

October 03, 2018

Deputy Manager  
Department of Corporate Services  
BSE Limited, Floor 25,  
P J Towers, Dalal Street,  
Fort, Mumbai – 400001

Scrip Code: 540725

Dear Sir/Madam,

**Sub: Submission of Annual Report for the financial year 2017-2018**


Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2017-18 duly approved and adopted at the 24<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 29, 2018 at 11:00 A.M. at Hotel Radisson Blu H-3, Modipon Vihar, Sector 14, Kaushambi, Ghaziabad, Uttar Pradesh – 201010.

Please take the above on your records.

Thanking you,

Yours truly,  
For Share India Securities Limited

For Share India Securities Limited



Company Secretary

**Mr. Vikas Aggarwal**  
Company Secretary and Compliance Officer  
Membership No.: FCS 5512

In the  
Right Place.  
At the  
Right Time.  
For the  
Right Reason.



# Corporate Information

## BOARD OF DIRECTORS

1. Mr. Parveen Gupta	<i>Chairman &amp; Managing Director</i>
2. Mr. Sachin Gupta	<i>Chief Executive Officer &amp; Whole-Time Director</i>
3. Mrs. Saroj Gupta	<i>Whole-Time Director</i>
4. Mr. Rohin Gupta	<i>Whole-Time Director</i>
5. Mr. Rajesh Gupta	<i>Director</i>
6. Mr. Yash Pal Gupta	<i>Director</i>
7. Mr. Jatinder Pal Singh	<i>Independent Director</i>
8. Mr. Sulabh Jain	<i>Independent Director</i>
9. Ms. Upasana Gupta	<i>Independent Director</i>

## COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Vikas Aggarwal

## CHIEF FINANCIAL OFFICER

Mr. Vijay Kumar Rana

## REGISTERED OFFICE

6<sup>th</sup> Milestone, New Bhai-Chara Complex,  
Opp. Mata Mandir, U.P. Border, Chikambarpur,  
Sahibabad, Uttar Pradesh - 201 006.

## CORPORATE OFFICE

14, Dayanand Vihar, Ground Floor,  
Near Karkardooma Metro Station,  
Vikas Marg Ext., Delhi - 110 092.

## AUDITORS

M/s. T.K Gupta & Associates	<i>Statutory Auditor</i>
M/s. Sunil K Varshney & Associates	<i>Internal Auditor</i>
M/s. Jaiswal & Associates	<i>Secretarial Auditor</i>

## BANKERS

HDFC BANK LIMITED  
ICICI BANK LIMITED  
STATE BANK OF INDIA  
YES BANK LIMITED  
AXIS BANK LIMITED  
INDUSIND BANK LIMITED

## REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai - 400 059.  
Phone no.: 022-6263 8200

## INVESTOR HELPDESK

Mr. Vikas Aggarwal  
Email id: investors@shareindia.com  
Phone no.: 011-4301 1000  
Website: www.shareindia.com

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The International Monetary Fund (IMF) has acknowledged that India will be an engine of growth for the global economy for the next few decades.

In terms of the Purchasing Power Parity, India contributes to 15% of the Global economic growth.

This substantial role that India plays on the global stage is expected to continue due to its demographic profile, which comprises a predominantly young population.

Our young population is driven by aspirations to live better lifestyles driven by greater consumption as well as investment for the future. With financial formalization reaching the hitherto marginalized masses of the country, this will result in a spurt in demand for investment instruments.

The country also has a sizeable 51 mn MSME units that seek to grow into larger companies on the back of the vibrant capital market in India.

**Share India Securities Ltd. has an extremely well-established presence in the retail broking segment of the financial sector. With our recent foray into Merchant Banking, NBFC and Wealth Management activities, we have evolved into a robust financial conglomerate, which is well equipped to ride the opportunities in the Indian financial sector. Effectively, we are in the**

## Right Place

**Being in the business of investment products and services for over two and a half decades, Share India has plethora of experience in this sector.** We have seen the Indian financial markets at peaks and troughs and emerged stronger from each domestic or global shock.

At this current juncture, the economy and the financial markets are on the cusp of long period of strong secular growth on the back of policy reforms initiated in the recent past, which will launch the economy and consequently, the financial markets onto a higher growth trajectory. Against this backdrop, we believe we are not only in the right place, but at the

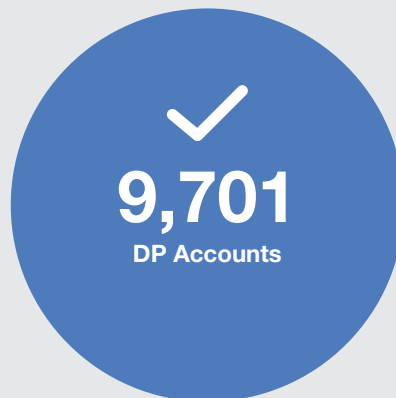
## Right Time

**Since our inception, we have always been focused on delivering the best investment experiences, with professionalism and integrity, to our clients and robust performances and growth to our stakeholders.** This philosophy has stood us in good stead this far and is the cornerstone on which we seek future growth and appreciation in value. Upholding the greater mission to assist individuals and companies in their financial journeys, as well as reward stakeholders, not only ensures that we are in the right place, at the right time, but for the

## Right Reason



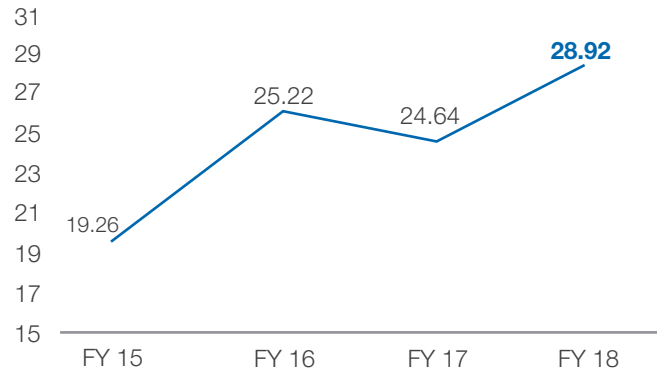
## The Year at a Glance



Major contributor to  
NSE Volumes for the past 3 years

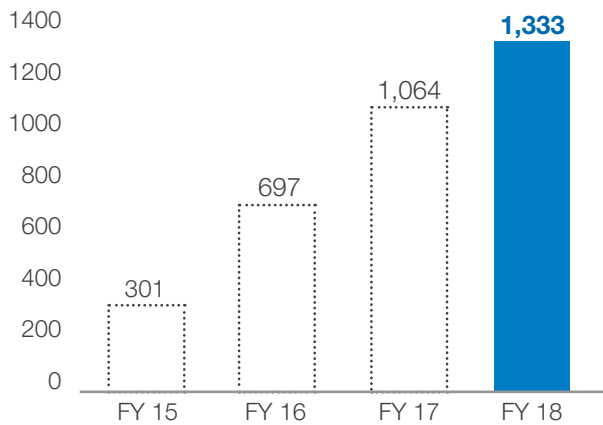
## RETURN ON NET WORTH (%)

INDUSTRY LEADER IN RONW OF 19%+



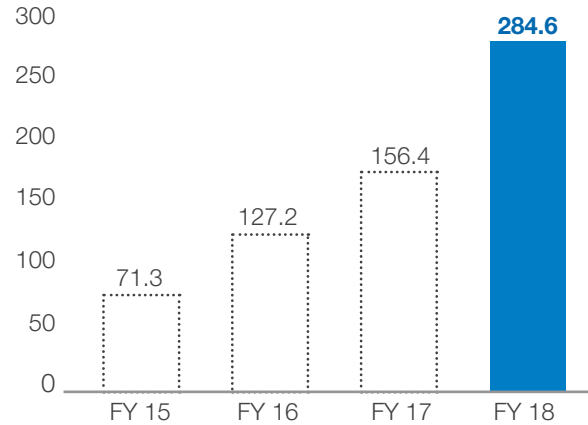
## REVENUE (RS. MN)

CAGR: 64.22%



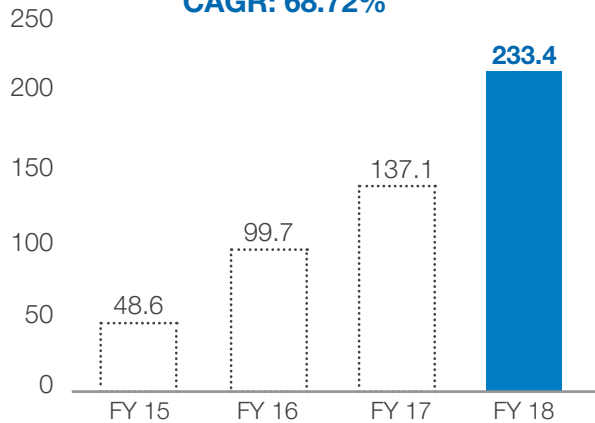
## EBIT (RS. MN)

CAGR: 58.63%



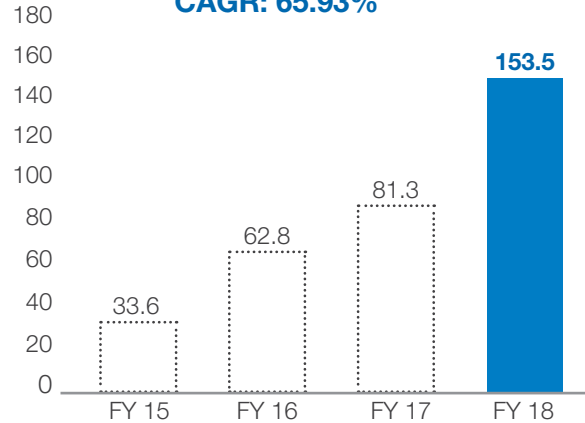
## OPERATING PROFIT (RS. MN)

CAGR: 68.72%



## PAT (RS. MN)

CAGR: 65.93%



## We are Share India Securities Ltd. (SISL)

We began operations in the financial market 25 years ago, in 1994. Since then, we have grown and expanded consistently and established ourselves as a leading Indian broking house. We are particularly known for providing best value for money through personalized services nationwide to a substantial and diversified client base that includes retail as well as corporate clients.

We offer stock trading facilities through our versatile trading platform to all those who seek a hassle-free investing or trading experience, across leading stock exchanges. Towards becoming a one-stop-financial-shop that provides a comprehensive range of financial services under one roof, we are members of both the NSE and BSE, a Depository Participant through CDSL, an AMFI-registered distributor of all leading mutual funds operating in India, a

SEBI-registered Research Analyst as well as a SEBI-registered Portfolio Manager.

In the year gone by, we have strategically expanded our presence in the financial services sector to develop ourselves into a veritable financial conglomerate. We have received a category I Merchant Banking licence for our subsidiary – SICSP (Share India Capital Services Private Ltd.) and acquired an NBFC, with its entire team having relevant experience. With this, we are well-equipped to handle the needs of corporate clients as well.

Our expertise in facilitating our clients to meet their objectives has earned us their trust and our most notable strength lies in our firm commitment to our motto, “You Generate, We Multiply” through a transparent, clear, honest and customer-centric approach.

### OUR MISSION AND VALUES

- To serve**  
diverse client needs by following the principles of professionalism and integrity
- To focus on**  
expansion and creation of growth opportunities for our business partners
- To achieve**  
continuous improvement through innovation and technology
- To protect**  
the interests of our clients by providing them with dynamically updated investment information and achieving sustainable superior investment returns for our clients

## Journey So Far

### 1994

Incorporated as FMS Securities Ltd.

### 2000

Registered as a member of the BSE

### 2007

Registered as a member of the F&O segment on the BSE

### 2017

Listed on the BSE SME platform

### 2013

Registered in the cash and F&O segment of MCX Stock Exchange of India

### 2009-10

Amalgamated with Share India Securities Ltd., a member of NSE, MSEI and CDSL. Renamed 'Share India Securities Ltd. (SISL)'

### 2018

Today, in 2018, SISL conducts business in the areas of equity broking, investing and trading; we are also a depository participant, have a dedicated research desk, provide fund management services in the form of mutual fund advisory and PMS. We have also obtained a Category I Merchant Banking licence from SEBI.

## GEOGRAPHIC PRESENCE



\*Map not to scale. For illustrative purposes only.\*



## OUR COMPETITIVE ADVANTAGES AND USPs



### Leveraging technology

Technology is at the core of our business and strategy. Our exponential growth during the last decade has been on the back of our technology leadership. It is our endeavor to use technology to benefit our clients and maximize our advantage over competitors. Our specialized mobile trading apps, web browser-based online trading platform, online CTCL, analytical tools for real time market analysis and consolidated back office details online for all customer accounts, have attracted customers and given us a clear lead over other market players.



### Advisory support

True to our motto “You generate, we multiply”, in addition to facilitating investing and trading through our memberships and associations in various investment avenues, we equip our clients with research reports and advisory services. Our highly qualified and experienced teams of research and advisory professionals deliver top quality reports and advisory inputs.



### Twenty-five years of experience

Over the years, we have gained in-depth insights into the Indian capital market, as we have had ring-side seats to its performance in good times and bad. Our management has been guiding SISL and its clients through up-cycles and down-cycles in the markets and phases of high and low interest rates alike.



### Financial conglomerate

With a bouquet of financial services including Retail Broking, Depositories Research, Mutual Fund Advisory and Distribution, NBFC and Merchant Banking, we have a presence across the spectrum of financial facilitators and can, therefore, cater to various needs of both retail as well as corporate clients.



### Customer delight

At SISL, customer satisfaction is our top priority. We believe that understanding our clients' requirements and building trust and confidence among them, is the only key to our success. We are known for our quick response to resolving their queries and/or complaints, converting their concerns into delight.

# Chairman's Communication to Shareholders

## Dear Shareholders,

It gives me great pleasure to present to you Share India's first Annual Report post the maiden public offering in September, 2017. I would like to personally thank you for reposing your confidence in us and the Company and look forward to delighting you with our performance in the years to come.

The year gone by has been a landmark year for the Company in other ways too. We have strategically ventured into the synergistic business arenas of Merchant Banking and Portfolio Management Services. We have also acquired an NBFC giving us an inorganic entry into the segment. With all these developments, our presence in the financial sector has expanded considerably and we look forward to leveraging our current array of services and extensive client base to grow and create further inroads into our newer endeavors.

Over the past two and a half decades of our participation in the financial markets, we have grown considerably, in terms of reach and revenue. We have also augmented the range of products and services that we offer our clients to become a financial conglomerate that offers a gateway into the Mutual Fund, equity and commodity markets, while it caters to the needs of both individuals and corporates.

During our journey, we have seen various avatars of the capital markets and have adapted ourselves and emerged stronger. With the experience and insights that we gleaned, we are now in a strong position to guide our clients and take the firm to greater heights.

Today, with your support and participation we stand on the cusp of an exciting future. The world economy is growing at a robust pace and so is the Indian economy. With a favorable demographic profile and various facilitating reforms, the country is expected to drive global growth for decades to come. This growth in domestic incomes will certainly lead to a consumption boom as well as a spurt in investment, both at the individual as well as corporate levels. With the formalization of financial savings, the investments flowing into the Mutual Fund and other regulated financial markets has increased significantly and is expected to do so in future too. The mammoth MSME segment has also begun to venture into the formal financial sector, partly due to the implementation of GST. This will open up plethora opportunities for companies to tap the capital markets to fund their future growth. Given our unique positioning, with offerings across the spectrum, as well as our strong performance since our inception, we are in a plum position to facilitate our clients and grow.

Last year, we clocked a revenue growth of 25%, as our top-line increased from Rs. 1,063 mn in FY 2017 to Rs. 1,333 mn in FY 2018. Our bottom line expanded by a sterling 88.8% to reach Rs. 153.5 mn in FY 2018. A look at our performance since FY 2015 reveals that we have achieved consistent growth. Our revenue has grown at a CAGR of 64.2%, while our operating profit increased by a CAGR of 68.7% between FY 2015 and FY 2018. Our EBIT and PAT also displayed strong CAGR of 58.6% and 65.9%, respectively. We have also strategically expanded our presence to over 300 business locations, through which we cater to our 14,000+ clients.

