	<b>1850000</b>	<b>100.00</b>	<b>1768219</b>	<b>81781</b>	<b>1850000</b>	<b>100.00</b>	<b>0.00</b>
Shares held by Custodians for GDRs & ADRs (C)	0	0	0	0.00	0	0	0	0.00	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1749458</b>	<b>100542</b>	<b>1850000</b>	<b>100.00</b>	<b>1768219</b>	<b>81781</b>	<b>1850000</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters:**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Indra Kumar Bagri	743103	40.17	0.00	743103	40.17	0.00	0.00
2	Anil Bagri	101869	5.51	0.00	174963	9.46	0.00	3.95
3	Ananya Amit Bagri	83000	4.49	0.00	83000	4.49	0.00	0.00
4	Stuti Anil Bagri	46450	2.51	0.00	46450	2.51	0.00	0.00
5	Ishita Bagri	46450	2.51	0.00	46450	2.51	0.00	0.00
6	Savitri Devi Jajoo	34500	1.86	0.00	34500	1.86	0.00	0.00
7	Archana Bagri	31600	1.71	0.00	31600	1.71	0.00	0.00
8	Indrakumar Bagri HUF	30000	1.62	0.00	30000	1.62	0.00	0.00
9	Prerit Kamal Damani	28600	1.55	0.00	28600	1.55	0.00	0.00
10	Amit Kumar Bagri	633	0.03	0.00	633	0.03	0.00	0.00
<b>Total</b>		<b>1146205</b>	<b>61.96</b>	<b>0.00</b>	<b>1219299</b>	<b>65.91</b>	<b>0.00</b>	<b>3.95</b>

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**(iii) Change in Promoters' Shareholding:**

Sr. No.	Name of Promoters	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in Shareholding		Cumulative Shareholding during the year 31.03.2018	
		No. of shares at the beginning of the year (01.04.2018)	% of total shares of the Company			No of Shares	% of total shares of Company	No. of Shares	% of total shares of the Company
1	Anil Kumar Bagri	101869	5.51	05.10.2018		6332	0.34	108201	5.85
				12.10.2018		7602	0.41	115803	6.26
				26.10.2018		501	0.03	116304	6.29
				02.11.2018		3205	0.17	119509	6.46
				23.11.2018		1	0.00	119510	6.46
				30.11.2018		409	0.02	119919	6.48
				07.12.2018		409	0.02	120328	6.50
				21.12.2018		100	0.01	120428	6.51
				31.12.2018		43	0.00	120471	6.51
				01.03.2019		125	0.01	120596	6.52
				15.03.2019		1111	0.06	121707	6.58
				22.03.2019		32927	1.78	154634	8.36
				31.03.2019		20329	1.10	174963	9.46

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

Sr. no	Name of the Share Holder	Date	Reason	Shareholding at the beginning of the year 01.04.2018		Increase/ Decrease in Shareholding		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares Of the company
1	Advantage Overseas Pvt. Ltd	N.A.	N.A.	94204	5.09	0	0.00	94204	5.09
2	Rangnath Somani	N.A.	N.A.	73778	3.99	0	0.00	73778	3.99
3	Manoj Mittal	N.A.	N.A.	35000	1.89	0	0.00	35000	1.89
4	Shanju Rani	N.A.	N.A.	35000	1.89	0	0.00	35000	1.89
5	Sampoorna Portfolio Limited	N.A.	N.A.	28346	1.53	-7	0.00	28339	1.53
6	Oak Transition Management Private Limited	N.A.	N.A.	27967	1.51	0	0.00	27967	1.51
7	Sanjeev Gorwara HUF	N.A.	N.A.	0	0.00	22498	1.22	22498	1.22
8	Nishma Gorwara	N.A.	N.A.	21535	1.16	0	0.00	21535	1.16
9	Anirudh Damani	N.A.	N.A.	16000	0.86	0	0.00	16000	0.86
10	Teena Vazirani	N.A.	N.A.	14620	0.79	0	0.00	14620	0.79

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#### (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director/ KMP	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in Shareholding		Cumulative Shareholding during the year 31.03.2019	
		No. of Shares at the beginning (01.04.2018)	% of total shares of the Company			No. of Shares	% of Total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Indra Kumar Bagri (Director)	743103	40.17	-	-	-	-	743103	40.17
2.	Anil Bagri (Director)	101869	5.51	01.04.2018 to 31.03.2019	Transfer	73094	3.95	174963	9.46
3.	Vimal Damani – Independent Director	-	-	-	-	-	-	-	-
4.	Smita Pachisia - Independent Director	-	-	-	-	-	-	-	-
5.	Narendra Thanvi– Chief Financial Officer	-	-	-	-	-	-	-	-
6.	Kirti Moolchand Jain (Company Secretary & Compliance Officer)	-	-	-	-	-	-	-	-

#### V. INDEBTEDNESS

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

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
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				
Addition	-			
Reduction	-			
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-

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**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

No.		Anil Bagri (Managing Director) (w.e.f 18.01.2019)
1.	Gross Salary	2,41,726
	a) Basic Salary	-
	b) Perquisites	-
	c) Incentives	-
	d) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
5.	Others, Profession Tax	
	Total (A)	2,41,726
	Ceiling as per the Act	Within the limits of Schedule V of the Act

**B. Remuneration to other directors:**

Sr. no.	Particulars of Remuneration	Name of Directors		Total Amount (Rs)
1	<b>Independent Directors</b> • Fee for attending board / committee meetings • Commission • Others, please specify	<b>Vimal Damani</b> 18,000	<b>Smita Pachisia</b> 12,000	30,000
	Total (1)	18,000	12000	30,000
2	<b>Other Non-Executive Directors</b> Fee for attending board /committee meetings • Commission • Others, please specify	<b>Indra Kumar Bagri</b> 18,000	<b>Anil Bagri</b> 15,000	33,000
	Total (2)	18,000	15,000	33,000
	Total (B)=(1+2)	36,000	27,000	63,000
	Total Managerial Remuneration (A+B)			<b>3,04,726</b>
	Overall Ceiling as per the Act	Within the ceiling limits of Section 197 of the Act.		

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**C. Remuneration to Key Managerial Personnel other than ED/MD/ Manager/WTD:**

(Rs. in Lakhs)

Sr. No	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Narendra Thanvi (CFO)	Kirti Moolchand Jain (Company Secretary)	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act 1961	6,58,750	1,15,250	7,74,000
	(b) Value of perquisites u/s 17(2) Income-tax Act 1961	---	--	---
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act 1961			
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission	--	--	--
5.	Others (Allowances)	--	--	--
	<b>Total (A)</b>	<b>6,58,750</b>	<b>1,15,250</b>	<b>7,74,000</b>

**VII. Penalties/ Punishment/ Compounding of Offences- NONE**

Place: Mumbai  
Date: July 11, 2019

**For and on behalf of the Board**  
Sd/-  
**Indra Kumar Bagri**  
Chairman  
DIN: 00014384

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**ANNEXURE II**

**FORM No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**(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,  
**OASIS SECURITIES LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oasis 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 our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 and amendments from time to time;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
  - (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)
  - (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 to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period).
- (vi) Other laws specifically applicable to the Company namely:
  - 1. The RBI Act 1934
  - 2. Non-Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above except that the Company had received an Enquiry Notice from Securities and Exchange Board of India (SEBI) seeking some clarifications / explanations on the financials of the company in compliance with the Listing Agreement of the Bombay Stock Exchange. After replies /clarifications from the company the Adjudicating Officer, SEBI under Section 15-A of SEBI Act, 1992