Looking ahead, our vision for FY 2020 entails increasing our AP/SB count to over 500, with an average clientele of 50-75 each. We also seek to forge institutional tie-ups in western and southern India to take advantage of our brand value. We have also set specific targets in terms of AUM for different divisions, specifically our Mutual Fund and PMS, which we expect to achieve by FY 2020.

We are also excited with the prospects presented by the new businesses that we have entered into recently. With the acquisition of the NBFC, we anticipate generating a loan book and thereby gaining market share in that segment, while augmenting our client base by providing LAS and margin funding to corporate clients. The Category I Merchant Banking license that our wholly-owned subsidiary has received, will also enable us to tap the vast opportunity provided by financial formalization, as a result of which, smaller companies will approach the capital markets.

Beyond that, we see ourselves growing further and expanding as a financial conglomerate to capitalize on the great opportunity presented by the evolving capital markets in India.

A large part of our success so far has been due to the commitment of our people. I would like to take this opportunity to thank them and appeal to their dedication in the years ahead too. I also express my thanks to all our Directors and Management for their invaluable contribution through their vision and execution of strategy, which have been critical for the success of the Company. Finally, I thank each and every shareholder for placing your confidence in us.

With your continued support and trust, we look forward to growing the Company as we are strategically positioned – in the right place, at the right time, for the right reason.

Parveen Gupta

Chairman & Managing Director

# Board of Directors

## 1. Mr. Parveen Gupta

Chairman and Managing Director

Mr. Parveen Gupta is the Chairman and Managing Director and also the Promoter of the Company. He has an experience of more than 25 years in stock market operations and 20 years in the field of financing. His involvement and guidance has been instrumental in the growth and development of the Company. He possesses a sound combination of vision, experience and knowledge about the intricacies of the Indian Stock Market and has been a key player in the overall growth of the Company. Besides looking after the day-to-day affairs of the Company, he controls the planning, finance and implementation functions of SISL.

## 2. Mr. Sachin Gupta

CEO & Whole-Time Director

Mr. Sachin Gupta is the CEO as well as a Whole-Time Director of SISL. He has been associated with the Company since 2003 and looks after overall strategy and business operations. He was appointed as a Director in 2007 and further, re-designated as Whole-Time Director in 2017. Dynamic, hardworking and a dedicated team leader, his efforts have been instrumental in a spurt in gross revenues in the recent past. His strength lies in the formulation of innovative solutions to various operational issues and leading by example. He also looks after the Marketing operations of the Company.

## 3. Mr. Rajesh Gupta

Non-Executive Director

Mr. Rajesh Gupta is a Promoter as well as a Non-Executive Director of SISL and was appointed as Director in 2008. He holds a Degree in Laws from the Guru Nanak Dev University and has over 20 years of experience in the fields of commercial financing and stock market operations. He currently looks after the overall financial matters and operations of SISL.

## 4. Mrs. Saroj Gupta

Whole-Time Director

Mrs. Saroj Gupta is a Whole-Time Director of SISL. She was originally appointed as Director in 2008 and later re-designated as Whole-Time Director in 2017. She holds a Bachelor of Arts Degree from Punjab University and has over nine years of experience in the field of stock market operations. She is actively engaged in managing the back office operations of the Company.

## 5. Mr. Rohin Gupta

Whole-Time Director

Mr. Rohin Gupta is a Whole-Time Director of SISL. He was appointed in 2017. He has five years of experience in the field of stock market operations. In addition to the ability to exercise objectivity and independence in making informed business decisions, he has a high level of personal and professional ethics and a good reputation and integrity. He has skills, knowledge and experience relevant to the Company's business.

**6. Mr. Yash Pal Gupta**

Non-Executive Director

Mr. Yash Pal Gupta is a Promoter and was originally appointed as Director in 1999. He holds a Bachelor of Arts Degree from Punjab University. His experience spans over 18 years, during which he has been involved in stock market operations. He has also been in the field of financing with a focus on financing of commercial vehicles for around two decades.

**7. Mr. Jatinder Pal Singh**

Independent Director

Mr. Jatinder Pal Singh is appointed as an Independent Director. He has 17 Years of experience in the field of ITes and Insurance Business and possesses skills and knowledge of Technical Operations.

**8. Mr. Sulabh Jain**

Independent Director

Mr. Sulabh Jain is appointed as an Independent Director. He is an Associate Member of the Institute of Company Secretaries of India. He has appropriate skills, knowledge and more than two years of experience in the fields of Law, Management, Administration, Corporate Governance and Technical Operations.

**9. Ms. Upasana Gupta**

Independent Director

Ms. Upasana Gupta is appointed as an Independent Director. She is an Associate Member of the Institute of Company Secretaries of India. She has appropriate skills, knowledge and more than two years of experience in the fields of Law, Management, Administration, Corporate Governance and Technical Operations.

## Key Managerial Personnel

**1. Mr. Vikas Aggarwal**

Company Secretary & Compliance Officer

A Company Secretary and law graduate by qualification, Mr. Vikas Aggarwal has more than 16 years of experience and is responsible for the legal and compliance related issues of the Group.

**2. Mr. Vijay Kumar Rana**

Chief Financial Officer

With more than 19 years of working experience, Mr. Vijay Kumar Rana heads the accounts and administrative departments of the Group.

## Business Segments



Since our inception, we have offered our customers various focused financial services. We work closely with our clients to understand their financial aspirations and facilitate them with investment products and services towards meeting them.



## Key highlights for the year under each segment



### Equity Broking

Equity is recognized as an investment vehicle that offers the opportunity to build wealth and beat financial erosion caused by inflation. As a member of NSE and BSE in the capital market segment, we provide our clients with exposure to equity trading and investment.

**We have achieved a national presence with retail business centres in over 300 locations and an active client base of over 14,000 retail clients across the country.**



### Derivative Trading

Over past few years, the Future & Options segment has emerged as a popular medium in the financial markets. Future contracts are available on Equities, Indices, Currency and Commodities. Being a trading member of the NSE F&O Segment, BSE F&O Segment, NCDEX and MCX, We provide our clients with a gateway to the intricate world of derivative market participation.



### Mutual Funds

With our wide distribution reach through our Branches/Franchisee, we offer our clients the option to invest in lumpsum, Systematic Investment Plans (SIP), Systematic Transfer Plans (STP), Systematic Withdrawal Plans (SWP) and New Fund Offers (NFO) across all segments - Equity, Debt, Balanced, Tax Saving Funds, etc.

With our cross margin facility, our clients can leverage their Mutual Fund units (for select funds only) for margin required to trade in equities, derivatives and currencies. This provides the added advantage of trading for the short-term while staying invested in Mutual Funds for the long-term.

As an enabling service, we offer our clients dedicated research on equity, debt, hybrid and ELSS schemes, conducted by teams of in-house professionals to help them choose from the plethora of schemes available in the markets today.

**Our Mutual Fund Advisory and Distribution vertical has garnered an Equity AUM of Rs. 1,100 mn, with a monthly SIP of Rs. 7.5 mn.**



### Commodity Trading

India has a vibrant commodity market. Our trading platform connects our clients with the opportunity to participate in the leading Commodity Exchanges of India i.e. MCX and NCDEX.



### Currency Trading

The global increase in trade and foreign investments has led to the inter-connection of many national economies. This and the resulting fluctuations in the exchange rates have created a huge international market for Forex, rendering investors another exciting avenue for trading. At SISL, we offer trading in USD/INR, USD/EUR, USD/GBP, USD/JPY through recognized exchanges, i.e. NSE and BSE.



### Depository Participant

Being a registered Depository Participant (DP) of the Central Depository Services (India) Limited, we deliver various benefits to investors by offering them a safe and convenient way to hold their securities, instant transfer of securities and many others. As a DP, we maintain securities account balances of our clients, facilitates transactions and intimate to them about the status of their holdings from time to time.



### Research

It is endeavor to understand the specific needs of all our clients and provide them with ideas which enable them to meet their requirements. Our dedicated research desk understands the varied needs of different clients. We provide research ideas on the basis of fundamental ideas, technical analysis and quantitative strategies. **The combined collective experience of our research team is more than 30 years.**



### Proprietary Trading

SISL is the market leader in low latency automated arbitrage trading strategies. To support proprietary trading, we have an in-house technology/development team. **We are a major contributor to NSE Volumes for the past three years.**



### PMS

We received our **PMS licence in February, 2018**. Under this vertical, we offer customized investment solutions to our HNI clients, supported by our dedicated research desk.



### Investment Banking

We recently received our Category I Merchant Banking License and this division **commenced other allied activities in March 2018**. With our presence in North India, through our base in Delhi, we look forward to capturing relevant markets with an initial focus on Corporate Advisory and SME IPOs.



### NBFC

We have entered the NBFC space inorganically, by acquiring a Group company with its entire team having relevant experience. This division is currently focused on LAS and margin funding and intends to introduce structured financial and loan products and tap established distribution networks too.

# Board Report

Dear Members,

## Share India Securities Limited

6th Milestone, New Bhai-Chara Complex,  
Opp. Mata Mandir, Chikambarpur, UP Border,  
Sahibabad, Uttar Pradesh-201006

Your Directors have pleasure in presenting 24<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018.

### 1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Amount in '000)

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Revenue from Operations	13,31,721.02	10,63,598.38
Other Income	71,536.13	37,811.68
<b>Total Revenue</b>	<b>14,03,257.15</b>	<b>11,01,410.06</b>
Less: Employee Benefits Expenses	2,33,926.71	1,81,271.03
Less: Other Expenses	8,63,269.56	7,45,189.51
<b>Profit Before Finance Cost, Depreciation &amp; Taxes</b>	<b>3,06,060.88</b>	<b>1,74,949.52</b>
Less: Finance Cost	53,249.97	32,501.51
Less: Depreciation and Amortization	20,715.62	18,490.59
<b>Profit Before Tax</b>	<b>2,32,095.28</b>	<b>1,23,957.42</b>
Less: Current Tax	80,564.54	44,730.43
Deferred Tax	(3,592.88)	(1,624.21)
<b>Profit After Tax</b>	<b>1,55,123.63</b>	<b>80,851.20</b>
Earnings per Share (Basic) (Rs.)	7.23	4.37
Earnings per Share (Diluted) (Rs.)	7.23	4.37

### 2. STATE OF COMPANY'S AFFAIRS

The financial year 2017-2018 was yet another year of robust performance by the Company. During the year, the revenue from operations recorded a jump of more than 25.21 % in comparison to financial year 2016-2017. Consequently, the Profit after Tax (PAT) as well as Earnings per Share (EPS) also recorded a jump of 91.86 % and 65.45% respectively.

The afore-mentioned performance was the result of consistent efforts made by company in optimizing its broking as well as trading operations. As Indian growth story seems to be line with expectations, your directors are also very optimistic about future prospects of your Company.

### 3. CONSOLIDATED FINANCIAL PERFORMANCE REVIEW AND ANALYSIS

The Company achieved a consolidated turnover of Rs. 13,330.09 Lakhs in the year ended March

31, 2018, an increase of 25.39% as compared to Rs. 10,630.99 Lakhs in the previous year. The Company earned Consolidated Net Profit of Rs. 1534.75 Lakhs in the year ended March 31, 2018, which was an increase of 92.72% as compared to Rs. 796.36 Lakhs in the previous year.

### 4. CAPITAL STRUCTURE

During the year, the following changes were effected in the Share Capital of your Company:-

#### i) Increase in Authorised Share Capital

The Authorised Share Capital of Your Company was increased from Rs. 6,00,00,000 (Rupees Six Crore) to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each on July 22, 2017.



## ii) Issue of Bonus Shares

During the Year under review, 1,38,69,441 No. of Equity Shares of Rs. 10/- each, fully paid up were allotted as Bonus Shares in proportion of 3 (Three) equity shares for every 1(One) equity share i.e in the ratio of 3:1 on July 26, 2017.

## iii) Initial Public Offer (IPO)

During the Year under review, your Company came up with a Public Issue of 64,32,000 Equity Shares of Rs. 10/- each at a premium of Rs. 31/-per share aggregating to the total issue size of Rs. 2637.12 Lakhs consisting of an offer for sale of 5,00,000 equity shares and fresh issue of 59,32,000 equity shares. Consequently the shares of the Company have been listed on SME Platform of BSE Limited on October 05, 2017.

Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise. It has neither issued ESOP nor Sweat Equity Shares and does not have any scheme to fund its employees to purchase the shares of the Company.

## 5. DIVIDEND

In view of the future expansion plans of the Company, the Board of Directors have decided not to recommend any Dividend for the financial year ended March 31, 2018.

## 6. PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 during the financial year ended March 31, 2018.

## 7. TRANSFER TO RESERVES

Your Company has transferred a sum of Rs. 15,51,23,625.60/- (Rupees Fifteen Crore Fifty One Lakh Twenty Three Thousand Six Hundred Twenty Five and Sixty Paise Only) to General Reserves for the financial year ended March 31, 2018.

## 8. EXTRACT OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 an extract of the Annual Return in MGT 9 are placed on the website of the Company [www.shareindia.com](http://www.shareindia.com).

## 9. SUBSIDIARIES/JOINT VENTURES/ASSOCIATES

As on March 31, 2018 we have 2 (Two) Subsidiary companies and 1 (One) Associate company. During the year under review, no entity became or ceased to be the subsidiary, joint venture or associate of the Company. Further, a statement containing the salient features of the financial statement of our Associate and Subsidiary companies in the prescribed format **AOC-1** is appended as **“Annexure 1”** to the Boards report.

### Highlights of the Performance of its Wholly Owned Subsidiary and Associate Company

Particulars	For the Year ended March 31, 2018		
	Share India Capital Services Private Limited (WOS)	Share India Securities (IFSC) Private Limited (WOS)	Share India Commodity Brokers Private Limited (Associate)
Revenue from Operations	0	12,88,119.00	10,44,09,194.46
Other Income	2,00,000.00	1,13,466.00	4,62,335.45
<b>Total Revenue</b>	<b>2,00,000.00</b>	<b>14,01,585.00</b>	<b>10,48,71,529.91</b>
Less: Employee Benefits Expenses	6,53,976.00	1,72,500.00	3,47,760.00
Less: Trade Purchase	0	0	9,64,81,882.24
Less: Other Expenses	3,79,550.00	11,67,989.00	38,65,428.44
<b>Profit Before Finance Cost, Depreciation &amp; Taxes</b>	<b>(8,33,526.00)</b>	<b>61096.00</b>	<b>4176459.23</b>
Less: Finance Cost	1,599.00	8,53,605.00	29,47,640.60
Less: Depreciation and Amortization	0	20,905.00	31,324.23
<b>Profit Before Tax</b>	<b>(8,35,125.00)</b>	<b>(813414.00)</b>	<b>1,19,74,944.00</b>
Less: Current Tax	0	0	5,97,124.00
Deferred Tax	0	0	(1,62,470.00)
<b>Profit After Tax</b>	<b>(8,35,125.00)</b>	<b>(813414.00)</b>	<b>762840.00</b>
Earnings per Share (Basic) (Rs.)	(0.67)	(0.65)	0.57
Earnings per Share (Diluted) (Rs.)	(0.67)	(0.65)	0.57

**10. CHANGE IN THE NATURE OF BUSINESS**

There have been no changes in the nature of business of your Company during the financial year 2017-18.

**11. DETAIL OF DIRECTORS OR KMP APPOINTED / RESIGNED DURING THE YEAR**

During the Year under review, Mr. Rohin Gupta was appointed as a Whole - Time Director and Mr. Santosh Kumar Taneja was appointed as an Independent Director w.e.f July 22, 2017. Mr. Saurabh Gupta has resigned from his directorship w.e.f 31st July, 2017. The Designation of Mr. Parveen Gupta has been changed from Director to Chairman & Managing Director and Designation of Mr. Sachin Gupta, Mr. Rajesh Gupta and Mrs. Saroj Gupta has been changed from Directors to Whole-Time Director w.e.f July 22, 2017. Mr. Rakesh Kumar Sharma and Mr. Vikas Kumar Mittal has been regularized and appointed as an Independent Director of the Company w.e.f July 22, 2017.

**12. DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

All the Independent Directors, Mr. Vikas Kumar Mittal, Mr. Rakesh Kumar Sharma and Mr. Santosh Kumar Taneja have given their declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

**13. POLICY ON DIRECTOR'S APPOINTMENT AND POLICY ON REMUNERATION**

In adherence to section 178(1) of the Companies Act, 2013, the Board of Directors of the company regularly review the policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3), based on the recommendations of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee consists of 3 (Three) Members i.e

1. Mr. Vikas Kumar Mittal - Chairman (Independent Director)
2. Mr. Rakesh Kumar Sharma - Member (Independent Director) and
3. Mr. Yash Pal Gupta - Member (Non-Executive Director)

A copy of relevant policy is placed on the website of the company at [www.shareindia.com](http://www.shareindia.com).

**14. MEETING OF THE BOARD AND COMMITTEES****I. Board Meeting**

There were 20 (Twenty) Meetings held by Board of Directors during the Financial Year 2017-18. Date of the Board meetings are as under:

Sl. No.	Date of the Board Meeting	Sl. No.	Date of the Board Meeting
1.	03/04/2017	2.	25/04/2017
3.	11/05/2017	4.	01/06/2017
5.	19/06/2017	6.	06/07/2017
7.	26/07/2017	8.	18/08/2017
9.	01/09/2017	10.	14/09/2017
11.	30/09/2017	12.	10/10/2017
13.	16/11/2017	14.	29/11/2017
15.	23/12/2017	16.	09/01/2018
17.	25/01/2018	18.	12/02/2018
19.	01/03/2018	20.	31/03/2018

Number of Meeting attended by the Board of Directors

Sl. No.	Name of Director	No. of Board Meetings Attended
1.	Mr. Rajesh Gupta	20
2.	Mr. Sachin Gupta	20
3.	Mrs. Saroj Gupta	09
4.	Mr. Yash Pal Gupta	18
5.	Mr. Praveen Gupta	20
6.	Mr. Saurabh Gupta	06
7.	Mr. Rohin Gupta	12
8.	Mr. Vikas Kumar Mittal	03
9.	Mr. Rakesh Kumar Sharma	03
10.	Mr. Santosh Kumar Taneja	01

## II. Number of Meeting attended by the Members of Audit Committee

There were 4(Four) Meetings held by members of Audit Committee during the Financial Year 2017-18. Date of the Audit Committee meetings are as under:

Sl. No.	Date of the Meeting
1.	03/04/2017
2.	01/06/2017
3.	29/11/2017
4.	12/02/2018

Number of Meeting attended by the Members of Audit Committee

Sl. No.	Name of Director	Designation	No. of Board Meetings Attended
1.	Mr. Rakesh Kumar Sharma	Chairperson	2
2.	Mr. Vikas Kumar Mittal	Member	2
3.	Mr. Parveen Gupta	Member	4

## III. Corporate Social Responsibility Committee Meeting

There were 2(Two) Meetings held by members of Corporate Social Responsibility (CSR) Committee during the Financial Year 2017-18. Date of the CSR Committee meetings are as under:

Sl. No.	Date of the Meeting
1.	18/08/2017
2.	25/01/2018

Number of Meeting attended by the Members of Corporate Social Responsibility Committee

Sl. No.	Name of Director	Designation	No. of Board Meetings Attended
1.	Mr. Parveen Gupta	Chairperson	2
2.	Mr. Sachin Gupta	Member	2

## IV. Nomination and Remuneration Committee Meeting

There were 2(Two) Meetings held by members of Nomination and Remuneration Committee during the Financial Year 2017-18. Date of the Nomination and Remuneration Committee meetings are as under:

Sl. No.	Date of the Meeting
1.	06/07/2017
2.	01/03/2018

Number of Meeting attended by the Members of Nomination and Remuneration Committee

Sl. No.	Name of Director	Designation	No. of Board Meetings Attended
1.	Mr. Vikas Kumar Mittal	Chairperson	1
2.	Mr. Rakesh Kumar Sharma	Member	1
3.	Mr. Yash Pal Gupta	Member	2

## V. Stakeholders Relationship Committee Meeting

There were 4 (Four) Meetings held by members of Stakeholders Relationship Committee during the Financial Year 2017-18. Date of the Stakeholders Relationship Committee meetings are as under:

Sl. No.	Date of the Meeting
1.	06/07/2017
2.	30/09/2017
3.	27/10/2017
4.	09/01/2018

Number of Meeting attended by the Members of Stakeholders Relationship Committee

Sl. No.	Name of Director	Designation	No. of Board Meetings Attended
1.	Mr. Yash Pal Gupta	Chairperson	4
2.	Mr. Parveen Gupta	Member	4
3.	Mr. Sachin Gupta	Member	4

## 15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have, in the selection of the accounting policies, consulted the Statutory Auditors and these have been applied consistently and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the Profit of the Company for the year ended on that date;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going - concern basis;
- e) they have laid down internal Financial Control followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and the systems were adequate and operating effectively.

## 16. AUDITORS' REPORT

Auditors' report is without any qualification. Further, the observations of the Auditors in their report read together with the Notes on Accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

Further, since the Auditors have not reported any instances involving Fraud in their Audit Report, the particulars as prescribed under Section 134(3) (ca) of the Companies Act, 2013 have not been provided.

*\* Ratification of the appointment of Auditor in every Annual General Meeting as per first proviso to sec 139 of the Companies Act, 2013 has been omitted as per the notification of Companies (Amendment) Act, 2017 w.e.f 7<sup>th</sup> May, 2018.\**

## 17. SECRETARIAL AUDITORS' REPORT

As per provisions of Section 204 of the Companies Act, 2013, the Board of Directors of the Company have appointed M/s Jaiswal & Associates as the Secretarial Auditor of the Company to conduct the Secretarial Audit. The Secretarial Audit Report for the financial year

ended March 31, 2018, is annexed to this Report as "Annexure-2".

The Secretarial Auditor's Report for the financial year 2017-18, does not contain any qualification, observation or adverse remarks and therefore, in the opinion of the Directors, do not call for any further explanation.

## 18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The full particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized, if any, as per the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to accompanying standalone financial statement.

## 19. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with related parties which may have a potential conflict with the interest of the Company. All Related Party Transactions are placed before the Audit Committee for approval. Prior Omnibus approval of Audit committee has been obtained for transactions which are of repetitive nature.

For Further Details, your attention is drawn to the Related Party disclosures set out in Note no.28 of the Financial Statements.

## 20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Your Company has acquired all the shares of M/s Windpipe Finvest Private Limited and M/s Windpipe Finvest Private Limited become Wholly Owned Subsidiary of your Company w.e.f May 04, 2018.

Your Directors at their meeting held on August 23, 2018 accorded their in-principal approval to the proposal of restructuring (Merger) of M/s Total Securities Limited, member of National Stock Exchange India Limited(NSE) and BSE limited (BSE) with your Company.

## 21. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including

Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements.

Evaluation of the Board and its Committees is based on various aspects of their functioning, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc., are in place. Similarly, for evaluation of individual Director's performance, various parameters like Director's profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc., are considered.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2017-18 by Nomination and Remuneration Committee in consultation with the Board.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it determines whether to extend or continue their term of appointment, whenever their respective term expires. The Directors expressed their satisfaction with the evaluation process.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it determines whether to extend or continue their term of appointment, whenever their respective term expires. The Directors expressed their satisfaction with the evaluation process.

## 22. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented as forming part of this Annual Report as "Annexure-3".

## 23. CORPORATE GOVERNANCE REPORT AND COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

As per provisions of Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply, in respect

- (a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.
- (b) the listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form part of the Annual Report for the Financial Year-2017-18 and Certification from auditors or practicing company secretaries regarding compliance of conditions of corporate governance are also not required to be annexed with the Annual Report.

## 24. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis.

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company and hence have not been provided.

## 25. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has incurred an expenditure of Rs. 2,60,56,765.40/- (Rupees Two Crore Sixty Lakhs Fifty Six Thousand Seven Hundred Sixty Five and Fourty paisa) in foreign exchange and earned Rs. Nil in foreign exchange during the Financial Year 2017-18.

## 26. LISTING WITH STOCK EXCHANGES:

The Company was unlisted Public Company and listed during the year under review on BSE SME Platform on October 05, 2017.

Your Company has paid Annual Listing Fees for the Financial Year 2017-18 to the BSE Limited where the Company's Shares are listed.

## 27. BUSINESS RISK MANAGEMENT

Your company is in the process of strengthening its Risk Management framework with an endeavor to enhance the control environment via risk mitigation and reducing the impact of risks concerning the business of the company within the acceptable levels. It has been carried out in a phased manner wherein due emphasis is being given on identification, assessment and mitigation thereof through

economic control of those risks that endanger the assets and business of the Company.

To achieve the aforesaid objectives, the Board of Directors of your company has framed the Risk Management policy to identify, assess and mitigate the risks associated with the business of the Company.

**28. COST RECORDS AND COST AUDIT REPORT**

In terms with the provisions of section 148 of the Companies act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors are not applicable on your Company.

**29. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Board has also approved the Code for Fair Disclosure in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same can be accessed on company's website [www.shareindia.com](http://www.shareindia.com).

**30. CORPORATE SOCIAL RESPONSIBILITY (POLICY)**

The Company has constituted Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility), Rules 2014. The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. Further, the Board of Directors of your Company has also adopted the CSR Policy of the Company as approved by the Corporate Social Responsibility Committee which is also available on the website of the Company [www.shareindia.com](http://www.shareindia.com).

As per Section 135 of the Companies Act, 2013, the Company has a Corporate Social Responsibility (CSR) Committee of its Board of Directors. The Committee comprises of:

- 1. Mr. Parveen Gupta - Chairman (Chairman and Managing Director)

- 2. Mr. Vikas Kumar Mittal - Member (Independent Director)
- 3. Mr. Sachin Gupta - Member (CEO & Whole-Time Director)

The report on CSR activities of the Company is attached as **'Annexure-4'**.

**31. AUDIT COMMITTEE**

The Audit Committee of the Company Comprises of following Directors:

- 1. Mr. Rakesh Kumar Sharma- Chairman (Independent Director)
- 2. Mr. Vikas Kumar Mittal - Member (Independent Director)
- 3. Mr. Parveen Gupta - Member (Chairman & Managing Director)

There have not been any instance/s wherein recommendations of Audit Committee have not been accepted by Board of Directors of Your Company.

**32. VIGIL MECHANISM POLICY**

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The copy of vigil mechanism policy is put on the Company's Website and may be accessed at [www.shareindia.com](http://www.shareindia.com)

**33. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee of the Company Comprises of following Directors:

- 1. Mr. Yash Pal Gupta - Chairman (Non-Executive Director)
- 2. Mr. Sachin Gupta - Member (CEO & WTD)
- 3. Mr. Parveen Gupta - Member (Chairman & Managing Director)

The following is a summary of investors complaints received and disposed off during the financial year 2017-2018:

No. of Complaints received	: 01
No. of Complaints disposed off	: 01
No. of Complaint Pending	: Nil

### 34. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors Committee of the Company Comprises of following Independent Directors:

1. Rakesh Kumar Sharma
2. Vikas Kumar Mittal
3. Santosh Kumar Taneja

During the year under review, the Independent Directors met on March 09, 2018, discussed and reviewed the performance of non-Independent Directors, the Board and the Chairman of the Company and also to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

### 35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant or material orders were passed by the Regulators / Courts during the financial year ended March 31, 2018 which may impact the going concern status and/or operations of the Company in future.

### 36. INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented

Remuneration of Managerial Personnel) Rules, 2014 are given below:

Rule 5	Particulars	Details			
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	<b>Name of Director</b>	<b>Designation</b>	<b>Remuneration</b>	<b>Ratio to the Median</b>
		Parveen Gupta	Chairman & Managing Director	21,60,000	8.47:1
		Rajesh Gupta	Whole Time Director	21,60,000	8.47:1
		Sachin Gupta	Whole Time Director	20,40,000	8:1
		Saroj Gupta	Whole Time Director	21,60,000	8.47:1
		Rohin Gupta	Whole Time Director	32,20,000	12.62:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	<b>Name</b>	<b>Designation</b>	<b>% of increase</b>	
		Parveen Gupta	Chairman & Managing Director	NIL	
		Rajesh Gupta	Whole Time Director	NIL	
		Sachin Gupta	Whole Time Director	NIL	
		Saroj Gupta	Whole Time Director	NIL	

by the Company are proper, adequate and operating effectively. The Board has appointed Internal Auditors to more strengthen the internal Financial Controls. Internal Auditors directly reports to the Audit Committee or Board of Directors of the Company. Audit Committee of the Board periodically reviews the functioning of the company to examine the adequacy and effectiveness of the internal control systems. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

### 37. PARTICULARS OF EMPLOYEES

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Accordingly, details as required Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have not been provided.

The details forming part of top ten employees in terms of remuneration of the Company is annexed herewith as "Annexure-5".

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and

Rule 5	Particulars	Details		
		Rohin Gupta	Whole Time Director	-
		Vikas Aggarwal	Company Secretary & Compliance Officer	11.5%
		Vijay Kumar Rana	Chief Financial Officer	-
(iii)	The percentage increase in the median remuneration of employees in the financial year.	21.42%		
(iv)	The number of permanent employees on the rolls of the company.	690 no. of Employees		
(viii)	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.	The average % increase was 10% for all employees during the year. The increase is on the basis of performance of the Company and regular increment on yearly basis as per the Company's policy.		
(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of the Company.		

**Note:** Rule 5 (1)(v), (vi), (vii), (ix), (x) and (xi) was omitted w.e.f. 30th June, 2016 vide as Notified by Ministry of Corporate Affairs vide Notification GSR.646(E)

### 38. POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is committed to provide a safe and secure environment to its women employees across its functions, as they are integral and important part of the organization. Your Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) with requisite number of representatives has been set up to redress complaints relating to sexual harassment, if any, received from women employees and other women associates. The following is a summary of sexual harassment complaints received and disposed off during the financial year 2017-2018:

No. of Complaints received : Nil

No. of Complaints disposed off : Nil

### 39. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Company's Bankers, Regulatory Bodies, Stakeholders and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors also wish to place on record their deep sense of gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company, resulting in the successful performance of the Company during the year under review. We look forward to your continued support in the future.

**By Order of Board of Director  
For Share India Securities Limited**

**Sachin Gupta**

CEO & WTD

DIN: 00006070

Add: 306, Jagriti Enclave, Delhi-110092

Place : Sahibabad

Date : September 01, 2018

**Parveen Gupta**

Chairman & Managing Director

DIN: 00013926

Add: 179, Hargobind Enclave, Delhi-110092



## Annexures-1

# FORM AOC -1

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**

### Part A - Subsidiary

(Information in respect of each subsidiary to be presented with amounts in Rs. ....)

1. Sl. No.	(1)	(2)
2. Name of the subsidiary	Share India Capital services Private Limited (Formerly Share India Finvest Private Limited)	Share India Securities (IFSC) Private Limited
3. The date since when subsidiary was acquired	January 22, 2016	December 07, 2016
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N.A.	N.A.
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.
6. Share capital	5,25,00,000	1,25,00,000
7. Reserves and surplus	(11,58,435)	(24,12,507)
8. Total assets	5,18,32,126	3,17,46,790
9. Total Liabilities	4,90,561	2,16,59,297
10. Investments	5,15,00,000	-
11. Turnover	-	12,88,119
12. Profit before taxation	(8,35,125)	(8,13,414)
13. Provision for taxation	-	-
14. Profit/ Loss after taxation	(8,35,125)	(8,13,414)
15. Proposed Dividend	-	-
16. Extent of shareholding (in percentage)	100%	100%

Note: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations- NA
- Names of subsidiaries which have been liquidated or sold during the year - NA

## Part B - Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	Share India Commodity Brokers Private Limited
<b>1. Latest audited Balance Sheet Date</b>	May 29, 2018
<b>2. Date on which the Associate or Joint Venture was associated or Acquired</b>	March 31, 2007
<b>3. Shares of Associate or Joint Ventures held by the company on the year end</b>	
Number of Shares	5,00,000
Amount of Investment in Associates or Joint Venture	Rs. 50,00,000
Extent of Holding (in percentage)	37.12 %
<b>4. Description of how there is significant influence</b>	Company holds more than 20% of Total share capital
<b>5. Reason why the associate/joint venture is not consolidated</b>	NA
<b>6. Net worth attributable to shareholding as per latest audited Balance Sheet</b>	1,05,83,731.61
<b>7. Profit or Loss for the year</b>	
i. Considered in Consolidation	2,86,065.15
ii. Not Considered in Consolidation	-

- Names of associates or joint ventures which are yet to commence operations- N.A
- Names of associates or joint ventures which have been liquidated or sold during the year - N.A

Note: : This Form is to be certified in the same manner in which the Balance Sheet is to be certified".