## OASIS SECURITIES LIMITED

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Read with Rule 5 of SEBI (Procedure for Holding Inquiry And Imposing Penalties by Adjudicating Officer) Rules, 1995 imposed a monetary penalty of Rs. 20,00,000/- on the company under Section 23A and Section 23E and of the SC(R)A and Rs. 5,00,000/- each on Shri Indra Kumar Bagri and Shri Anil Kumar Bagri, Promoter Directors of the Company under Section 23A of the SC(R)A. However, the company has filed an appeal with the Securities Appellate Tribunal against this Order and is confident of a positive outcome.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

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

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**Place: Mumbai**  
**Date: July 11, 2019**

**For Parikh & Associates**  
**Company Secretaries**  
**Sd/-**  
**Shalini Bhat**  
**FCS No: 6484 CP No: 6994**

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

**OASIS SECURITIES LIMITED**  
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**'Annexure A'**

To,  
The Members  
Oasis Securities Limited

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

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

**Place: Mumbai**  
**Date: July 11, 2019**

**For Parikh & Associates**  
**Company Secretaries**  
sd/-  
**Shalini Bhat**  
**FCS No: 6484 CP No: 6994**

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### ANNEXURE III

#### 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]

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

I. None of the Non-executive Directors were paid any remuneration during the year except sitting fees.

Executive Directors	Ratio to median remuneration
Anil Bagri	1.55

- (ii) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/decrease in remuneration in the financial year
Managing Director	N.A.
Chief Financial Officer	0.00%
Company Secretary	0.00%

- (iii) The percentage increase in the median remuneration of employees in the financial year: Nil.
- (iv) The number of permanent employees on the rolls of company: 9
- (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:  
During the year there has been no exceptional increase in managerial remuneration.
- (vi) Affirmation that the remuneration is as per the remuneration policy of the Company:  
The Company affirms remuneration is as per the remuneration policy of the Company.
- (vii) During the year, there were no employees who were in receipt of remuneration in the aggregate of rupees One crore two lakhs for the year or rupees Eight lakhs fifty thousand per month, if employed for part of the year.

#### Information as per Rule 5(2) of the (Companies Appointment and Remuneration of Managerial Persons) 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March 2019

- A. Top Ten employees in terms of remuneration drawn during the year including those employed throughout the year and in receipt of remuneration Aggregating not less than Rs.1,02,00,000/- for the year ended 31<sup>st</sup> March 2019 – Not Applicable
- B. Employed for part of the year and in receipt of remuneration aggregating not less than Rs.8,50,000/- per month: NIL

Place: Mumbai  
Date: July 11, 2019

For and on behalf of the Board  
Sd/-  
Indra Kumar Bagri  
Chairman  
DIN: 00014384

**OASIS SECURITIES LIMITED**  
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**ANNEXURE IV**

**FORM AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

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

**1. Details of contracts or arrangements or transactions not at arm's length basis –**

The details of transactions approved by the Board of Directors and transacted during the year 2018-19 are given hereunder:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions-	Duration of contracts / arrangements/ transactions	Justification for entering into such a contracts or arrangements or transactions	Salient terms of contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Library of Nuts	Purchase of Mukhwas	N.A.	At market rate	Rs. 50,000/-	30.05.2018	NIL	N.A.

Details of material contracts or arrangement or transactions at Arms Length Basis- Nil material transactions or contracts were entered during the year by your company.

**Place: Mumbai**  
**Date: July 11, 2019**

**For and on behalf of the Board**  
Sd/-  
**Indra Kumar Bagri**  
**Chairman**  
**DIN: 00014384**

# OASIS SECURITIES LIMITED

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### ANNEXURE V

#### MANAGEMENT DISCUSSION AND ANALYSIS

##### 1. BUSINESS OVERVIEW & TRENDS

We are in times when global trade, which we usually take for granted as being relatively stable, is in a lot of flux. The shake-up in the NBFC sector after the default of IL&FS last year will also continue the slowdown in the sector in the short run, but promises a lot of strong growth in the long run. The mandate given to the BJP will also help them in implementing deeper reforms, which will again lend a lot of strength to the economy in the long run.

##### 2. NATURE OF INDUSTRY

The NBFC space is going through a lot of upheaval right now, which is expected to continue for some more time before it finally settles. While it is time to be cautious, it is also time to lay the seeds for future growth.

##### 3. BUSINESS PERFORMANCE

Our bottom line was affected by 2 large NPAs this year, without which we would have eked out a decent profit. We hope that the worst is behind us and look forward to better times ahead.

##### 4. RISK FACTORS

As discussed last year, our challenges from our borrowers affected our performance. While this is the nature of the business and will always remain a challenge, we remain confident that the worst is behind us. The volatility in the stock markets can also affect our returns since the value of our portfolios will get affected.

##### 5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

We believe that our internal control systems are adequate for the scale of our operations.

##### 6. LIMITATIONS OF FINANCIAL STATEMENTS

Every year of operations enriches the company, and despite the effect of NPAs causing a loss this year, we believe that our financials have only become stronger, even if it is not reflected in the bottom line this year.

##### 7. FUTURE OUTLOOK

We continue to maintain and believe that the future of this country remains extremely bright, particularly under the dynamic leadership we see at the Centre. The changes that we will see over the next five years will have a profound impact on the running of our country and prepare it for great success over the next 50 years.

##### 8. SEGMENT WISE PERFORMANCE

Your Company has only single segment i.e. Investment. Revenue and expenses have been identified on the basis of accounting standard and guidance note issued by Institute of Chartered Accountant of India.

##### 9. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

We continue to maintain cordial relations with all our employees and have not had any problems with them.

##### 10. CAUTIONARY STATEMENT

Financial markets implicitly mean great volatility, and while we expect to do well in the long run, it is important to note that in the short term we may see significant upheavals.

Place: Mumbai  
Date: July 11, 2019

For and on behalf of the Board  
Sd/-  
Indra Kumar Bagri  
Chairman  
DIN: 00014384

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**DISCLOSURE OF DETAILS OF MEETINGS OF BOARD OF DIRECTORS AND COMMITTEE MEETINGS HELD AND ATTENDED BY DIRECTORS AS REQUIRED UNDER SECRETARIAL STANDARDS BOARD MEETING**

Seven (7) Board Meetings: 23.04.2018, 30.05.2018, 14.08.2018, 12.11.2018, 18.01.2019, 05.02.2019 and 30.03.2019

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Mr. Indra Kumar Bagri	7
Mr. Anil Bagri	7
Mr. Vimal Damani	6
Ms. Smita Pachisia	3

**AUDIT COMMITTEE MEETING**

Four (4) Audit Committee Meetings: 30.05.2018, 14.08.2018, 12.11.2018 and 05.02.2019

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Mr. Anil Bagri	4
Ms. Smita Pachisia	4
Mr. Vimal Damani	4

**NOMINATION AND REMUNERATION COMMITTEE MEETING**

One (1) Nomination and Remuneration Committee Meeting: 18.01.2019

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Mr. Anil Bagri	1
Ms. Smita Pachisia	1
Mr. Vimal Damani	1

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

One (1) Stakeholders Relationship Committee: 30.03.2019

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Mr. Indra Kumar Bagri	1
Mr. Anil Bagri	1
Mr. Vimal Damani	1

**SHARE TRANSFER COMMITTEE:**

One (1) Stakeholders Relationship Committee: 30.03.2019

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Mr. Indra Kumar Bagri	1
Mr. Anil Bagri	1

**FINANCE COMMITTEE MEETING**

One (1) Finance Committee: 20.06.2018

NAME OF DIRECTORS	NO. OF MEETINGS ATTENDED
Mr. Indra Kumar Bagri	1
Mr. Anil Bagri	1
Mr. Vimal Damani	1

**OASIS SECURITIES LIMITED**  
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**INDEPENDENT AUDITOR'S REPORT**

To the Member of **OASIS SECURITIES LIMITED**

**REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

**1. Opinion**

We have audited the standalone financial statements of **OASIS SECURITIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019 and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("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, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**2. Basis for Opinion**

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**3. Emphasis of Matter**

We draw attention to Note No.16 to standalone financial Statements regarding non recoverability of Short Term Advances and Interest thereon and Provisioning thereof.

Our Opinion is not qualified in respect of that matter.

**4. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**5. Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information referred in Appendix 2, (but does not include the financial statements and our auditor's report thereon) which we obtained prior to the date of this auditor's report, and information referred in Appendix 3, which is expected to be made available to us after that date.

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

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

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

**6. Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

**7. Auditor's Responsibilities for the Audit of the Financial Statements**

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

**8. Other Matters**

The Company does not have any branches and there is no other matter to report

**9. Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The company has no branch offices whose accounts are audited by branch auditors
- (d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (i) 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 its financial position in its financial statements – Refer Note 8 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 long-term contracts including derivative contracts to the financial statements; and
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

**For M/s. Aalok Mehta & Co.**  
**Chartered Accountants**

sd/-

**CA. Aalok Mehta**

[Proprietor]

Membership No. 114930

Firm Reg. No. 126756W

**Place:** Mumbai

**Date:** 20/05/2019



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**Appendix 1 to Auditor's Responsibility Statement**

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

- **Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error**, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- **Obtain an understanding of internal control relevant to the audit** in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- **Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures** made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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**ANNEXURE REFERRED TO IN PARAGRAPH "A" OF AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF 'OASIS SECURITIES LIMITED' ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019.**

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

**1. In respect of its Fixed Assets**

- (a) The company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets.
- (b) According to information and Explanation given to us, the fixed assets of the Company are physically verified by the management according to a phased program designed to cover all items over a period of time, which in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets have been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventories have been noticed.

**2. In respect of its Inventories**

- (a) As informed to us, the inventories held in Dematerialized form, have been verified by the management with supportive evidence during the year. In our Opinion the frequency of verification is reasonable. On the basis of our examination the records of inventory, we are of the opinion that company is maintaining proper records of inventory. We are informed that no discrepancies were noticed on physical verification.

**3. In respect of its Loans given:**

The company has not granted any loans, secured or unsecured to/from companies, firms limited liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. As the Company has not granted any loans, secured or unsecured, to parties listed in the Registers maintained under Section 189 of the Companies Act, 2013, consequently, clause 3(iii) (a) (b) & (C) of the order are not applicable.

- 4. The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. The company has complied with the provision of section 186 of the Act in respect of investment made or loans guarantee or security provided to the parties covered under section 186.
- 5. In our opinion, and according to the information and explanations given to us, the Company has not accepted any public deposits and hence directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable. As per the information and explanations given to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this respect.
- 6. The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the company.
- 7. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, VAT, Excise Duty, Duty of custom, Service Tax, Cess and any other statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and based on the records of the company examined by us, disputed dues payable by company as on 31<sup>st</sup> March 2019 of Income Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty are as under.

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Sr no.	Name of Statute	Nature of Dues	Amount	Period to which it relates(F.Y.)	Forum where dispute is pending
1	Income Tax	Non-permission of carrying forward speculation losses and Disallowance u/s 14A r.w.rule 8D.	16,87,766/-	FY 2010-11	Commissioner of Income tax (Appeals)
2	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	5,37,600/-	FY 2011-12	ITAT Appeals
3	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	2,65,820 /-	FY 2013-14	ITAT Appeals
4	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	7,42,150/-	FY 2014-15	ITAT Appeals

8. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the Balance Sheet Date
9. The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loan during the year. Accordingly the provision of clause 3(ix) of the order are not applicable to the Company.
10. During the course of our examination of the books of accounts carried out in accordance with the generally accepted auditing standards in India and according to the information and explanations given to us, we have not come across any instants of fraud, either noticed or reported during the year, on or by the Company.
11. According to the information and explanations given to us and based on our examination of the records, the Company has paid managerial remuneration in accordance by the provision of section 197 read with schedule V to the Act.
12. 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.
13. According to the information and explanations given to us and based on our examinations of the records of the Company transaction with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under accounting standard [AS] 18, Related party disclosures specified under section 133 of the Act, Read with rule 7 of the companies (Accounts) Rules,2014.
14. According to the information and explanations given to us and based on our examinations of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examinations of the records, the Company has not entered into non-cash transaction with directors or persons connected with him. Accordingly paragraph 3(xv) of the order is not applicable.
16. The Company is already registered under section 45-IA of the Reserve Bank of India Act, 1934 and Registration Number is obtained.

For M/s. Aalok Mehta & Co.  
Chartered Accountants

sd/-  
Firm Reg. No. 126756W  
**CA. Aalok Mehta**  
[Proprietor]  
Membership No. 114930

**Place:** Mumbai  
**Date:** 20/05/2019

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**ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT**

**(Referred to in Paragraph 10(f) of the Independent Auditors' Report of even date to the members of OASIS SECURITIES LIMITED on the financial statements for the year ended March 31, 2019)**

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**Report on the financial control under Clause (i) of Sub-section 3 of Section 143 of the Act:**

1. We have audited the internal financial controls over financial reporting of OASIS SECURITIES LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that dates.

**Managements Responsibility for Internal Financial Controls**

2. 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 includes the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors. The adequacy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

3. Our responsibility is to express 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. These 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.
4. Our audit involves performing procedure 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 auditors judgment, including the assessment of the risk of material misstatement on the financial statements, whether due to fraud or error.
5. 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**

6. 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 purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
  - 1) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transaction and dispositions of the assets of the company;
  - 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
  - 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

7. Because of the inherent limitations of internal financial control over financial reporting, including the possibility of conclusion or improper management overrides of controls, material misstatements due to fraud or error 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 policies or procedures may deteriorate.

#### **Opinion**

8. In our opinion, the Company is in the process of defining internal control procedure and operational system hence we are not in a position to comment on adequacy on internal financial controls system over financial reporting as at 31<sup>st</sup> March, 2019.

For M/s. Aalok Mehta & Co.

**Chartered Accountants**

Sd/-

**CA. Aalok Mehta**

[Proprietor]

Membership No. 114930

Firm Reg. No. 126756W

**Place:** Mumbai

**Date:** 20/05/2019

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**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORMING PART OF THE BALANCE SHEET FOR THE YEAR ENDED 31/03/2019**

**Note: 1**

**I SIGNIFICANT ACCOUNTING POLICIES:**

Significant accounting policies adopted in the preparation and presentation of the accounts are as under. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles.