**Parveen Gupta**  
(Chairman & MD)

**Sachin Gupta**  
(CEO&WTD)

**Vijay Kumar Rana**  
(CFO)

**Vikas Aggarwal**  
(CS & Compliance Officer)

**T. K. Gupta**  
(Stat. Auditor)

Place : Sahibabad

Date : September 01, 2018

## Annexures-2

# Form No. MR-3

## Secretarial Audit Report

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]**

### **Secretarial Audit Report for the Financial Year Ended at March 31, 2018**

To,  
The Members,

#### **SHARE INDIA SECURITIES LIMITED**

6th, Milestone, New Bhai-Chara Complex,  
Opp Mata Mandir, Chikambarpur  
Up Border, Sahibabad, UP-201006

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s Share India Securities Limited** (hereinafter called the company) having CIN: L67120UP1994PLC050209. 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 Share India Securities Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information(s), explanation(s) provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(Not Applicable to the Company during the Audit period as there were no Foreign Direct Investments, Overseas Direct Investments in the Company and no External Commercial Borrowings were made by the company);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): are applicable to the Company under the financial year under report-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the audit period as the Company not availed Employee Stock Option Scheme and Employee Stock Purchase Scheme)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable as the Company has not issued and listed any debt securities during the financial year under review)**

- (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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the financial year under review)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year under review)**
- (vi) As informed to us, the following other Acts/ laws specially applicable to the company as under:
1. The Information Technology Act, 2000 and the rules made thereunder
  2. The Indian Stamp Act, 1899 read with Indian Stamp (Delhi Amendment) Act, 2001 (on issue of Equity Share)
  3. Income Tax Act 1961 & Rules 192
  4. Employees PF and Misc. Provision Act, 1952
  5. Cyber Laws
  6. Companies (Cost Record & Audit) Rules 2014

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (j) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (k) W.r.t. returns/records etc. under all Labour Laws- As per management's representation letter, it complied with all the applicable Laws.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and also there is proper combination of Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that during the audit period the company has made Public Issue of Shares.

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.

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.

**Akash Jaiswal**

M. No. A48496

CP. No. 17704

**For JAISWAL & ASSOCIATES**

(Company Secretaries)

Place : Delhi

Date : August 02, 2018

## Annexures- A

To,  
The Members,

**SHARE INDIA SECURITIES LIMITED**

6th, Milestone, New Bhai-Chara Complex,  
Opp Mata Mandir, Chikambarpur  
Up Border, Sahibabad, UP-201006

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of 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.
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 procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**Akash Jaiswal**

M. No. A48496  
CP. No. 17704

**For JAISWAL & ASSOCIATES**

(Company Secretaries)

Place : Delhi

Date : August 02, 2018

## ANNEXURE-3

# Management Discussion & Analysis

## ECONOMIC OUTLOOK

India has climbed back onto its high growth trajectory. While the overall growth rate clocked in FY2017-18 stood at a moderate 6.7%, optimism springs from the fact that in the last quarter of the year (January-March) GDP grew at 7.7%, the fastest pace in seven quarters (Source: CSO). This robust performance came on the back of good manufacturing and service sector numbers, as well as strong farm output. The economy has emerged from a phase of difficult transitions – first the banking sector stress and attempts at its resolution, then due to the demonetization exercise and finally the implementation of GST, amongst a host of other economic and policy reforms implemented.

Despite short term challenges, in the form of rising inflation and fluctuations in industrial production, the economy is expected to post a strong growth of 7.4% during FY 2018-19 according to the RBI. The World Bank has forecast that India will grow at 7.3% this year and 7.5% for the next two years, making it the fastest growing major emerging economy.

## INDUSTRY OVERVIEW

The Indian financial markets – be they debt or equity – have strong regulators and policy directives in place. At the same time they have been growing and flourishing despite global financial market ups and downs. According to the India Brand Equity Foundation (IBEF), “India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market.” In addition to commercial banks, insurance companies, mutual funds, multi-product broking houses and non-banking financial companies, the sector also comprises co-operatives, pension funds and other smaller financial entities.

### Stock market

The stock market in India is a small but vibrant part of the financial sector. While less than 3% of India invests in equity (Source: Portfolio Advisor ; November 2017), market movements capture the pulse of the economy. Nevertheless, there is still immense scope for growth both in terms of number of companies listed as well as in terms of investor participation. The IBEF recounts that with rising investments in Mutual Funds and other financial instruments, the revenues of the brokerage industry in India were estimated to grow by 15-20% to reach Rs 180-190 billion (US\$ 2.80-2.96 billion) in FY2017-18, backed by healthy volumes and a rise in the share of the cash segment. The primary market for equity has also witnessed rapid expansion with a total of Rs 844 billion (US\$ 13,089 million) worth of IPOs issued by end FY2017-18 (Source: IBEF). This trend is likely to change going forward due to the predominantly young demographic profile, coupled with the formalisation of financial savings and the changing business

landscape which points towards more and more companies tapping the capital market route through the stock market.

### Mutual funds

The mutual fund sector in India has seen rapid growth in its Assets Under Management (AUM), especially post the demonetisation drive. The total industry AUM touched Rs 2,326 trillion (US\$ 360.90 billion) as of April 2018. At the same time the number of mutual fund equity portfolios reached a record high of 2.27 billion in February 2018 (Source: IBEF).

### Merchant Banking

Merchant Banking in India caters to the needs of corporate clients and takes on many roles, including Project Counselling, Management of debt and equity offerings, Issue Management, Underwriting of Public Issues, Portfolio Management, Restructuring strategies, Off-Shore Finance, Non-resident Investment, Loan Syndication, Corporate Counselling and advisory services, Placement and distribution, etc.

The scope for Merchant Banking activities in India is rising at a fast pace as more and more MSMEs in the country move towards the formal financial sector to meet their financing and capital requirements. According to CII, there are around 36.1 million MSME units throughout the geographical expanse of the country, contributing around 6.11% of the manufacturing GDP and 24.63% of the GDP from service activities as well as 33.4% of India's manufacturing output. They have been able to provide employment to around 120 million persons and contribute around 45% of the overall exports from India. The sector has consistently maintained a growth rate of over 10% and about 20% of the MSMEs are based out of rural areas, exhibiting the importance of these enterprises in promoting sustainable and inclusive development as well as generating large scale employment, especially in the rural areas.

According to IndiaMoney, there are 135 Merchant Bankers, including public sector, private sector and foreign players, registered with SEBI in India. Share India believes introduction of SME platform of BSE (BSE SME) and NSE (NSE Emerge) for listing in 2012 with less burdensome compliances for (M)SME will be a game changer in the next decade as raising capital for business expansion becomes easier. Since its introduction more than 300 companies have got listed combines on BSE SME and NSE Emerge with relatively smaller IPO size. Currently, the market for merchant banking for SME's especially for IPO's is skewed in favour of few large players.

### NBFC

Non-Banking Finance Companies are gaining importance in the Indian Financial System on account of operational features such as greater flexibility, lower cost, wider reach and strong risk management capabilities with a better understanding of

customer segments. According to the RBI, by 2014 these financial institutions accounted for about 9% of the total assets of the financial sector – the third largest segment after the scheduled commercial banks or SCBs (64%) and insurance companies (14%).

A study by the Boston Consulting Group states that micro and small enterprises will be the key growth drivers for banks and NBFCs in the coming years as the segment is highly under-served and has managed to maintain its creditworthiness. As per the report, the micro enterprises, on an average, reported a delinquency rate of 7.4%-8.1% as against large corporates where the delinquency rates shot up sharply from 12.25% to 22.3% between September 2015 and June 2017. Recognising the importance of this large and growing segment of business enterprises, the government and financial sector have been taking great strides towards their financial inclusion. This business segment has been growing rapidly in recent times. A study by the Boston Consulting Group suggests that between calendar years 2014 and 2017, the share of NBFCs in total loans is estimated to have increased from 21% to 44%, whereas, for public sector banks, it fell from 49% to 28%. More interestingly, NBFCs are popular with the youth of India as reflected by the report, which pointed out that of the total loans given by financial institutions in India to persons aged between 21 and 35 years, NBFCs had the maximum market share of 49%. With their focus on lower ticket and early credit life-stage products, they have captured almost half the youth segment for loans, indicating a trend towards sustained popularity in the future too.

On the corporate funding front too, NBFCs are faced with a sea of opportunity in the form of credit demand from MSMEs. The BCG report points out that while there are nearly 40 million MSME current accounts, only 4.5 million are borrowers, indicating a vast funding gap. With a combination of innovative business models and the use of technology, NBFCs are reaching out to this immense segment of potential clients.

## BUSINESS OVERVIEW

Incorporated in 1994 as 'FMS Securities Limited', Share India Securities Limited's name was changed to its current form in 2010. Today, the company is a veritable financial conglomerate with a presence across the spectrum of financial sector products and services, including equity broking and depository participant services, research analysis, mutual fund advisory and distributorship and portfolio management.

During FY2018, SISL expanded its business horizons considerably by venturing into Merchant Banking, PMS and NBFC activities. It has received its Merchant Banking licence and commencing operations in June 2018, and has decided to pursue the stream with full vigour. Another pragmatic move, the acquisition of an NBFC with its entire team and relevant experience, has opened up a whole new avenue for financing. This division is currently focused on LAS and margin funding and intends to introduce structured financial and loan products and tap established distribution networks too to build a robust loan book.

While SISL follows these new pursuits with great vigour, its flagship Retail Broking business continues to grow strongly. With its services its active retail client base of over 14,000 clients through a network of over 300 business locations across the country, supporting them with in-house research products from a dedicated research desk.

SISL also offers its clients Wealth Advisory services through two business verticals – Mutual Funds (Advisory/Distribution) as well as its PMS division. The Mutual Fund division has garnered an equity AUM of Rs 11 billion to date with monthly SIP of Rs 7.5 million. The PMS division has a dedicated research desk and offers customised investment solutions to the company's HNI clients. Although it received its licence in February 2018, SISL believes it to be a high growth business. .

Lastly, the company functions as Proprietary Trader and is market leader in low latency automated arbitrage trading strategies, SISL's Proprietary Trading vertical has an in-house technology/development team.

Major contributor to NSE Volumes for past 3 years



## STRENGTHS AND OPPORTUNITIES

### Experienced Promoters and management team

The company is managed by a team of competent personnel with deep domain knowledge of the core aspects of the business. The promoters are well assisted by an experienced and competent team that comprises the key managerial persons. Together, they have built up long term relations with customers and have also facilitated the acquisition of new customers.

### Diversified yet integrated mix of business

Being engaged in the business of share broking and trading services in equity, future & options and currency derivatives, SISL has secured memberships in the cash, future and options and currency derivatives segments of both the BSE and the NSE. It is also a depository participant, offering services with

CDSL. Alongside these direct stock engagement facilities, it also provides mutual fund investment services to clients and has entered into proprietary trading (own account trading) activities as well. With this wide range of services SISL is able to cater to the demands of all its customers as a one-stop-shop.

### Long term relationship with the clients

Our Company believes in maintaining long term relationships with our clients in terms of increased sales. Our dedicated focus on client coverage and our ability to provide timely solutions and faster resolution of customer complaints, if any, has helped us to establish long-term relationships with high net worth clients. This key strength has helped us to receive repeat business from our clients. We also believe that because of our timely trade execution, competitive pricing and customer service, we enjoy goodwill amongst our customers.

### Strong Risk Management System

We have deployed resources in terms of technology, people and processes to manage our risk management function. We have established general risk management procedures for trading activities, including instruments, strategies, position and trading limits for trading desks, business units and/or individual traders, periodic stress testing and cash-flow. We periodically review and modify such procedures, as necessary or appropriate. These procedures cover our internal control system, customer margin requirement and risk management of relationship managers.

## FINANCIAL PERFORMANCE

SISL's revenue has grown at a robust CAGR of 64.21% between FY2015 and FY2018. The company's posted a return of 25.32% on revenue during the last year as it increased from Rs 1063.6 million in FY2016-17 to Rs 1333 million in FY2017-18. This was largely on account of company's focus on expansion in multiple geographies and diverse business products. Share India has proven its capability in expansion and has grown business faster than industry gaining market share.

The CAGR in PAT over the period FY2015 and FY2018 also kept pace, increasing by 65.92%. It marked a stellar increase of 88.8% during the last year, growing from Rs 81.3 million in FY2016-17 to Rs 153.5 million in FY2017-18 due to its focus on profitable business growth and efficient ALM practices.

The RONW has risen from 19.26% in FY2015 to 28.92% in FY2018 reflecting the strong growth in business and profitability. With an average ROE of over 20%, SISL stands well above the industry average and is, in fact a an industry leader with respect to this metric.

## RISKS AND CONCERNS

### Economic and Political Risk

Being a part of the financial sector, which is governed by economic progress and political stability, any untoward economic exigency or political upheaval, could disrupt the business of companies in the financial sector.

*Mitigation:* Having a strong base in various segments of the financial sector along with robust relationships with clients and principals ensures that our risks are diversified and the overall business does not get adversely impacted.

### Business Risk

Investing is an activity that has inherent risks. Being a facilitator of various forms of investment, the company could be faced with risk on this account.

*Mitigation:* SISL has established general risk management procedures for trading activities, including instruments, strategies, position and trading limits for trading desks, business units and/or individual traders, periodic stress testing and cashflow. It periodically reviews and modifies such procedures, as necessary or appropriate. These procedures cover internal control system, customer margin requirement and risk management of relationship managers.

### Competition Risk

The financial sector in India is in some ways well established but growing at a fast pace both in terms of companies entering the market as well as in terms of demand and customer base. As a result, Competition risk is always a consideration.

*Mitigation:* At a macro level, there is still a very large untapped and underserved market for SISL's products. At the company level, SISL ensures that it always offers its customers a host of products and services that are relevant for them at any stage of their financial life-cycle. These two factors taken together ensure that the company is not just in a position to protect but grow its market share.

### Operational Risk

People, funding and technology are the variables that drive performance in the financial sector. If the efficiencies or availability of these inputs are sub-optimal, there is scope for slacking in operations.

*Mitigation:* Being well aware of the importance of these three variables, SISL focuses on people acquisition and retention, constant monitoring and upgradation of technology, if required, and maintaining strong risk management norms and creditability with lenders.

### Regulatory Risk

Changes in the regulatory environment, while usually beneficial to the progress of the sector in the long term, could sometimes cause short term disruptions.

*Mitigation:* SISL endeavours to be proactive in terms of foreseeing regulatory changes and implementing them before they are mandated.

## STRATEGIES AND OUTLOOK

Looking ahead, the company seeks to grow and expand on the back of its business strategies, which include:



### Entering into new geographies

Currently located in Ghaziabad, New Delhi, Jaipur and Mumbai, SISL plans to establish its presence in the western and central region by setting up branch offices in major cities. Its emphasis is on expanding the scale of operations as well as growing its network across India. This will provide attractive opportunities to grow its client base and revenues.

### Continue to develop client relationships

Long term client relationships, which are based on trust and satisfaction, have always been the basis of SISL's business. The company plans to expand the number of client relationships as this will add further stability to the business. Towards this end it aims to build on existing relationships and also focus on bringing into its portfolio more clients.

### Attract and retain talented employees

SISL values its human resources. With the firm belief that attracting and retaining right minded talent is essential for the success of the organization, the company intends to continue its focus on providing a healthy and comfortable work climate for its employees and providing various programs and benefits for their personal well-being and career development.

### Competitive Pricing

At the end of the day, to remain relevant to clients and augment market share, SISL will continue to offer competitive prices to its customers. This helps it stay ahead of the competition and claim a position of strength in the marketplace.

### Optimize operational efficiencies

Since its genesis, the company has focused on pursuing operational efficiencies in every aspect of the business, from manpower to installations. It plans to continue to invest in technology and related platforms to increase levels of operational efficiencies.