**1. Basis of preparation of Financial Statements:**

The financial statements have been prepared under the historical cost convention as a going concern and on accrual basis of accounting, unless otherwise stated, and in accordance with the generally accepted accounting Principles ("GAAP") in India and confirm to the statutory requirements, Circulars and Guidelines issued by the RBI from time to time to the extent they have impact on the financial statements and current practice prevailing in India. These financial statements have been prepared to comply with all material aspects of the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the company

**2. Revenue Recognitions:**

The Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Interest income from financial assets is recognized using effective interest rate method on accrual basis. In case of Non Performing Assets ('NPA'), Interest Income is recognized upon realization as per the RBI Guidelines.

Dividend income is recognized when the company's right to receive the amount has been established

**3. Fixed Assets & Depreciation:**

- a. All Fixed Assets are stated in the Balance sheet at cost of acquisition inclusive of related expenses.
- b. Depreciation has been provided on the basis of useful life of asset as per schedule II of the Companies Act, 2013 vide Notification dated 29<sup>th</sup> August 2014 issued by the Ministry of the Corporate Affairs.
- c. Depreciation is provided from/up to the month of addition/disposal.

**4. Impairment of Assets:**

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

**5. Investments:**

Investments are stated at cost and income there from is credited to revenue on accrual basis. Long Term Investments are carried out at cost less provisions, if any, for permanent diminution in value of such investment. No provision is considered necessary for temporary diminution in value of such investments.

**6. Inventories:**

Inventories of Shares traded are held by the company which are valued at Cost or Market Value whichever is lower.

**7. Claims:**

All claims raised are booked on merits of each case on accrual basis.

**8. Provisions, Contingent Liabilities & Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in notes to accounts. Contingent asset are neither recognized nor disclosed in the financial statements.

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Sr no.	Name of Statute	Nature of Dues	Amount	Period to which it relates	Forum where dispute is pending
1	Income Tax	Non-permission of carrying forward speculation losses and Disallowance u/s 14A r.w.rule 8D.	1,687,766	F Y 2010-11	Commissioner of Income tax (Appeals)
2	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	537,600	F Y 2011-12	ITAT Appeals
3	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	265,820	F Y 2013-14	ITAT Appeals
4	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	742,150	F Y 2014-15	ITAT Appeals

**9. Treatment of Expenditure during Construction period:**

The Company doesn't have any expenditure related to construction period.

**10. Use of Estimates:**

The preparation of financial statement in conformity with the generally accepted accounting principles requires estimates and assumption to be made that affect the reported amounts of assets and liabilities on the date of financial statement and the reported amounts of revenue and expenses during the reported period. Difference between each actual results and estimates are recognized in the period in which the results are known or materialized. Although these estimates are based upon management's best knowledge of current events and actions, actual could differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

**11. Provision for Current and Deferred Tax:**

Provision for Current Tax of Rs Nil made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions as per Income Tax Act, 1961.

Deferred Tax resulting from "timing" difference between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty except for carry forward losses and unabsorbed depreciation which is recognized on virtual certainty that the asset will be realized in future.

The deferred Tax Liability for the year amounting to Rs 25166/- (Previous year Deferred Tax Assets Rs. 2954/-) has been recognized in the Profit and Loss Account.

Minimum Alternate Tax (MAT) credit is recognized as an asset and carried forward only if there is reasonable certainty of its being set off against regular tax payable within the stipulated statutory period.

**12. Employee Benefits:**

The company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard 15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. Company has not accounted the liability on account of leave encashment.

**13. Provision For Non - Performing Asset (NPA) and Doubtful Debts**

NPA including loans and advances, receivables are identified as bad/doubtful debts on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management's assessment of the degree of impairment and the level of provisioning meets NBFC prudential norms prescribed by Reserve Bank of India

**14. Provision For Standard Assets**

Provision for Standard Assets are made as per the Reserve Bank of India guidelines.

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15. The Company did not incur any Preliminary expenses during the year.
16. The company had given unsecured loan to Mr.Rajesh Joshi Rs.9,80,000/- and Rs.51,00,000/- to M/s Om Balaji Securities. However Interest of said loan was not received during the period under Audit. Further it is not possible to recover principal amount from the above party and as a matter of abundant precaution and in a bid to keep the sanctity of RBI's guidelines, given the unsecured nature of the loan, management of company has decided to treat above loan as Non Performing Assets and write off the entire amount during FY 2018-19 in doubtful category of NPA and appropriate provision as required by RBI's guidelines have been given in financial statements.

**17. Foreign Currency Transactions:**

There is no foreign Currency Transaction entered by the company during the period.

**NOTES FORMING PART OF THE ACCOUNTS AS ON 31<sup>st</sup> March 2019**

	2018-19	2017-18
18. CIF value of imports	NIL	NIL
19. Expenditure in Foreign Currency Others	NIL	NIL
20. Remittance in Foreign Currency on account of Dividend	NIL	NIL
21. Earnings in Foreign Currency FOB value of Exports.	NIL	NIL
22. Payment to Auditor as Statutory Auditor	70,000	70,000
23. As the company's business activities fall within single segment the disclosure requirements of Accounting Standard 17 segment reporting issued by Institute of Chartered Accountants of India is not applicable.		
24. In terms of AS 18 "Related Party Disclosures" issued by the ICAI, related party transactions are as follows:		

**Transaction with Related Parties**

Name	Relationship With Co.	Nature of Transaction	2018-19	2017-18
Indra Kumar Bagri	Director	Board Sitting Fees	18,000	15,000
Anil Kumar Bagri	Managing Director	Board Sitting Fees	15,000	15,000
Vimal Damani	Director	Board Sitting Fees	18,000	12,000
Library of Nuts	Anil Bagri's Spouse Firm	Purchases of Material	45,009	32,500
Smita Pachisia	Director	Board Sitting Fees	12,000	6,000
Anil Kumar Bagri	Managing Director	Salary & Allowance	2,41,726	0

25. In the opinion of the Directors, Sundry Debtors and Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated unless stated otherwise.
26. Estimated amount of contract remaining to be executed on capital account as on 31<sup>st</sup> March, 2019 and not provided for (net of advances) Rs. NIL ( Previous Year : ) NIL



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27. Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company As at 31-03-2019 [as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

(Rs. in lakhs)

Particulars			
(1)	<b>Liabilities side :</b>		
	<b>Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :</b>	Amount outstanding	Amount overdue
	(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) Other Loans (Specify nature)	-	-	
<b>Unsecured loans from Directors (members)</b>	-	-	
	<b>Assets side :</b>	Amount outstanding	
(2)	<b>Break-up of Loans and Advances including bills receivables [other than those included in '(4) below] :(Net of Provisions)</b>		
	(a) Secured		Nil
	(b) Unsecured		213.63
(3)	<b>Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		Nil
	(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 re-possessed		
	(b) Loans other than (a) above		

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Particulars				
(4)	<b>Break-up of Investments :</b>			
	<b>Current Investments : (Stock-in-trade)</b>			
	1. Quoted :			
	(I) Shares: a) Equity	335.53		
	b) Preference	Nil		
	(II) Debentures and Bonds	Nil		
	(III) Units of mutual funds	236.12		
	(IV) Government Securities	Nil		
	(V) Others (please specify)	Nil		
	2. Unquoted :			
	(I) Shares: a) Equity	23.90		
	b) Preference	Nil		
	(II) Debentures and Bonds	Nil		
	(III) Units of mutual funds	Nil		
	(IV) Government Securities	Nil		
	(V) Others (please specify)	Nil		
	<b>Long-term Investments :</b>			
	1. Quoted :			
	(I) Shares: a) Equity	Nil		
	b) Preference	Nil		
	(II) Debentures and Bonds	Nil		
	(III) Units of mutual funds	Nil		
	(IV) Government Securities	Nil		
	(V) Others (please specify)	Nil		
	2. Unquoted :			
	(I) Shares: a) Equity	Nil		
	b) Preference	Nil		
	(II) Debentures and Bonds	Nil		
	(III) Units of mutual funds	Nil		
	(IV) Government Securities	Nil		
	(V) Others (please specify)	Nil		
(5)	<b>Borrower group-wise classification of assets financed as in (2) and (3) above</b>	Amount net of provisions		
	Category	Secured	Unsecured	Total
	1. Related Parties**	-	NIL	NIL
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
	2. Other than related Parties	-	213.63	213.63
	<b>Total</b>	-	<b>213.63</b>	<b>213.63</b>

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	Particulars			
(6)	<b>Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted)</b>			
	Category		Market Value/ Break-up or fair Value or NAV	Book Value (Net of Provisions)
	1. Related Parties**			
	(a) Subsidiaries		-	-
	(b) Companies in the same group		20.55	2.25
	(c) Other related parties		-	-
	2. Other than related Parties		-	-
	Total		<b>20.55</b>	<b>2.25</b>
(7)	<b>Other information</b>			
	Particulars			Amount
	(I) Gross Non-Performing Assets			
	(a) Related Parties			0.00
	(b) Other than related parties			73.59
	(II) Net Non-Performing Assets (Net of provision)			
	(a) Related Parties			0.00
	(b) Other than related parties			73.59
	(III) Assets acquired in satisfaction of debts			0.00

**28. Directors' Remuneration:**

(in Rs.)

Particulars	2018-2019	2017-18
Salary	2,41,726	Nil
Contribution to Provident Fund	24,073	Nil
Other Perquisites(ESIC)	Nil	Nil
<b>Total</b>	<b>2,65,799</b>	<b>Nil</b>

**29. Disclosure in accordance with Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006**

During the year, the company has written letters to various suppliers regarding their status under the said Act. As at the year end, No suppliers has intimated the Company about its status as a Micro, Small or Medium Enterprise or its registration under the Micro, Small and Medium Enterprises Development 2006.

**30. Earnings Per Shares**

Particulars	2018-19	2017-18
a) Net profit after tax available for the Equity share holders	(6,43,112)	94,70,541
b) Number of Equity shares(face value Rs.10/-)	18,50,000	18,50,000
c) Weighted average number of Equity Shares (face value Rs.10/-)	18,50,000	18,50,000
d) Basic Earning per share(a/b)	(0.35)	5.12
e) Diluted Earning per share(a/c) (Rs. in thousands)	(0.35)	5.12

31. Previous year figures have been re-grouped / rearranged / recasted wherever necessary to make them comparable with those of current year.



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**Balance Sheet as at 31 March, 2019**

Particulars	Note No.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	2	1,85,00,000	1,85,00,000
(b) Reserves and surplus	3	6,50,84,681	6,57,27,792
<b>2 Non-current Liabilities</b>			
Deferred Tax Liabilities (Net)		20,236	-
<b>3 Current liabilities</b>			
Short Term provision	4	72,401	-
Other Current liabilities	5	1,93,858	30,96,947
<b>TOTAL</b>		<b>8,38,71,176</b>	<b>8,73,24,739</b>
<b>B ASSETS</b>			
<b>1 Fixed Assets</b>			
Tangible Assets	6	17,04,606	1,44,164
<b>2 Non-current assets</b>			
(a) Non-current investments	7	2,25,000	2,25,000
(b) Deferred tax assets (net)		-	5,007
(c) Long-term loans and advances	8	25,13,115	24,97,221
(d) Other non-current assets	9	-	90,00,000
<b>3 Current assets</b>			
(a) Inventories	10	5,95,55,061	5,83,16,655
(b) Cash and cash equivalents	11	8,29,983	92,544
(c) Short - term loans and advances	12	1,88,50,217	1,51,28,307
(d) Other current assets	13	1,93,194	19,15,842
<b>TOTAL</b>		<b>8,38,71,176</b>	<b>8,73,24,739</b>
See accompanying notes (including significant accounting policies) forming part of the financial statements	1-22		

as per our report of even date attached.

**For M/s. Aalok Mehta & Co.**

Chartered Accountants

(FRN: 126756W)

sd/-

(Aalok Mehta)

Proprietor

(Membership No: 114930)

Place: Mumbai

Date : 20.05.2019

**For Oasis Securities Limited**

Indra Kumar Bagri

sd/-

Chairman

Anil Kumar Bagri

sd/-

Managing Director

Narendra Thanvi

sd/-

Chief Financial Officer

Kirti Jain

sd/-

Company Secretary

Place: Mumbai

Date : 20.05.2019

**OASIS SECURITIES LIMITED**  
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## Statement of Profit and Loss for the year ended 31 March, 2019

Particulars	Note No.	For the year ended 31 March, 2019 Rs.	For the year ended 31 March, 2018 Rs.
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	14	89,78,02,314	1,14,05,71,250
<b>Revenue from operations (net)</b>		<u>89,78,02,314</u>	<u>1,14,05,71,250</u>
2 Other income	15	9,00,765	11,75,604
<b>Total Revenue (1+2) (A)</b>		<u><b>89,87,03,079</b></u>	<u><b>1,14,17,46,854</b></u>
<b>3 Expenses</b>			
(a) Purchases of Stock-in-trade	16	88,15,09,492	1,12,66,62,579
(b) Changes in inventories of Stock-in-trade	17	(12,38,406)	(4,02,23,545)
(c) Employee benefits expense	18	27,53,395	18,91,839
(d) Finance Cost	19	62,51,269	3,46,67,830
(e) Provision & Contingencies	20	68,82,002	-
(f) Depreciation	6	2,39,376	29,165
(g) Other expenses	21	28,06,580	60,33,679
<b>Total Expenses (a+b+c+d+e+f+g) (B)</b>		<u><b>89,92,03,708</b></u>	<u><b>1,12,90,61,546</b></u>
<b>4 Profit / (Loss) before tax (A-B) = (C)</b>		<u><b>(5,00,629)</b></u>	<u><b>1,26,85,308</b></u>
5 Prior Period Expense		(6,072)	1,63,570
<b>6 Tax Expense:</b>			
(a) Current tax expense		-	28,15,746
(b) Current tax expense relating to prior years		1,23,312	2,38,405
(c) Deferred tax		25,243	(2,954)
<b>Total (D)</b>		<u><b>1,42,483</b></u>	<u><b>32,14,767</b></u>
<b>7 Profit / (Loss) for the period from Continuing Operation (C-D)</b>		<u><b>(6,43,112)</b></u>	<u><b>94,70,541</b></u>
<b>8 Profit / (Loss) for the period from discontinuing Operation</b>		-	-
<b>9 Tax Expenses of discontinuing operations</b>		-	-
<b>10 Profit / (Loss) for the period from discontinuing Operation After Tax (8-9)</b>		-	-
<b>11 Earnings per share (of Rs. 10/- each):</b>			
(a) Basic			
(i) Continuing operations	22	<b>(0.35)</b>	<b>5.12</b>
(ii) Total operations	22	<b>(0.35)</b>	<b>5.12</b>
<b>See accompanying notes (including significant accounting policies) forming part of the financial statements</b>	<b>1-22</b>		

as per our report of even date attached.