### Outlook

With the predominantly young population, rising employment and various financial inclusion initiatives, the participation in the equity markets, directly or through mutual funds, is bound to see a spurt, going forward. At the same time, measures like demonetisation and the implementation of GST will widen the ambit of companies within the formal sector, enabling them to tap the capital markets through the equity route. Further, with the growth of personal wealth, the scope for PMS will increase at various levels. All these developments bode well for SISL, with its entire gamut of financial products and services.

With its recent entry into merchant banking, NBFC and PMS activities, over and above its strong, deep-rooted presence in the retail investment segment, SISL has emerged as a one-stop financial conglomerate, which is well positioned within a fast growing sector. Looking ahead, it is in a sweet spot to capitalise on the growth of both the institutional as well as retail arms of the financial sector in India.

### INTERNAL CONTROLS SYSTEMS

The internal control system of the Company is designed to suit the complexity of its business operations. Based on the criteria of essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls, the Company has established and maintained internal financial controls. This enhances the reliability of financial reporting and robustness of preparation of financial statements. Internal control systems are driven through various policies, procedures and certifications. An internal committee periodically reviews the processes and controls. Any deviations observed in the process of evaluation are highlighted to the Board which initiates prompt corrective measures. Internal control system ensures strict adherence to all applicable statutes and regulations governing the business operations. The internal financial controls with reference to financial statements as designed and implemented by the Company are adequate. The internal financial control procedure adopted by the Company is adequate for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. Further, the statutory auditors have verified the systems and processes and confirmed that the internal financial controls over financial reporting are adequate and such controls are operating effectively.

### HUMAN RESOURCES

Human resources is one of the key resources of the Company to ensure business sustainability and growth. The Company has an experienced and talented pool of employees who play a key role in enhancing business efficiency, devising strategies, setting-up systems and evolving business as per industry requirements. The Company provides regular skill and personnel development training to enhance employee productivity. Being a growth-oriented and progressive organisation, it recognises the importance of professionalism. The Company has embarked on several human resource initiatives to enhance the productivity of the organisation and each individual. The Company endeavours to provide a safe, conducive and productive work environment. The number of permanent employees on the rolls of the Company as on March 31, 2018 was 690.

### CAUTIONARY STATEMENTS

This Management Discussion & Analysis report makes forward looking statements based on certain assumptions and expectations of future events over which Share India Securities Ltd. exercises no control. SISL cannot guarantee their accuracy nor can it warrant that the same will be realised. Actual results could differ materially from those expressed or implied. Macro-economic factors such as demand, supply, global economic and geopolitical developments, government regulatory and tax framework, liquidity in the market etc. could impact the operations of SISL.

## Annexures- 4

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes.**

The objective of Company's CSR policy is to support the disadvantaged/marginalized cross section of the society by providing opportunities to improve the quality of life. Company's CSR policy is aimed at demonstrating care for the community through its focus on education and skill development. The CSR Policy recommended by the CSR Committee has been approved by the Board of Directors and is available on the Company's Website [www.shareindia.com](http://www.shareindia.com)

**2. The Composition of the CSR Committee.**

Your Company has constituted CSR Committee, in accordance with the CSR provisions u/s 135 and Schedule VII of the Companies Act, 2013 and the Rules made there under. The CSR Committee comprises:

1. Mr. Parveen Gupta- Chairman (Chairman & Managing Director)
2. Mr. Vikas Kumar Mittal- Member (Independent Director)
3. Mr. Sachin Gupta- Member (CEO & WTD).

**3. Average Net Profit of the Company for last three Financial Years:**

Rs. 881.25 lakhs, as per applicable Section 198 of the Companies Act, 2013.

**4. Prescribed CSR Expenditure (Two per cent) of the amount as in item 3 above):** Rs. 17.62 Lakhs.**5. Details of CSR spent during the Financial Year:**

- a. Total amount spent for the Financial Year: Rs. 27.65 Lakhs
- b. Amount unspent: Nil
- c. Manner in which the amount spent during the Financial Year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity Identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *
	Hindu Kanya College	Promoting Education	Kapurthala, Punjab,	6,00,000	Direct Expenditure	6,00,000	Direct
	Nav Nirman Sewa Samiti (Samalkha Group of Institutions)	Promoting Education and Health care	Shalimar Bagh, Delhi	21,65,000	Direct Expenditure	27,65,000	Direct

**6. In case the Company has failed to spend the two per cent, of the average Net Profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**

We hereby state that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**Sachin Gupta**

CEO & WTD  
DIN: 00006070

**Parveen Gupta**

Chairman & Managing Director  
DIN: 00013926

Place : Sahibabad  
Date : September 01, 2018

**Annexures - 5**

**DETAILS OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION OF THE COMPANY FOR F.Y. 2017-2018**

**Statement of particulars of employees pursuant to the provisions of section 197(12) of the Companies Act, 2013 read with rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 for the Year ended March 31, 2018**

Sl. No.	Name of the Employee	Designation of the Employee	Remuneration received (Yearly)	Nature of Employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by the employee before joining the Company	The percentage of equity shares held by the employee in the company	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	RAJENDER KUMAR JAIN	Sr. Manager	66,00,000	Permanent	B.Com; 3 Years of Experience	01/6/2015	51	N.A	-	NO
2	SONAM GUPTA	Sr. Manager	39,00,000	Permanent	B.A; 3 Years of Experience	01/10/2015	28	N.A	-	Yes; Relative of Mr. Parveen Gupta
3	PRACHI GUPTA	Sr. Manager	37,80,000	Permanent	M.A; 4 Years of Experience	01/11/2014	27	N.A	-	Yes; Relative of Mr. Rajesh Gupta
4	SUMAN GUPTA	Manager	33,40,000	Permanent	B.A; 3 Years of Experience	01/10/2015	57	N.A	5.25	Yes; Wife of Mr. Parveen Gupta
5	ROHIN GUPTA	Director	32,20,000	Permanent	10th ; 3 years of Experience	01/10/2015	29	N.A	5.42	Yes; Relative of Mr. Parveen Gupta
6	AGAM GUPTA	Sr. Manager	29,60,000	Permanent	B.Com (Hons); 3 Years of Experience	01/10/2015	24	N.A	2.48	Yes; Son of Mr. Rajesh Gupta
7	RAJAT YADAV	Sr. Manager	23,16,670	Permanent	MCA; More than 1 year of Experience	11/01/2017	30	N.A	-	NO
8	PARVEEN GUPTA	Director	21,60,000	Permanent	12th; 13 Years of Experience	01/4/2005	59	N.A	7.30	Director
9	RAJESH GUPTA	Director	21,60,000	Permanent	LLB; 10 Years of Experience	01/03/2008	54	N.A	7.82	Director
10	SARJ GUPTA	Director	21,60,000	Permanent	B.A; 10 Years of Experience	01/03/2008	61	N.A	7.10	Director

**Sachin Gupta**

CEO & Whole -Time Director

**Parveen Gupta**

Chairman & Managing Director

Place : Sahibabad

Date : September 01, 2018

## Additional Disclosure as per Schedule-V read with Regulation 34(E) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

### A. RELATED PARTY DISCLOSURE

The Company is in Compliance with Accounting Standard (AS 18) on Related Party Disclosure. For Further details please refer Note no. 28 forming part of Financial Statements.

### B. MANAGEMENT DISCUSSION AND ANALYSIS

Please refer Annexure-3 of Board Report.

### C. CORPORATE GOVERNANCE REPORT

Please refer to point No. 22 of Board Report.

### D. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

As per provisions of Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, compliance with the corporate governance provisions as specified in regulations 17,18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply, in respect of

- (a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year and/or;

- (b) the listed entity which has listed its specified securities on the SME Exchange.

Your Company being listed on SME platform of BSE Limited; requirement of providing declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel affirming compliance with the code of conduct of board of directors and senior management is not applicable for period under review.

### E. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE SHALL BE ANNEXED WITH THE DIRECTORS' REPORT

Please refer to point No. 22 of Board Report

### F. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There were no such shares unclaimed in the year under review.

By Order of Board of Director  
For **Share India Securities Limited**

**Parveen Gupta**

Chairman & Managing Director  
DIN: 00013926

Date: September 01, 2018  
Place: Sahibabad

Add: 179, Hargobind Enclave,  
Delhi-110092

# Independent Auditor's Report

To  
The Members of  
**Share India Securities Limited**

## REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **M/S SHARE INDIA SECURITIES LIMITED**, which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone financial statements").

## MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies and 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## AUDITOR'S RESPONSIBILITY

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

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

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

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

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

## OPINION

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by The Companies (Auditors Report) order 2016, ("the order") issued by Central government of India in terms of sub section (11) of section 143 of the Act, we give in the "**Annexure-A**", a statement the matters specified in paragraph 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in '**Annexure-B**' to this report; and,
- g) With respect to the other matters included in the Auditor's Report in accordance with rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and to our best of our information and according to the explanations given to us :
- I. The Company does not have any pending litigation.
- II. The company does not have any long term contracts but do have derivative contracts for which required provision for material foreseeable losses have been made.
- III. There was no amount which was required to be transferred to the Investor Education and Protection Fund.

For **M/s T.K. Gupta and Associates**

Chartered Accountants

FRN: 011604N

**CA T.K. Gupta**

(Partner)

M.No. 082235

Place: New Delhi

Date: May 30, 2018

## Annexure-A to Independent Auditor's Report (Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report at even date)

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) All the assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company & the nature of its assets. No material discrepancy was noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- ii. The company is dealing in shares on behalf of its clients as well as on its own account, the inventory of shares are in demat form and not in physical form, there is no question of physical verification, accordingly, paragraph 3(ii) of the order is not applicable.
- iii. (a) According to the information & explanation given to us & based on audit procedures conducted by us, we are of the opinion that the term & condition of loan granted by the company to one party covered in the register maintained u/s 189 of the Companies Act 2013 were not, prima facie, prejudicial to the interest of the Company.
- (b) In the case of loan granted to the party listed in the register maintained under section 189 of the Act, the principal and interest are not yet due.
- (c) There are overdue amounts as at year-end in respect of Interest amount Rs. 49,119/- which is outstanding for more than ninety days in respect of loan granted to a party listed in the register maintained under section 189 of the Act. According to the information and explanation given by the management to us, the subsidiary company is unable to remit the interest on outstanding loan due to restriction imposed by RBI (as per Foreign Exchange Management Act, 1999).

No of Case	Interest Overdue	Total Amount Overdue	Remarks
1	49,119/-	49,119/-	Due to Restriction imposed by RBI (as per Foreign Exchange Management Act, 1999)

- iv. In our opinion & according to the information & explanation given to us, the company has complied with the provision of Sec 185 & 186 of the Companies Act 2013, in respect of loan, investments, guarantees & securities.
- v. The company has not accepted any deposit from public in term of Sec 73 to 76 or any provision of the company Act 2013 and rules there under.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records u/s 148 of the Act, in respect of services carried out by the company.
- vii. (a) The company is regular in depositing with appropriate authorities undisputed Statutory dues including provident fund, Employees State Insurance, Income Tax, Sales-Tax, Service Tax, duty of custom, Duty of Excise, Value Added Tax, Cess & any other statutory dues applicable to it & there are no undisputed dues outstanding as on 31.03.2018 for a period of more than Six months from the date they became payable.
- (b) According to the information & explanations given to us, there was no due of Sales Tax or Service Tax or Duty of custom or Duty of excise or Value Added Tax that have not been deposited on account of any dispute. However, according to the information and explanations given to us, the following due of Income Tax have not been deposited by the Company on account of dispute.

Nature of Statute	Nature of Dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	5,76,870/-	AY 2010-11	Assessing Officer
Income Tax Act, 1961	Income Tax	26,560/-	AY 2013-14	Assessing Officer

- viii. In our opinion & according to the information & explanation given to us, the company has not defaulted in the repayment of Loans or Borrowings from Bank, Financial Institution, and the Company has not taken any loan from Government nor issued any debenture.

- ix. In our opinion & according to the information & explanation given to us, monies raised by way of Initial public offer or further public offer (including debt instruments) and the term loans during the year have been applied by the company for the purposes for which they were raised. The amount raised by way of public offer is Rs. 2432.12 Lacs out of which Rs. 2001.01 lacs utilized during the year, Rs 148.80 lacs are issue expenses and balance Rs. 282.31 Lacs is unutilized upto March 31, 2018.
- x. As per the information & explanations given to us, no fraud by the company or on the company by its officer or employees has been noticed or reported during the course of our audit.
- xi. As per the information & explanation given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Sec 197 read with Schedule V to the Companies Act 2013.
- xii. In our opinion and according to the information and explanation given to us, the company is not a nidhi company, accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. In our opinion and according to the information & explanation given to us, the company has complied with Sec 177 & 188 of Companies Act 2013 in respect to all transactions, with the related parties & details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment/ private placement of shares or partly convertible debenture during the year under review and hence reporting under clause (xiv) of Paragraph 3 of the order is not applicable to the company.
- xv. According to the information and explanation given to us, the company has not entered into Non-cash transaction with directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the order is not applicable to the company.
- xvi. As the information & explanation given to us and in our opinion, the company is not required to be registered u/s 45 IA of the Reserve Bank of India Act 1934.

For **M/s T.K. Gupta and Associates**

Chartered Accountants

FRN: 011604N

**CA T.K. Gupta**

(Partner)

M.No. 082235

Place: New Delhi

Date: May 30,2018



# Annexure-B to the Independent Auditor's Report of Even Date on the Financial Statements of SHARE INDIA SECURITIES LIMITED

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

To  
The Members of  
**Share India Securities Limited**

We have audited the internal financial controls over financial reporting of **SHARE INDIA SECURITIES LIMITED** as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS' RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating

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

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

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

**OPINION**

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

For **M/s T.K. Gupta and Associates**

Chartered Accountants

FRN: 011604N

**CA T.K. Gupta**

(Partner)

M.No. 082235

Place: New Delhi

Date: May 30,2018

# Balance Sheet

as at March 31, 2018

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's Funds</b>			
a. Share Capital	2	24,42,45,880.00	4,62,31,470.00
b. Reserve & Surplus	3	48,54,88,597.78	28,51,67,382.18
<b>2. Share Application Money Pending for Allotment</b>			
<b>3. Non-current Liabilities</b>			
a. Long-term Borrowings	4	31,53,315.32	35,51,328.50
b. Deferred tax Liabilities (Net)		-	-
c. Other long-term Liabilities		-	-
d. Long-term Provisions	5	1,17,43,112.00	81,59,151.00
<b>4. Current Liabilities</b>			
a. Short-term Borrowings	4	30,96,75,756.00	30,16,82,266.00
b. Trade Payables	7	37,21,58,229.47	23,43,52,242.77
c. Other current Liabilities	6	8,67,90,245.94	11,53,12,942.33
d. Short-term Provisions	5	8,10,23,900.00	4,50,60,782.00
<b>Total Equity And Liabilities</b>		<b>1,59,42,79,036.51</b>	<b>1,03,95,17,564.78</b>
<b>II. ASSETS</b>			
<b>1. Non-current Assets</b>			
a. Fixed Assets	9		
i. Tangible Assets		7,76,46,247.40	7,58,05,274.16
ii. Intangible Assets		48,58,749.13	68,61,847.55
iii. Capital Work-in-Progress		-	-
iv. Intangible Assets under Development		-	-
b. Non-current Investments	8	7,13,44,192.00	1,98,44,172.00
c. Deferred tax Assets (Net)	10	93,79,575.00	57,86,694.00
d. Long-term Loans and Advances	11	4,44,55,077.68	2,14,30,430.00
e. Other Non-current Assets		-	-
<b>2. Current Assets</b>			
a. Current Investment	12	32,87,41,462.04	23,21,46,761.00
b. Inventories	13	7,87,40,984.40	4,60,26,358.96
c. Trade Receivables	14	19,52,45,576.95	15,22,11,328.37
d. Cash and Cash equivalents	15	52,34,70,595.29	32,96,94,136.64
e. Short-term Loans and Advances	11	25,43,03,070.49	14,76,68,159.16
f. Other current Assets	16	60,93,506.13	20,42,402.94
<b>Total Assets</b>		<b>1,59,42,79,036.51</b>	<b>1,03,95,17,564.78</b>

Accompanying notes form part of the Financial Statements

As per our report of even date annexed

**T.K. Gupta & Associates**

Chartered Accountants

R. No. 011604N

**A. T.K. Gupta**

(Partner)

M.NO. 82235

Place : Sahibabad

Date : May 30, 2018

For M/s Share India Securities Ltd.

**Parveen Gupta**

Managing Director

DIN No. : 00013926

**Vijay Kumar Rana**

Chief Financial Officer

**Sachin Gupta**

CEO (WTD)

DIN No. : 00006070

**Vikas Aggarwal**

Company Secretary

M. No.: 5512

# Statement of Profit and Loss

for the year ended March 31, 2018

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
I. Revenue From Operations	17	1,33,17,21,017.19	1,06,35,98,386.03
II. Other Income	18	7,15,36,128.55	3,78,11,682.07
<b>III. Total Revenue (I+II)</b>		<b>1,40,32,57,145.74</b>	<b>1,10,14,10,068.10</b>
<b>IV. Expenses:</b>			
Employee Benefit Expenses	19	23,39,26,714.04	18,12,71,033.36
Finance Costs	20	5,32,49,971.49	3,25,01,512.84
Depreciation and Amortization Expenses	9	2,07,15,616.12	1,84,90,592.18
Other Expenses	21	86,32,69,561.49	74,51,89,511.48
<b>Total Expenses</b>		<b>1,17,11,61,863.14</b>	<b>97,74,52,649.86</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>23,20,95,282.60</b>	<b>12,39,57,418.24</b>
VI. Exceptional Items		-	-
<b>VII. Profit before extraordinary items and tax (V+VI)</b>		<b>23,20,95,282.60</b>	<b>12,39,57,418.24</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>23,20,95,282.60</b>	<b>12,39,57,418.24</b>
<b>X. Tax Expenses:</b>			
(1) Current Tax		8,05,64,538.00	4,47,30,430.00
(2) Deferred Tax (Credit)		(35,92,881.00)	(16,24,213.00)
<b>XI. Profit after tax (IX-X)</b>		<b>15,51,23,625.60</b>	<b>8,08,51,201.24</b>
<b>XII. Earnings per Equity Share:</b>			
(1) Basic		7.23	4.37
(2) Diluted		7.23	4.37
After Exceptional Items			
(1) Basic		7.23	4.37
(2) Diluted		7.23	4.37

Accompanying notes form part of the Financial Statements

As per our report of even date annexed

**T.K. Gupta & Associates**

Chartered Accountants

R. No. 011604N

**CA. T.K. Gupta**

(Partner)

M.NO. 82235

Place : Sahibabad

Date : May 30, 2018

For **M/s Share India Securities Ltd.**

**Parveen Gupta**

Managing Director

DIN No. : 00013926

**Vijay Kumar Rana**

Chief Financial Officer

**Sachin Gupta**

CEO (WTD)

DIN No. : 00006070

**Vikas Aggarwal**

Company Secretary

M. No.: 5512

# Cash Flow Statement

for the year 2017-2018

(Amount in Rs.)

Particulars	2017-2018	2016-2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax as per profit and loss account	23,20,95,282.60	12,39,57,418.24
Adjusted for :		
Profit on Sale of Asset	(1,42,23,900.00)	(3,29,585.00)
Depreciation and Amortisation Expense	2,07,15,616.12	1,84,90,592.18
Interest Income	(5,09,97,868.45)	(3,62,95,342.45)
Interest Paid	4,92,14,793.38	2,86,89,737.92
	<b>47,08,641.05</b>	<b>1,05,55,402.65</b>
Operating Profit before Working Capital Changes	23,68,03,923.65	13,45,12,820.89
Adjusted for:		
Trade and other receivable	(4,30,34,248.58)	3,27,96,226.68
Inventories increase/Decrease	(3,27,14,625.44)	(1,88,85,559.96)
Trade and other Payable	13,78,05,986.70	5,03,72,796.39
Other Current Assets	(40,51,103.19)	34,25,808.48
Other Current Liabilities	1,10,24,382.61	6,90,30,392.10
Cash Generated from operations	30,58,34,315.75	19,56,85,994.48
Taxes Paid	8,05,64,538.00	4,47,30,430.00
<b>Net cash generated from Operating Activities</b>	<b>22,52,69,777.75</b>	<b>15,09,55,564.48</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(2,88,29,590.94)	(2,47,85,220.33)
Sale of Fixed Assets	2,25,00,000.00	5,60,000.00
Fixed deposits	(21,02,01,000.00)	1,62,76,000.00
Movement of loan and Advances	(12,96,59,559.01)	1,16,02,587.01
Interest income	5,09,97,868.45	3,62,95,342.45
Investments	(14,80,94,721.04)	(24,56,46,741.00)
<b>Net cash (used in) Investing Activities</b>	<b>(44,32,87,002.54)</b>	<b>(20,56,98,031.87)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Increase in Share Capital	19,80,14,410.00	-
Increase in Share Premium	18,38,92,000.00	-
Issue of Bonus shares	(13,86,94,410.00)	-
Repayment of Long term Borrowing	(3,98,013.18)	(3,98,104.35)
Proceeds from Short Term Borrowing	79,93,490.00	9,86,35,647.14
Interest paid	(4,92,14,793.38)	(2,86,89,737.92)
<b>Net Cash (Used in) / from Financing Activities</b>	<b>20,15,92,683.44</b>	<b>6,95,47,804.87</b>
<b>Net Increased in Cash and Cash Equivalents</b>	<b>(1,64,24,541.35)</b>	<b>1,48,05,337.48</b>
<b>Cash and Cash Equivalents at the Beginning of Year</b>	<b>2,91,45,136.64</b>	<b>1,43,39,799.16</b>
<b>Cash and Cash Equivalents at the End of Year</b>	<b>1,27,20,595.29</b>	<b>2,91,45,136.64</b>

**Notes:**

1 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard 3 on Cash Flow Statement Prescribed by the Companies (Accounting Statement) Rules 2006  
See Accompanying notes forming part of the Financial Statements

As per our report of even date annexed

For **T.K. Gupta & Associates**

Chartered Accountants

R. No. 011604N

**CA. T.K. Gupta**

(Partner)

M.NO. 82235

Place : Sahibabad

Date : May 30, 2018

For **M/s Share India Securities Ltd.**

**Parveen Gupta**

Managing Director

DIN No. : 00013926

**Vijay Kumar Rana**

Chief Financial Officer

**Sachin Gupta**

CEO (WTD)

DIN No. : 00006070

**Vikas Aggarwal**

Company Secretary

M. No.: 5512

# Notes to the Financial statements

for the year ended March 31, 2018

## Note No. 1 CORPORATE INFORMATION

Share India Securities Ltd. is a member of Cash, F&O and Currency Derivatives Segments of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Besides, the Company is also serving as a Depository Participant of Central Depository Services (India) Limited (CDSL).

### SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of Preparation of Financial Statements:

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India including Accounting Standards prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 & the provision of the Companies Act.

The Financial Statements are prepared as a going concern on accrual basis under historical cost convention.

The accounting policies adopted in the preparation of the Financial Statements are consistent with those followed in the Previous Year.

#### (b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles, accepted in India Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

#### (c) Fixed assets and Depreciation/ Amortisation

##### (i) Tangible and Depreciation

Tangible and intangible fixed assets are stated at cost, less accumulated depreciation / amortization and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on fixed assets is provided on Written Down Value based on useful life as prescribed under schedule II of the Companies Act 2013.

##### (ii) Intangible Assets/ Amortisation

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Intangible assets comprise of goodwill, Copyright, Trade marks & Computer software.

Purchased software meant for in house consumption and significant upgrades thereof having probable economic benefit exceeding one year are capitalized at acquisition price. Purchased intangible assets are amortized over their useful lives unless these lives are determined to be indefinite. Purchased intangible assets are carried at cost, less accumulated amortization. Amortization is completed over the estimated useful lives of five years using the Straight Line Method.

An impairment test of intangible assets is conducted annually or more often if there is an indication of a decrease in value.

#### (d) Revenue Recognition

Revenue from proprietary trading consists primarily of net trading income earned by the company when trading as principal. Net Trading income from proprietary trading represents trading gain net of trading losses.

The profit & loss arising from all transactions entered into on account and risk of the company are recorded on completion of trade date.

Brokerage income is recognized on accrual basis.

Brokerage also includes additional fees for marketing and promotion of financial products.

Brokerage revenues are based largely on pre-defined rates. Revenue from upfront brokerage is recognised when the service is rendered. Annualized brokerage is recognized at the end of the measurement period when the pre-defined

# Notes to the Financial Statements

for the year ended March 31, 2018

thresholds are met. Income from equity broking business is recognised on the trade date basis as the securities transaction occur and is exclusive of Goods and Service Tax, Securities transaction tax, stamp duties and other levies by stock exchanges and securities and exchange board of India ("SEBI"). Fees for subscription based services are received periodically but are recognized as earned on pro-rata basis over the term of the contract.

Depository & related income is accounted on accrual basis.

Market Value for exchange traded derivatives, principally, futures and options are based on quoted market prices. The gains or losses on derivatives used for trading purposes are included in revenue from proprietary trading. Purchase & Sales of derivatives financial instrument are recorded on trade date. The transaction are recorded on a net basis.

Income from arbitrage and trading in securities and derivatives comprises profit/loss on sale of securities held as stock-in-trade and profit/loss on sale of securities is determined based on the FIFO Basis of the securities sold. Profit/loss on equity derivative transactions is accounted for based on the 'Guidance Note on Accounting for Equity Index and Equity Stock Futures and Options' issued by the institute of Chartered Accountants of India which is fully explained in (i) below: -

**(i) Equity Index/Stock Futures:**

In accordance with Guidance Note on "Accounting for equity index and Equity Stock Futures and Options" issued by The Institute of Chartered Accountants of India.

Initial Margin- Equity index/ Stock Futures, representing the initial margin paid, and margin deposits representing additional margin paid over and above the initial margin, for entering into a contract for equity index/ stock futures which are released on final settlement/squaring-up of the underlying contract, are disclosed under Loans and Advances.

As on the balance sheet date, profit/loss on open positions in Equity index/ stock futures is accounted for as follows:

- \* Credit balance in the "Mark-to-Market Margin-Equity index/Stock Futures Account", being the

anticipated profit, is ignored and no credit for the same is taken in the profit and loss account.

- \* Debit Balance in the "Mark-to-Market Margin-Equity index/Stock Futures Account", being the anticipated loss, is adjusted in the profit and loss account.

On final settlement or squaring-up of contracts for equity index/stock futures, the profit or loss is calculated as the difference between the settlement/squaring-up price and the contract price. Accordingly, debit or credit balance pertaining to the settled/squared-up contract in "Mark-to-Market Margin-Equity index/Stock Futures Account" after adjustment of the provision for anticipated losses is recognized in the profit and loss account. When more than one contract in respect of the relevant series of equity index/stock futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using the weighted average cost method for calculating the profit/loss on squaring-up.

**(e) Inventories:**

Inventories of shares are valued at lower of cost or net realizable value on FIFO.

**(f) Employees Benefits:**

**(i) Defined Contribution Scheme**

Employee benefits in the form of Provident Fund are considered as defined contribution plan and the contributions are charged to the Profit & Loss Account for the year when the expense is actually incurred.

Provision for provident fund is made as per 'The Employees' Provident Funds and Miscellaneous Provisions Act, 1952', as applicable to the company.

Leave encashment benefits are paid/provided in its entirety for the year.

**(ii) Gratuity**

Gratuity liability is a defined benefit obligation and is provided on the basis of an actuarial valuation on Projected Unit Credit Method as per AS-15 made at the end of each financial year. Actuarial gain/loss are immediately taken to Statement of Profit & Loss and are not deferred.

# Notes to the Financial statements

for the year ended March 31, 2018

## Key Assumptions

Mortality Table	Indian Assured Lives Mortality 2006-08
Discount Rate	7.70%
Future Salary Increment	10% Per Annum

## Expenses Recognised in the Profit & Loss Account

	2017-18	2016-17
Current Service Cost	4,576,740.00	2,443,154.00
Interest Cost	602,327.00	426,562.00
Benefit Paid	-	(162,483.00)
Past Service Cost (Vested Employees)	112,119.00	-
Past Service Cost (Un-vested Employees)	3,340.00	-
Net Actuarial (Gain)/Loss recognised in the period	(1,581,555.00)	238,561.00
<b>Total Liability</b>	<b>3,712,971.00</b>	<b>2,945,794.00</b>

(iii) Other employee benefits are accounted for on accrual basis.

### (g) Provisions, Contingent Liabilities & Contingent Assets:

- Provision are recognised only when the company has present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the transaction and a reliable estimate can be made for the amount of obligation.
- Contingent Liabilities not provided for include Bank Guarantees issued by HDFC Bank Ltd. in favour of NSCCL (NSE) for Rs 580 Lacs and in favour of ICCL (BSE) of Rs 250 Lacs against margin of 25% of FDR and 25% of property of Directors & Company and balance against personal guarantee of directors and also Bank Guarantees issued by ICICI Bank Ltd in favour of NSCCL for Rs 2500 Lacs against margin of 25% of FDR and 25% of property of Directors AND balance against personal guarantee of directors, and Bank Guarantees issued by YES Bank Ltd in favour of NSCCL for Rs 2000 Lacs against margin of 50% of FDR AND balance against personal guarantee of directors. Guarantee provided to Anmol India Ltd for Rs. 1500 Lacs against property of Company.
- Contingent Assets are not recognised in the financial statement.

### (h) Borrowing Costs

Borrowing costs includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowing.

### (i) Investments

The Inventory transfer to current investments have been taken at cost or market value whichever is lower as per the Accounting Standard 13. Investments are classified as long term and current investments. Long term investments are carried at cost less provision, if any, for diminution other than temporary decline in their value. Current investments are valued at lower of cost and fair value.

### (j) Lease

(In case of Lessee)

Operating lease payments are recognised as an expenses in the statement of profit & loss on a straight line basis over the lease life.

### (k) Earnings Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



# Notes to the Financial Statements

for the year ended March 31, 2018

## Note No. 2 SHARE CAPITAL

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Authorised Share Capital</b>		
(2,50,00,000 Equity Share of Rs. 10/- each)	25,00,00,000.00	-
(60,00,000 Equity Share of Rs. 10/- each)	-	6,00,00,000.00
<b>Issued &amp; Subscribed Share Capital</b>		
(2,44,24,588 Equity Share of Rs. 10/- each fully paid up)	24,42,45,880.00	-
(46,23,147 Equity Share of Rs. 10/- each fully paid up)	-	4,62,31,470.00
<b>Paid-up Share Capital</b>		
(2,44,24,588 Equity Share of Rs. 10/- each fully paid up)	24,42,45,880.00	-
(46,23,147 Equity Share of Rs. 10/- each fully paid up)	-	4,62,31,470.00

### (a) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year:

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Number of shares outstanding as at the beginning of the year</b>	46,23,147	46,23,147
Add: Fresh issue of Shares	59,32,000	-
Add: Bonus Shares	1,38,69,441	-
<b>Number of shares outstanding as at the end of the year</b>	<b>2,44,24,588</b>	<b>46,23,147</b>

### (b) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. All these Shares have same rights and preferences with respect to payment of dividend, repayment of capital and voting.

### (c) Details of Shareholders holding more than 5% Shares in the company

(Amount in Rs.)