**For M/s. Aalok Mehta & Co.**

Chartered Accountants  
(FRN: 126756W)

sd/-

(Aalok Mehta)

Proprietor

(Membership No: 114930)

Place: Mumbai

Date : 20.05.2019

**For Oasis Securities Limited**

Indra Kumar Bagri

sd/-

Chairman

Anil Kumar Bagri

sd/-

Managing Director

Narendra Thanvi

sd/-

Chief Financial Officer

Kirti Jain

sd/-

Company Secretary

Place: Mumbai

Date : 20.05.2019

OASIS SECURITIES LIMITED

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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**

Particulars	For Year Ended 31st March, 2019		For Year Ended 31st March, 2018	
<b>Cash Flow from Operating Activities</b>				
<b>Profit Before Tax and Extraordinary items</b> (As per Profit and Loss Account)		(5,00,629)		1,26,85,308
<u>Adjustments for:</u>				
Depreciation	2,39,376		29,165	
Finance Cost	62,51,269		3,46,67,830	
Interest Income	(7,94,241)		(11,70,994)	
Dividend Income	(1,00,523)		(4,610)	
Loss on sale of Fixed Assets	-		1,280	
Prior Period Expense	6,072	56,01,953	(1,63,570)	3,33,59,101
<b>Operating Profit before Working Capital Changes</b>		51,01,324		4,60,44,408
Adjustments for:				
(Increase)/Decrease in Inventories	(12,38,406)		(4,02,23,545)	
(Increase)/Decrease in Short Term Loans and Advance	(37,21,910)		(81,90,807)	
(Increase)/Decrease in Other Current Assets	17,22,648		(9,11,413)	
(Increase)/Decrease in Other Non-Current Assets	90,00,000		1,10,00,000	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Increase/(Decrease) in Current Liabilities & Provision	(28,30,688)	29,31,644	(2,66,656)	(3,85,92,421)
Cash Generated From Operations		80,32,968		74,51,987
Less: Income Tax Paid		1,23,312		2,38,405
<b>Net Cash from / (Used in) Operating Activities A</b>		<b>79,09,656</b>		<b>72,13,583</b>
Cash Flow from Investing Activities				
Interest received	7,94,241		11,70,994	
Dividend received	1,00,523		4,610	
Purchase of Fixed Assets	(17,99,818)		(1,36,000)	
Sales of Fixed Assets	-		1,000	
Sale of Investment	-		1,20,05,767	
Long-term loans and advances	(15,894)		2,38,404	
<b>Net Cash from / (Used in) Investing Activities B</b>		<b>(9,20,948)</b>		<b>1,32,84,775</b>
<b>Net Cash from Financial Activities C</b>				
Finance Cost	(62,51,269)		(3,46,67,830)	
<b>Net Cash from / (Used in) Financing Activity C</b>		<b>(62,51,269)</b>		<b>(3,46,67,830)</b>
<b>Net Increase/ Decrease in Cash and Cash Equivalents (A+B+C)</b>		7,37,439		(1,41,69,472)
<b>Cash and Cash Equivalents - Opening Balance</b>		92,544		1,42,62,015
<b>Cash and Cash Equivalents - Closing Balance</b>		8,29,983		92,544

as per our report of even date attached.

**For M/s. Aalok Mehta & Co.**

Chartered Accountants

(FRN: 126756W)

sd/-

(Aalok Mehta)

Proprietor

(Membership No: 114930)

**For Oasis Securities Limited**

Indra Kumar Bagri

sd/-

Chairman

Anil Kumar Bagri

sd/-

Managing Director

Narendra Thanvi

sd/-

Chief Financial Officer

Kirti Jain

sd/-

Company Secretary

Place: Mumbai

Date : 20.05.2019

Place: Mumbai

Date : 20.05.2019

**OASIS SECURITIES LIMITED**  
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**Notes forming part of the financial statements**

**Note 2: Share Capital**

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	Amount Rs.	Number of shares	Amount Rs.
(a) <u>Authorised</u> 5,000,000 Equity shares of Rs 10/- each par value with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
(b) <u>Issued</u> 1,850,000 Equity shares of Rs 10/- each par value with voting rights	18,50,000	1,85,00,000	18,50,000	1,85,00,000
(c) <u>Subscribed and fully paid up</u> 1,850,000 Equity shares of Rs 10/- each par value with voting rights	18,50,000	1,85,00,000	18,50,000	1,85,00,000
<b>Total</b>	<b>18,50,000</b>	<b>1,85,00,000</b>	<b>18,50,000</b>	<b>1,85,00,000</b>

2) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)	Closing Balance
Equity shares with voting rights								
Year ended 31 March, 2019								
- Number of shares	18,50,000	-	-	-	-	-	-	18,50,000
- Amount (Rs)	1,85,00,000	-	-	-	-	-	-	1,85,00,000
Year ended 31 March, 2018								
- Number of shares	18,50,000	-	-	-	-	-	-	18,50,000
- Amount (Rs)	1,85,00,000	-	-	-	-	-	-	1,85,00,000

- 3) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates: NIL
- 4) The Company has only one class of shares referred to as equity shares having par value of Rs. 10/-; each holder of equity shares is entitled to one vote per share.
- 5) No dividend has been proposed by the Board of Directors for the year ended 31st March, 2019
- 6) In event of liquidation of the company the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after the distribution of all preferential amounts, in proportion to the number of equity shares held by shareholders.
- 7) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>				
Indra Kumar Bagri	7,43,103	40.17	7,43,103	40.17
Anil Kumar Bagri	1,74,963	9.46	1,01,869	5.51
Advantage Overseas Pvt.Ltd	94,204	5.09	94,204	5.09

- 8) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date: NIL
- 9) Details of Calls unpaid : NIL
- 10) Details of forfeited shares : NIL



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**Notes forming part of the financial statements**

**Note 3: Reserves and Surplus**

Particulars	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
(a) Securities Premium Account		
Opening Balance	1,71,00,000	1,71,00,000
Closing Balance	1,71,00,000	1,71,00,000
(b) General Reserves		
Opening Balance	1,45,000	1,45,000
Closing Balance	1,45,000	1,45,000
(c) Statutory Reserves under RBI Act(45 IC)		
Opening balance	1,91,38,176	1,72,44,068
Add: Additions / transfers during the year	-	18,94,108
Closing balance	<b>1,91,38,176</b>	<b>1,91,38,176</b>
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	2,93,44,616	2,17,68,182
Add: Profit / (Loss) for the year	(6,43,112)	94,70,541
Statutory Reserves under RBI Act (45 IC)	-	18,94,108
Closing Balance	2,87,01,505	2,93,44,616
<b>Total</b>	<b>6,50,84,681</b>	<b>6,57,27,792</b>

**Note 4: Short Term Provision**

Provision against Standard Assets	72,401	-
	<b>72,401</b>	<b>-</b>

**Note 5: Other Current Liabilities**

(a) Interest Accrued and due on Borrowings	-	-
(b) Other Payables		
(i) Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	49,292	1,48,892
(ii) Sundry Creditors for Expenses	1,34,567	1,22,309
(iii) Payable for Purchase of Shares	10,000	10,000
Provision for Tax	-	28,15,746
<b>Total</b>	<b>1,93,858</b>	<b>30,96,947</b>

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**Notes forming part of the financial statements**