Name of the Shareholder	Number of Equity shares held in the company	Paid-up Amount	Percentage of shares held
Rajesh Kumar Gupta	19,11,068	1,91,10,680.00	7.82
Parveen Gupta	17,83,200	1,78,32,000.00	7.30
Saroj Gupta	17,33,600	1,73,36,000.00	7.10
Rachit Gupta	16,58,400	1,65,84,000.00	6.79
Rekha Gupta	16,00,388	1,60,03,880.00	6.55
Yash Pal Gupta	14,70,600	1,47,06,000.00	6.02
Saurabh Gupta	13,64,412	1,36,44,120.00	5.59
Tripti Gupta	13,52,600	1,35,26,000.00	5.54
Rohin Gupta	13,23,312	1,32,33,120.00	5.42
Suman Gupta	12,82,000	1,28,20,000.00	5.25

# Notes to the Financial statements

for the year ended March 31, 2018

## Note No. 3 RESERVES & SURPLUS

Particulars	(Amount in Rs.)	
	As at March 31, 2018	As at March 31, 2017
<b>a) Securities Premium Account</b>		
Balance at the beginning of the year	2,11,40,800.00	2,11,40,800.00
Less:- Bonus Share Issue 3:1	(2,11,40,800.00)	-
Add: Premium on issue of Equity Shares	18,38,92,000.00	-
<b>Closing Balance</b>	<b>18,38,92,000.00</b>	<b>2,11,40,800.00</b>
<b>b) Surplus in the Statement of Profit &amp; Loss</b>		
Balance at the beginning of the year	26,40,26,582.18	18,31,75,380.94
Less:- Bonus Share Issue 3:1	(11,75,53,610.00)	-
Add: Profit for the year	15,51,23,625.60	8,08,51,201.24
<b>Closing Balance</b>	<b>30,15,96,597.78</b>	<b>26,40,26,582.18</b>
<b>Total</b>	<b>48,54,88,597.78</b>	<b>28,51,67,382.18</b>

## Note No. 4 BORROWINGS

Particulars	(Amount in Rs.)	
	As at March 31, 2018	As at March 31, 2017
<b>LONG TERM BORROWINGS</b>		
<b>Secured</b>		
<b>Term Loans from Banks/Financial Institution</b>		
<b>HDFC Bank Ltd</b>		
(Secured Against Hypothecation of Car, maturity on 05/02/2021)	18,20,694.65	-
(Secured Against Hypothecation of Car, maturity on 05/10/2018)	-	3,69,829.70
(Secured Against Hypothecation of Car, maturity on 05/07/2018)	-	2,52,715.01
(Secured Against Hypothecation of Car, maturity on 05/03/2019)	-	97,508.19
<b>ICICI Bank Ltd</b>		
(Secured Against Hypothecation of Car, maturity on 10/11/2019)	1,77,474.60	4,28,268.90
(Secured Against Hypothecation of Car, maturity on 10/03/2020)	6,41,441.80	12,37,208.20
Volkswagen Finance Pvt Ltd		
(Secured Against Hypothecation of Car, maturity on 15/12/2019)	5,13,704.27	11,65,798.50
<b>Total</b>	<b>31,53,315.32</b>	<b>35,51,328.50</b>
<b>SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
<b>(A) HDFC Bank Ltd.(STL)</b>		
(Secured against FDR of Rs. 9,40,25,000/- and personal guarantee of Directors and against Directors Property/ Company owned Property )	19,47,00,000.00	15,39,99,500.00
(a) Directors Property:- 14 Dayanand Vihar, Delhi-92,		
(b) Company owned Property at :		
(1) Plot no. 128, Block-Cassia Fistula Estate, Sector-CHI-04, Greater Noida, Dist. Gautam Budh Nagar, UP-201301		
(2) Plot no. 84, Block-A, Sector-108,Noida, UP		
<b>(B) HDFC Bank Ltd.</b>		
(Secured against Property of Directors at 14, Dayanand Vihar, Delhi-92, and personal guarantee of Directors)	1,66,74,296.00	-
<b>(C) ICICI Bank Ltd.</b>		
(Secured against Property of Directors at 14, Dayanand Vihar, Delhi-92, and personal guarantee of Directors)	4,39,16,060.00	4,38,99,720.00

# Notes to the Financial Statements

for the year ended March 31, 2018

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Unsecured</b>		
Anmol Financial Services Ltd	2,10,00,000.00	-
Windpipe Finvest Pvt Ltd	-	10,37,83,046.00
Commercial Advertising And Marketing Pvt.Ltd	3,14,85,818.00	-
Securocrop Securities India Pvt Ltd	18,99,582.00	-
<b>Total</b>	<b>30,96,75,756.00</b>	<b>30,16,82,266.00</b>

Note: There was no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above-mentioned borrowings.

## Note No. 5 PROVISIONS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>LONG TERM PROVISIONS</b>		
Provision for Gratuity	1,17,43,112.00	81,59,151.00
<b>Total</b>	<b>1,17,43,112.00</b>	<b>81,59,151.00</b>
<b>SHORT TERM PROVISIONS</b>		
Provision for Gratuity	4,59,362.00	3,30,352.00
Provision for Income Tax	8,05,64,538.00	4,47,30,430.00
<b>Total</b>	<b>8,10,23,900.00</b>	<b>4,50,60,782.00</b>

## Note No. 6 OTHER CURRENT LIABILITIES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
i) Current Maturity Long Term Debts	30,63,634.49	28,44,186.45
ii) Cheques issued but not yet presented in Banks	58,20,161.84	3,88,76,627.45
iii) Advance received against property	-	36,00,000.00
iv) Security Deposits received from Clients	4,07,882.37	12,41,708.37
v) Advance Received from Customer	75,00,000.00	-
vi) Expenses Payable	6,99,98,567.24	6,87,50,420.06
<b>Total</b>	<b>8,67,90,245.94</b>	<b>11,53,12,942.33</b>

## Note No. 7 TRADE PAYABLES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Trade Payables	37,21,58,229.47	23,43,52,242.77
<b>Total</b>	<b>37,21,58,229.47</b>	<b>23,43,52,242.77</b>

## Note No. 8 NON CURRENT INVESTMENTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
a) Investments in BSE Stock Exchange Card	63,44,192.00	63,44,192.00
b) Investments in Unquoted Eq. Shares of Wholly owned Subsidiary companies		
- Share India Capital Services Pvt Ltd (52,50,000@10/- per share each)	5,25,00,000.00	9,99,990.00
- Share India Securities (IFSC) Pvt Ltd (12,50,000@10/- per share)	1,25,00,000.00	1,24,99,990.00
<b>Total</b>	<b>7,13,44,192.00</b>	<b>1,98,44,172.00</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

## Note No. 9 FIXED ASSETS

As at March 31, 2018

(Amount in Rs.)

Particulars	Gross Block			Accumulated Depreciation/ Amortization			Net Block		
	Cost as on April 1, 2017	Addition during the year	Sale during the year	DEP as on March 31, 2017	Amount of Fixed Assets Written Off	ADJ for the period Sale	Total DEP up to March 31, 2018	W.D.V. as on March 31, 2018	W.D.V. as on March 31, 2017
<b>A) Tangible Assets</b>									
Land	4,90,43,336.00	-	82,76,100.00	-	-	-	-	4,07,67,236.00	4,90,43,336.00
Air Conditioner	12,94,083.00	3,61,875.02	-	8,63,593.58	-	1,52,042.69	10,15,636.27	6,40,321.75	4,30,489.42
Car	1,86,94,687.34	64,59,741.00	-	86,55,238.40	-	37,32,597.71	1,23,87,836.12	1,27,66,592.22	1,00,39,448.94
Computer	5,65,06,195.86	1,31,12,925.90	-	4,49,63,367.70	-	1,17,25,983.91	5,66,89,351.61	1,29,29,770.15	1,15,42,828.16
Computer Server	28,48,350.00	81,47,441.02	-	5,14,614.51	-	21,88,218.83	27,02,833.34	82,92,957.68	23,33,735.49
Electricity Fittings & Fixtures	1,63,100.00	-	-	1,51,207.32	-	11,892.40	1,63,099.72	0.28	11,892.68
EPABX	62,464.00	-	-	62,464.00	-	-	62,464.00	0.00	0.00
Furniture & Fitting	13,74,128.00	-	-	11,54,788.98	-	79,588.81	12,34,377.78	1,39,750.22	2,19,339.02
Generator	16,49,595.00	-	-	13,43,013.02	-	63,805.24	14,06,818.26	2,42,776.74	3,06,581.98
Inverter	82,392.00	-	-	78,699.93	-	3,692.29	82,392.22	(0.22)	3,692.07
Modem	2,51,050.00	-	-	2,36,263.82	-	14,786.18	2,51,050.00	-	14,786.18
Motor Bike	2,19,034.00	-	-	1,20,280.17	-	25,532.79	1,45,812.96	73,221.04	98,753.83
Office Equipment	20,93,660.00	3,74,098.66	-	15,00,189.21	-	3,77,156.36	18,77,345.57	5,90,413.09	5,93,470.79
Printer	3,38,400.00	48,259.34	-	2,85,194.65	-	37,388.27	3,22,582.92	64,076.42	53,205.35
Router Board	14,13,601.00	1,32,650.00	-	7,39,973.21	-	1,34,477.45	8,74,450.66	6,71,800.34	6,73,627.79
UPS	24,89,384.00	1,92,600.00	-	20,49,297.53	-	1,65,354.76	22,14,652.29	4,67,331.71	4,40,086.47
<b>Total- A)</b>	<b>13,85,23,460.20</b>	<b>2,88,29,590.94</b>	<b>82,76,100.00</b>	<b>6,27,18,186.04</b>	<b>-</b>	<b>1,87,12,517.70</b>	<b>8,14,30,703.74</b>	<b>7,76,46,247.40</b>	<b>7,58,05,274.16</b>
<b>B) Intangible Assets</b>									
Computer Software	1,54,94,878.10	-	-	86,33,030.55	-	20,03,098.42	1,06,36,128.97	48,58,749.13	68,61,847.55
<b>Total- B)</b>	<b>1,54,94,878.10</b>	<b>-</b>	<b>-</b>	<b>86,33,030.55</b>	<b>-</b>	<b>20,03,098.42</b>	<b>1,06,36,128.97</b>	<b>48,58,749.13</b>	<b>68,61,847.55</b>
<b>Total (A+B)</b>	<b>15,40,18,338.30</b>	<b>2,88,29,590.94</b>	<b>82,76,100.00</b>	<b>7,13,51,216.59</b>	<b>-</b>	<b>2,07,15,616.12</b>	<b>9,20,66,832.70</b>	<b>8,25,04,996.54</b>	<b>8,26,67,121.71</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

## Note No. 10 DEFERRED TAX ASSET (NET)

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Deferred Tax Assets	57,86,694.00	41,62,481.00
Add: Current Year Deferred Tax Asset	35,92,881.00	16,24,213.00
<b>Deferred Tax Assets (NET)</b>	<b>93,79,575.00</b>	<b>57,86,694.00</b>

## Note No. 11 LOANS & ADVANCES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>LONG TERM LOANS &amp; ADVANCES</b>		
Unsecured Considered Good		
Advances, recoverable in cash or in kind or for value to be received	2,13,97,797.68	-
<b>Security Deposits</b>		
Security Deposit to NSE for Capital Market	1,10,00,000.00	1,10,00,000.00
Security Deposit to NSCCL for Capital Market	15,00,000.00	15,00,000.00
Security Deposit to CDSL for DP Services	2,50,000.00	2,50,000.00
Security Deposit to NSE for Currency Derivatives	2,00,000.00	2,00,000.00
Security Deposit to MCX-SX	3,00,000.00	3,00,000.00
Security Deposit to BSES	52,380.00	52,380.00
Security Deposit to NSCCL for SLB	10,00,000.00	10,00,000.00
Security Deposit to HCL	25,10,000.00	14,50,000.00
Security Deposit for Rent	58,19,900.00	52,53,050.00
Security Deposit to BSE	1,25,000.00	1,25,000.00
Security Deposit to Globe Capital Market Ltd	3,00,000.00	3,00,000.00
<b>Total</b>	<b>4,44,55,077.68</b>	<b>2,14,30,430.00</b>
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
Advances, recoverable in cash or in kind or for value to be received	16,32,77,501.91	9,58,19,166.55
<b>OTHER LOANS &amp; ADVANCES</b>		
Prepaid Expenses	47,28,777.64	24,72,978.26
TDS Claim Receivable from Stock Exchanges	35,79,610.00	50,15,433.00
Balances with Statutory/Govt. Authorities		
- GST Receivable	16,92,201.03	-
- Service Tax Receivable	-	6,26,174.00
- Tax Deducted at Source A.Y. 2017-2018	-	4,21,85,929.20
- Advance Income Tax A.Y. 2018-2019	7,94,67,401.76	-
- Income Tax Refundable	15,57,578.15	15,48,478.15
Due From Related Parties	-	-
<b>Total</b>	<b>25,43,03,070.49</b>	<b>14,76,68,159.16</b>

# Notes to the Financial statements

for the year ended March 31, 2018

## Note No. 12 CURRENT INVESTMENTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>INVESTMENTS (QUOTED)</b>		
<b>A- Mutual Funds-(at Cost or Market Value whichever is lower)</b>		
<b>Debt Fund</b>		
Axis Short Term Growth (Qty 14,80,405.87)	2,64,35,607.56	9,15,00,000.00
Icici Pru Psu Rp Gr (Qty 29,74,535)	-	12,00,00,000.00
Icici Prudential Short Term Growth (Qty 2,95,142)	-	1,00,00,000.00
UTI Liquid Cash Plan (Qty 14,536.645)	4,00,00,000.00	-
Reliance Liquid Fund (Qty 13,730.909)	3,47,15,438.87	-
IDFC Corporate Bond (Qty 34,37,198.99)	4,00,05,000.00	-
DSP BR Bond Fund (Qty 3,33,892.30)	1,80,01,000.00	-
DSP Liquid Fund (Qty 18,765.903)	4,50,00,000.00	-
Hdfc Housing Opportunities Series 1(Qty 2,50,000)	23,94,500.00	-
Reliance Corporate Bond Fund (Qty 29,12,009.83)	4,00,05,000.00	-
Hdfc Cash Management Fund (Qty 806.8363)-PMS	8,58,183.36	8,04,594.00
<b>Equity Fund</b>		
Sbi MF - Sbi Blue Chip Fund Regular Plan (Qty 73,289)	22,00,000.00	22,00,000.00
Sbi Magnum Multiplier Plus (Qty 8,719)	-	15,00,000.00
Axis Focused 25-GR (Qty 2,17,944.78)	51,14,000.00	15,00,000.00
Mirae IOF R-Groth (Qty 92,965.52)	36,00,000.00	30,00,000.00
India Bulls Bluchip Fund (Qty 32,449.973)	6,00,000.00	-
Reliance Regular Saving Fund Balance Opt (Qty 9,170.728)	4,89,166.63	-
Axis Multicap Fund (Qty 2,00,000)	20,00,000.00	-
Axis Dyanamic Equity Fund ( Qty 1,50,000)	15,00,000.00	-
Relcap AAF Groth (Qty 281.223)	5,000.00	-
<b>B- Equity Shares (at Cost or Market Value whichever is lower)</b>		
<b>Unlisted Equity Shares</b>		
Bharat Nidhi (Qty 300)	84,150.00	-
Camac Commercial (Qty 100)	56,835.00	-
Share India Commodity Brokers Pvt Ltd (Qty 5,00,000)	50,00,000.00	-
<b>Listed Equity Shares</b>		
M K Proteins Limited ( Qty 70,000)	49,22,800.00	-
Ajooni Biomed Ltd ( Qty 12,000)	3,77,600.00	-
Anisha Impex Ltd ( Qty 14,90,000)	3,13,79,500.00	-
Fourth Dimension Solutions Ltd ( Qty 50,000)	88,02,500.00	-
Ganesh Ecosphere Ltd (Qty 10,500)	35,53,725.00	-
JTL Infra Ltd ( Qty 41,758)	66,43,697.80	-
Kolte-Patil Developers Ltd (Qty 1,600)	4,75,840.00	-
Balrampur Chini Mills Ltd. (Qty 2,173)	1,64,387.45	79,942.00
Bodal Chemicals Ltd (Qty 650)	-	86,640.00
Deepak Fertilisers Petrochemicals Corpn. Ltd. (Qty 780)	2,25,030.00	1,26,309.00