**Note 6: Fixed Assets**

Tangible Assets	Gross Block									
	Balance as at 1 April, 2018	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing Cost Capitalised	Other adjustments	Balance as at 31 March, 2019
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Air Conditioner	-	43,690								43,690
Mobile	1,36,000	92,999	-	-	-	-	-	-	-	2,28,999
Refrigerator	15,000	-	-	-	-	-	-	-	-	15,000
Motor Car	-	16,63,129								16,63,129
Television	56,989									56,989
<b>Total</b>	<b>2,07,989</b>	<b>17,99,818</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20,07,807</b>
<b>Previous year</b>	<b>1,17,589</b>	<b>1,36,000</b>	<b>45,600</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,07,989</b>

**Note 6: Fixed Assets (contd.)**

Tangible Assets	Accumulated Depreciation and Impairment						Net Block		
	Balance as at 1 April, 2018	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale combinations	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of Profit and Loss	Other adjustments	Balance as at 31 March, 2019	Balance as at 31 March, 2018
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Air Conditioner	-	4,185						4,185	-
Mobile	15,487	47,751						63,238	1,20,513
Refrigerator	10,455	2,850						13,305	4,545
Motor Car	-	1,73,762						1,73,762	-
Television	37,883	10,828						48,711	19,106
<b>Total</b>	<b>63,825</b>	<b>2,39,376</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,03,201</b>	<b>1,44,164</b>
<b>Previous year</b>	<b>77,980</b>	<b>29,165</b>	<b>43,320</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>63,825</b>	<b>39,609</b>

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Notes forming part of the financial statements

Note 7: Non-current investments

Particulars	As at 31 March, 2019 Rs.			As at 31 March, 2018 Rs.		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
A. Trade	-	-	-	-	-	-
<b>Total - Trade (A)</b>	-	-	-	-	-	-
B. Other investments						
(a) Investment in equity instruments (give details separately for fully / partly paid up instruments)						
(i) of subsidiaries	-	-	-	-	-	-
(i) of associates	2,25,000		2,25,000	2,25,000		2,25,000
1)100,000 (PY 100,000) Equity Shares of Ikab Securities & Investment Ltd. of Rs. 10/- each (Market Value : CY Rs. 20,55,000/- ; PY Rs. 17,00,000/-)						
<b>Total - Other investments (B)</b>	2,25,000	-	2,25,000	2,25,000	-	2,25,000
<b>Total (A+B)</b>	2,25,000	-	2,25,000	2,25,000	-	2,25,000
<b>Total</b>	<b>2,25,000</b>	<b>-</b>	<b>2,25,000</b>	<b>2,25,000</b>	<b>-</b>	<b>2,25,000</b>
Aggregate amount of quoted investments	2,25,000		2,25,000	2,25,000		2,25,000
Aggregate market value of listed and quoted investments	<b>20,55,000</b>	-	<b>20,55,000</b>	<b>17,00,000</b>	-	<b>17,00,000</b>

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**Notes forming part of the financial statements**

**Note 8: Long-term loans and advances**

Particulars	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
(a) Security deposits		
Secured, considered good		
Unsecured, considered good	9,210	9,210
Doubtful		
(b) Advance income tax (net of provision as at 31 March) (Unsecured, considered good)	25,03,905	24,88,011
<b>Total</b>	<b>25,13,115</b>	<b>24,97,221</b>

**Note 9: Other Non-current Assets**

(a) Long-term trade receivables		
Secured, considered good	-	-
Unsecured, considered good	-	90,00,000
Doubtful	-	-
		<b>90,00,000</b>
<b>Less: Provision for doubtful trade receivables</b>	-	-
<b>Total</b>	-	<b>90,00,000</b>

**Note 10: Inventories**

(At lower of cost and net realisable value)

(a) Stock-in-trade (Shares & Securities)	5,95,55,061	5,83,16,655
<b>Total</b>	<b>5,95,55,061</b>	<b>5,83,16,655</b>

**Note 11: Cash and Cash Equivalents**

(a) Cash on hand	1,03,000	21,154
(b) Balances with banks		
(i) In Current Accounts	7,26,983	71,390
<b>Total</b>	<b>8,29,983</b>	<b>92,544</b>

**OASIS SECURITIES LIMITED**  
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**Notes forming part of the financial statements**

**Note 12: Short-term loans and advances**

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Loans and Advances to Employees		
Unsecured, considered good	8,74,250	5,24,250
	<u>8,74,250</u>	<u>5,24,250</u>
(b) Prepaid Expenses - Unsecured, considered good	38,621	14,745
(c) Advance Income Tax (net of provisions) 31/03/2018	23,373	24,09,979
(d) Inter-corporate deposits		
Unsecured, considered good	-	51,00,000
Doubtful	57,12,001	-
Less: Provision for NPA	(57,12,001)	-
	<u>-</u>	<u>51,00,000</u>
(e) Others (Loans to non-Corporates)		
Unsecured, considered good	1,79,13,973	70,79,333
Doubtful	10,97,600	-
<b>Less: Provision for NPA</b>	<b>(10,97,600)</b>	<b>-</b>
	<u>1,79,13,973</u>	<u>70,79,333</u>
<b>Total</b>	<b><u>1,88,50,217</u></b>	<b><u>1,51,28,307</u></b>

**Note13: Other current assets**

(a) Accruals		
Interest Receivable	1,86,374	9,72,882
(b) Others		
Trade Receivables	6,820	9,42,960
<b>Total</b>	<b><u>1,93,194</u></b>	<b><u>19,15,842</u></b>

**Note 14: Revenue from operations**

Sale of Shares and Stock	89,78,02,314	1,14,05,71,250
<b>Total</b>	<b><u>89,78,02,314</u></b>	<b><u>1,14,05,71,250</u></b>

**Note 15: Other income**

Particulars	For the year ended 31 March, 2019 Rs.	For the year ended 31 March, 2018 Rs.
(a) <b>Interest Income</b>		
Interest Received on Loan	6,10,234	10,45,069
Others	1,84,007	1,25,925
(b) Dividend Income	1,00,523	4,610
(c) Other non-operating income	6,001	-
<b>Total</b>	<b><u>9,00,765</u></b>	<b><u>11,75,604</u></b>

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**Notes forming part of the financial statements**

**Note 16: Purchase of Traded Goods**

Particulars	For the year ended 31 March, 2019	For the yearended 31 March, 2018
	Rs.	Rs.
Shares & Securities	88,15,09,492	1,12,66,62,579
<b>Total</b>	<b>88,15,09,492</b>	<b>1,12,66,62,579</b>

<b>Note 17: Changes in Inventories of Stock-in-trade</b>	Rs.	Rs.
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**Inventories at the end of the year:**

Stock-in-trade	5,95,55,061	5,83,16,655
Inventories at the beginning of the year:		
Stock-in-trade	5,83,16,655	1,80,93,110
<b>Net (increase) / decrease</b>	<b>(12,38,406)</b>	<b>(4,02,23,545)</b>

<b>Note 18: Employee benefits expense</b>	Rs.	Rs.
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Salaries and wages	26,07,410	17,77,622
Contributions to provident fund	99,015	72,003
Staff welfare expenses	46,970	42,214
<b>Total</b>	<b>27,53,395</b>	<b>18,91,839</b>

<b>Note 19: Finance Costs</b>	Rs.	Rs.
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(a) Interest expense on:		
(i) Borrowings	62,50,360	3,46,66,363
(b) Other borrowing costs		
Bank Charges	909	1,467
<b>Total</b>	<b>62,51,269</b>	<b>3,46,67,830</b>

<b>Note 20: Provision and Contingencies</b>	Rs.	Rs.
---	-----	-----

Provision for Standard Assets	72,401	-
Provision for Non Performing Assets	68,09,601	-
<b>Total</b>	<b>68,82,002</b>	<b>-</b>

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**Notes forming part of the financial statements**

**Note 21: Other Expenses**

<b>Particulars</b>	<b>For the year ended 31 March, 2019</b>	<b>For the year ended 31 March, 2018</b>
	<b>Rs.</b>	<b>Rs.</b>
Advertisement Expenses	1,26,090	1,34,250
Audit Fees	80,000	70,000
Board Sitting Fees	63,000	48,000
Business Promotion Expenses	3,87,454	1,01,699
Conveyance and Travelling Expenses	4,37,215	7,939
Depository Charges	20,554	34,896
Donation	53,000	3,00,000
Electricity Charges	60,689	59,069
Legal and Professional Fees	8,38,732	9,73,540
Membership, Subscription and Registration Fees	75,555	24,771
Motor Car Expenses	11,000	-
Postage & Courier Expenses	19,938	8,947
Printing and Stationery	48,185	1,66,678
Repairs & Maintenance	9,850	-
Rent, Rates and Taxes	4,39,622	6,87,262
Sundry Expenses	36,824	24,008
Telephone Charges	98,833	75,372
Interest Expenses (TDS)	-	200
Loss on Fixed Assets sales	-	1,280
Loss on Long Term Investments	-	33,15,767
<b>Total</b>	<b>28,06,580</b>	<b>60,33,679</b>

Notes:

(i) Payments to the auditors comprises  
(net of service tax input credit, where applicable):

As auditors - statutory audit	60,000	55,000
For taxation matters	10,000	10,000
For other services	10,000	5,000
Reimbursement of expenses	-	-
<b>Total</b>	<b>80,000</b>	<b>70,000</b>

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**Notes forming part of the financial statements**

**Note 22. Disclosures under Accounting Standards (contd.)**

Particulars	For the year ended 31 March, 2019 Rs.	For the year ended 31 March, 2018 Rs.
<b>Earnings per share</b>		
<u>Basic</u>		
(a) <u>Continuing operations</u>		
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	(6,43,112)	94,70,541
Weighted average number of equity shares	18,50,000	18,50,000
Par value per share	10	10
Earnings per share from continuing operations - Basic	(0.35)	5.12
(b) <u>Total operations</u>		
Net profit / (loss) for the year attributable to the equity shareholders	(6,43,112)	94,70,541
Weighted average number of equity shares	18,50,000	18,50,000
Par value per share	10	10
Earnings per share - Basic	(0.35)	5.12

Schedules attached forming part of Accounts. 1-22

as per our report of even date attached.

**For M/s. Aalok Mehta & Co.**

Chartered Accountants

(FRN: 126756W)

sd/-

(Aalok Mehta)

Proprietor

(Membership No: 114930)

**For Oasis Securities Limited**

Indra Kumar Bagri

sd/-

Chairman

Anil Kumar Bagri

sd/-

Managing Director

Narendra Thanvi

sd/-

Chief Financial Officer

Kirti Jain

sd/-

Company Secretary

Place: Mumbai

Date : 20.05.2019

Place: Mumbai

Date : 20.05.2019



**OASIS SECURITIES LIMITED**

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**Notes forming part of the financial statements**

**Note 23: Contingent Liabilities**

<b>Sr no.</b>	<b>Name of Statute</b>	<b>Nature of Dues</b>	<b>Amount</b>	<b>Period to which it relates</b>	<b>Forum where dispute is pending</b>
1	Income Tax	Non-permission of carrying forward speculation losses and Disallowance u/s 14A r.w.rule 8D.	16,87,766	F Y 2010-11	Commissioner of Income tax (Appeals)
2	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	5,37,600	F Y 2011-12	ITAT Appeals
3	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	2,65,820	F Y 2013-14	ITAT Appeals
4	Income Tax	Credit for disallowance of allocation of expenses made by A.O. in Business Loss to Speculation Loss and Disallowance u/s 14A r.w.rule 8D	7,42,150	F Y 2014-15	ITAT Appeals

**OASIS SECURITIES LIMITED**  
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**OASIS SECURITIES LIMITED**  
**CIN No.: L51900MH1986PLC041499**

**Regd. Office:** Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400 001  
Tel No.: 022 - 4046 3500 Email: admin@oasiscaps.com Website: www.oasiscaps.com  
Form No. MGT-11

Proxy form

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

Name of the Member (s) : \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No. / Client ID: \_\_\_\_\_ DP ID No. \_\_\_\_\_

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

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him / her:

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him / her:

3.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, August 28, 2019 at 10.30 a.m. at Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400 001 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

**OASIS SECURITIES LIMITED**  
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\*I wish my above Proxy to vote in the manner indicated in the below:

Sr. No	Resolution	No of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/ We dissent to the Resolution
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	Ordinary Resolution for appointment of Mr. Anil Bagri (holding DIN 00014338) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013			
3.	Ordinary Resolution for appointment of M/s. A. V. Arolkar & Co., Chartered Accountants, Mumbai (FRN: 100542W) as Auditors of the Company.			
4.	Special Resolution for approval of appointment of Mr. Anil Bagri (holding DIN: 00014338) as Managing Director of the Company.			
5.	Special Resolution for re-appointment of Mr. Vimal Damani (DIN: 00014486) as Independent Director of the Company.			
6.	Special Resolution for re-appointment of Ms. Smita Pachisia (DIN: 07141023) as Independent Director of the Company			

Signed this \_\_\_\_ day of \_\_\_\_\_, 2019  
Signature of Shareholder \_\_\_\_\_  
Signature of Proxy Holder (s) \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Re. 1/-

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. Please complete all details including details of member(s) in above box before submission.
3. \*This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the above resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A proxy need not be a member of the Company.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the ANNUAL GENERAL MEETING of the Company.

**OASIS SECURITIES LIMITED**

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Regd. Office: Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400001

Tel No.:022 – 4046 3500 Email: admin@oasiscaps.com Website: www.oasiscaps.com

**ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**

Members 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 room.

I hereby record my presence at the 32nd Annual General Meeting of the Company at the Registered office at Raja Bahadur Compound, Building No.5, 2nd floor, 43 Tamarind Lane, Mumbai – 400 001 on Wednesday, August 28, 2019 at 10:30 a.m.

Folio No/DP ID No /Client ID No.: \_\_\_\_\_

Name and address of the first holder - \_\_\_\_\_

Name of the Joint Holder(s) - \_\_\_\_\_

No of shares - \_\_\_\_\_

\_\_\_\_\_  
Full name of the Member (in block letters)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Full name of the proxy (in block letters)

\_\_\_\_\_  
Signature

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN Electronic Voting Sequence Number</b>	<b>USER ID</b>	<b>PASSWORD/ PIN</b>

**If undelivered, please return:**

**OASIS SECURITIES LIMITED**

Raja Bahadur Compound

Bldg. No. 5, 2nd Floor

43 Tamarind Lane, Fort

Mumbai – 400 001

CIN: L51900MH1986PLC041499

Phone: 022 – 4046 3500

Website: [www.oasiscaps.com](http://www.oasiscaps.com)

Email: [admin@oasiscaps.com](mailto:admin@oasiscaps.com)