# Notes to the Financial Statements

for the year ended March 31, 2018

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Dewan Housing Finance Corpn. Ltd. (Qty 305)	-	99,815.00
Exide Industries Ltd. (Qty 1,385)	2,89,589.49	99,961.00
Graphite India Ltd. (Qty 925)	-	1,26,695.00
Gulf Oil Lubricants India Limited (Qty 260)	-	1,26,819.00
K R B L Ltd. (Qty 610)	2,53,203.11	1,24,693.00
Kalpataru Power Transmission Ltd (Qty 335)	1,21,676.16	99,947.00
Kotak Mahindra Bank Ltd. (Qty 125)	-	1,01,232.00
Lumax Auto Technologies Ltd. (Qty 570)	2,64,814.76	1,24,813.00
Mahindra and Mahindra Financial Services Ltd. (Qty 350)	-	1,02,768.00
Sharda Motor Industries Ltd (Qty 75)	-	1,16,594.00
Shilpa Medicare Ltd (Qty 528)	2,44,807.20	1,27,490.00
Vardhman Textiles Ltd (Qty 75)	-	98,449.00
Narayana Hrudayalaya Ltd (Qty 638)	1,78,161.50	-
Balaji Amines Ltd (Qty 500)	1,92,035.50	-
Linde India Limited (Qty 550)	2,40,487.50	-
Central Depository Services India Limited ( Qty 1,006)	2,84,345.90	-
SBI Life Insurance Company Limited (Qty 448)	3,03,856.00	-
Surya Roshni Ltd (Qty 990)	2,46,103.07	-
Ratnamani Metals Tubes Ltd. (Qty 315)	2,62,727.07	-
Jindal Saw Ltd (Qty 2,762)	3,12,780.49	-
Titagarh Wagons Ltd (Qty 2,215)	2,42,985.50	-
Time Technoplast Ltd (Qty 800)	1,28,120.00	-
Heidelberg Cement India Ltd. (Qty 1,792)	2,26,675.65	-
Pennar Industries Ltd. (Qty 1,950)	98,182.50	-
Bharat Bijlee Ltd. (Qty 100)	1,09,535.15	-
S R F Ltd. (Qty 70)	1,15,769.42	-
Dr Reddys Laboratories Ltd (Qty 8)	16,644.40	-
<b>Total</b>	<b>32,87,41,462.04</b>	<b>23,21,46,761.00</b>

## Note No. 13 INVENTORIES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Stock in Trade (cost or market value whichever is lower on FIFO basis) (Incl. Stock in Transit Rs. 5,30,27,728.70/-)	7,87,40,984.40	4,60,26,358.96
<b>Total</b>	<b>7,87,40,984.40</b>	<b>4,60,26,358.96</b>

# Notes to the Financial statements

for the year ended March 31, 2018

## Note No. 14 TRADE RECEIVABLES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, Considered good	35,048.17	10,07,946.78
Unsecured, Considered good	19,22,116.92	-
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, Considered good	19,24,44,679.84	15,12,03,381.59
Unsecured, Considered good	8,43,732.02	-
<b>Total</b>	<b>19,52,45,576.95</b>	<b>15,22,11,328.37</b>

## Note No. 15 CASH AND CASH EQUIVALENTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Cash in hand	2,03,965.78	5,30,847.23
<b>Balances with Banks</b>		
In Current Accounts	1,25,16,629.51	2,86,14,289.41
<b>Total</b>	<b>1,27,20,595.29</b>	<b>2,91,45,136.64</b>
<b>Other Bank Balances</b>		
- FDRs pledged with banks as margin for Bank Guarantees	19,31,00,000.00	8,06,00,000.00
- FDRs lien marked by banks in favour of Stock Exchanges	22,36,25,000.00	15,99,24,000.00
- FDRs Pledged with banks for Short Term Loan	9,40,25,000.00	6,00,25,000.00
<b>Total</b>	<b>51,07,50,000.00</b>	<b>30,05,49,000.00</b>

## Note No. 16 OTHER CURRENT ASSETS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest Accrued on Fixed Deposits	32,02,444.09	13,60,365.30
Brokerage/ Trx Charges receivable	28,91,062.04	6,82,037.64
<b>Total</b>	<b>60,93,506.13</b>	<b>20,42,402.94</b>

## Note No. 17 REVENUE FROM OPERATIONS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Brokerage/Commission Income	14,63,36,399.09	6,52,00,926.53
Gain on Sale of Investment in Mutual Funds \Shares	3,38,88,987.68	20,76,056.25
Transaction Charges Received	4,07,65,078.57	1,80,21,807.66
Income From Trading in Securities	1,10,60,73,034.59	97,58,69,823.86
Dividend Income	19,79,847.23	4,74,415.08
Revenue from Depository Operations	26,77,670.03	19,55,356.65
<b>Total</b>	<b>1,33,17,21,017.19</b>	<b>1,06,35,98,386.03</b>



# Notes to the Financial Statements

for the year ended March 31, 2018

## Note No. 18 OTHER INCOME

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest Income	5,09,97,868.45	3,62,95,342.45
Advance forfeited	36,00,000.00	-
User Id/Other Charges Received	27,14,360.10	11,86,754.62
Profit on Sale of Land	1,42,23,900.00	3,29,585.00
<b>Total</b>	<b>7,15,36,128.55</b>	<b>3,78,11,682.07</b>

## Note No. 19 EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Bonus	35,63,151.00	11,21,688.00
Salaries and Incentives	20,88,95,850.00	16,16,16,704.00
Director's Remuneration	1,26,25,000.00	1,24,80,000.00
Director's Sitting Fees	26,000.00	18,000.00
Food & Beverages for Staff	15,22,946.04	4,52,803.36
Contribution to ESI, EPF	35,80,796.00	24,73,561.00
Gratuity Expenses	37,12,971.00	31,08,277.00
<b>Total</b>	<b>23,39,26,714.04</b>	<b>18,12,71,033.36</b>

## Note No. 20 FINANCE COSTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Bank Charges	1,93,415.11	2,83,071.92
Bank Guarantee Charges	38,41,763.00	35,28,703.00
Interest Paid	4,92,14,793.38	2,86,89,737.92
<b>Total</b>	<b>5,32,49,971.49</b>	<b>3,25,01,512.84</b>

## Note No. 21 OTHER EXPENSES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>(A) TRANSACTION EXPENSES</b>		
Demat/Pledge Charges	21,65,799.53	9,52,178.45
DP Charges to CDSL	9,25,139.32	6,69,535.61
License Fee	1,84,78,006.94	1,15,51,354.64
NSE/BSE Annual Charges	25,000.00	25,000.00
Securities Transaction Tax	33,79,11,331.00	35,55,37,005.00
Stock Exchange/SEBI Charges	35,26,54,805.84	29,74,47,117.15
Telephone & Internet/ Website Expenses	13,01,548.28	12,58,892.67
Vsat/Lease Line Expenses	2,72,12,751.71	1,77,80,102.44
<b>Total (A)</b>	<b>74,06,74,382.62</b>	<b>68,52,21,185.96</b>

# Notes to the Financial statements

for the year ended March 31, 2018

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>(B) ADMINISTRATIVE EXPENSES</b>		
Amount Written Off	81,006.34	1,86,650.15
Advertisement	85,510.80	-
Annual Maintenance	1,23,538.67	93,948.63
Auditor's Remuneration	1,50,000.00	72,500.00
Bad Debts written off	6,51,788.73	1,05,21,608.25
Books & Periodicals	2,240.00	670.00
Business Promotion	43,30,856.71	13,91,397.40
Computer Repairs & Maintenance	13,97,497.47	11,82,257.83
Diwali Expenses	1,08,178.16	59,750.00
CSR Expenses	27,65,000.00	-
Donation & Charity	1,82,000.00	25,000.00
Electricity & Water Expenses	28,81,885.19	19,38,631.32
Entertainment Expenses	31,613.90	13,980.00
Fee & Subscription	1,34,83,270.39	11,07,012.02
Generator Running and Repair Expenses	27,306.68	79,653.30
Income tax Expense	2,050.00	5,56,522.00
Insurance Expenses	2,61,065.73	2,29,643.82
Internal Audit Fees	90,000.00	40,000.00
Miscellaneous Exp.	4,600.00	7,000.00
Office/UPS Rent	92,78,003.11	36,71,075.00
Office Repairs	33,88,315.97	13,34,140.52
Postage & Courier Expenses	2,58,230.14	1,71,360.16
Printing & Stationery	5,26,739.52	4,23,682.00
Professional Charges	1,60,22,182.40	1,11,49,625.00
Service Charges	4,53,94,234.63	2,30,25,252.53
Service tax Expenses	14,23,516.18	9,72,676.93
Tours & Travelling Expenses	21,76,737.11	10,44,937.18
Vehicle Running Expenses	10,15,074.77	6,69,351.48
ITC Reversed	1,64,52,736.27	-
<b>Total ( B)</b>	<b>12,25,95,178.87</b>	<b>5,99,68,325.52</b>
<b>Grand Total ( A+B)</b>	<b>86,32,69,561.49</b>	<b>74,51,89,511.48</b>

**Note No. 22** In the opinion of the Board of Directors, the Current Assets and Loans and Advances have a realization value in the ordinary course of business, which is at least equivalent to the amount stated in the balance sheet.

**Note No. 23** The Company had no employee drawing remuneration in excess of Rs. 1,02,00,000/- or Rs. 8,50,000/- per month, during the year ended March 31, 2018.

## **Note No. 24** INCOME TAXES

(i) Provision for current tax has been made on the basis of taxable Income computed in accordance with the applicable provisions of the Income Tax Act, 2013.

# Notes to the Financial Statements

for the year ended March 31, 2018

- (ii) Accounting for Taxes on Income as per AS-22  
Deferred Income Taxes reflects the impact of current year timing difference between taxable income and income as per Profit & Loss A/c. Deferred Tax assets are recognized only to the extent, there is a reasonable certainty that different future taxable income will be available.

The breakup of Net Deferred Tax Assets / (Liabilities) is as under:

Particulars	(Amount in Rs.)	
	As at March 31, 2018	As at March 31, 2017
Timing Difference of		
Depreciation Assets/ (liability)	52,08,109.12	1,55,718.18
Provision For Gratuity (Deferred Assets)	37,12,971.00	29,45,794.00
Future MTM Loss as per ICDS-1	5,49,970.10	15,91,659.00
Stock Difference as per ICDS	10,48,144.80	-
Cost/mkt value Difference in investments as per ICDS	14,54,112.95	-
Previous Year Future MTM Loss as per ICDS-1	(15,91,659.00)	-
Minimum Alternative Tax	-	-
<b>Net Timing Difference</b>	<b>1,03,81,648.97</b>	<b>46,93,171.18</b>
Deferred Tax Assets/(Liabilities)		
Opening Balance	57,86,694.00	41,62,481.00
Add: Created during the year	35,92,881.00	16,24,213.00
<b>Closing Balance</b>	<b>93,79,575.00</b>	<b>57,86,694.00</b>

## Note No. 25 AUDITORS REMUNERATIONS

Particulars	(Amount in Rs.)	
	As at March 31, 2018	As at March 31, 2017
Audit Fees	1,50,000.00	72,500.00
Tax Matter	25,000.00	-
<b>Total</b>	<b>1,75,000.00</b>	<b>72,500.00</b>

## Note No. 26 DETAILS OF FOREIGN EXCHANGE EARNINGS AND OUT GO

Particulars	(Amount in Rs.)	
	2017-18	2016-17
<b>Earnings in foreign currency</b>	-	-
<b>Foreign Exchange Outgo</b>		
Investment in Subsidiary Company	10.00	1,24,99,990.00
Loan to Subsidiary Company	2,00,28,344.68	-
Computer Hardware	54,05,968.95	42,94,223.68
Computer Software	6,22,441.77	44,14,077.81

## Note No. 27 SEGMENT REPORTING

In the opinion of the management, there is only one reportable segment as envisaged by AS-17 'Segment Reporting'. Accordingly no separate disclosure for segment reporting is required to be made in the financial statements of the company.

Secondary segmentation based on geography has not been presented as the company operates only in India and the company perceives that there is no significant difference in its risk & returns in operating from different geographic areas within India.

## Note No. 28 RELATED PARTY DISCLOSURES

As per Accounting Standard 18 on Related Party Disclosure issued by the Institute of Chartered Accountants of India, the disclosure of transactions with the related parties as defined by the Accounting Standard are given below:

# Notes to the Financial statements

for the year ended March 31, 2018

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

Key Management Personnel	Relatives of Key Management Personnel	Enterprise / Companies in which Key Management Personnel or Their Relatives are able to Exercise Significant Influence
Parveen Gupta	Sukriti Aggarwal	Windpipe Finvest Pvt Ltd
Sachin Gupta	Prachi Gupta	Share India Commodity Brokers Pvt Ltd
Saroj Gupta	Agam Gupta	Algowire Trading Technologies Pvt Ltd
Rohin Gupta	Prerna Gupta	Skyvell Trade Solutions Llp
Vikas Aggarwal	Rachit Gupta	Share India Securities (Ifsc) Pvt Ltd
Vijay Kumar Rana	Rekha Gupta	Anmol Financial Services Ltd
	Saurab Gupta	
<b>Non Executive Director's</b>	Sonam Gupta	
Yashpal Gupta	Suman Gupta	
Rajesh Gupta	Tripti Gupta	
Vikas kumar Mittal	Yash Pal Gupta (HUF)	
Rakesh Kumar Sharma	Sachin Gupta (HUF)	
Santosh Kumar Taneja	Anita	
	Raj Kumar Aggarwal	
	Deepika Rana	

(ii) The company's related party balances & transactions are summarised as under:

Nature of Transaction	(Amount in Rs.)		
	Transactions During the Year March 31, 2018	Balance as on March 31, 2018	Year ended March 31, 2017
<b>KEY MANAGEMENT PERSONNEL</b>			
<b>Remuneration Paid</b>			
Ms. Saroj Gupta	21,60,000.00	N.A	21,60,000.00
Mr. Parveen Gupta	21,60,000.00	N.A	21,60,000.00
Mr. Rajesh Gupta	21,60,000.00	N.A	21,60,000.00
Mr. Sachin Gupta	20,40,000.00	N.A	20,40,000.00
Mr. Rohin Gupta	32,20,000.00	N.A	-
Mr. Vikas Aggarwal	9,42,400.00	N.A	-
Mr. Vijay Kumar Rana	6,94,310.33	N.A	-
<b>Rent Paid</b>			
Mr. Yash Pal Gupta	11,25,000.00	N.A	4,50,000.00
Mr. Parveen Gupta	11,25,000.00	N.A	4,50,000.00
Mr. Rajesh Gupta	11,25,000.00	N.A	4,50,000.00
<b>RELATIVE OF KEY MANAGEMENT</b>			
<b>Non Executive Director's</b>			
<b>Salary Paid</b>			
Yashpal Gupta	5,40,000.00	N.A	21,60,000.00
<b>Director Sitting Fees</b>			
Vikas kumar Mittal	12,000.00	N.A	-
Rakesh Kumar Sharma	12,000.00	N.A	-
Santosh Kumar Taneja	2,000.00	N.A	-
<b>Salary &amp; Incentives</b>			
Ms. Prachi Gupta	37,80,000.00	N.A	46,60,000.00

# Notes to the Financial Statements

for the year ended March 31, 2018

(Amount in Rs.)

Nature of Transaction	Transactions During the Year March 31, 2018	Balance as on March 31, 2018	Year ended March 31, 2017
Mr. Agam Gupta	29,60,000.00	N.A	55,07,000.00
Ms. Purna Gupta	-	N.A	26,20,000.00
Mr. Rachit Gupta	-	N.A	28,37,000.00
Ms. Rekha Gupta	7,80,000.00	N.A	35,47,000.00
Mr. Rohin Gupta	-	N.A	53,77,000.00
Ms. Sonam Gupta	39,00,000.00	N.A	52,37,000.00
Ms. Suman Gupta	33,40,000.00	N.A	33,67,000.00
Ms. Tripti Gupta	9,00,000.00	N.A	35,87,000.00
Mr. Saurabh Gupta	6,00,000.00	N.A	18,00,000.00
Ms. Anita	6,00,000.00	N.A	-
Mr. Rajkumar Aggarwal	2,79,500.00	N.A	-
Ms. Deepika Rana	2,61,643.00	N.A	-
<b>Consultancy Charges</b>			
Ms. Sukriti Gupta	1,36,500.00	NIL	4,20,000.00
<b>Rent Paid</b>			
Yash Pal Gupta HUF	1,50,000.00	N.A	1,50,000.00
Sachin Gupta HUF	1,62,000.00	N.A	1,62,000.00
<b>Land Sale</b>			
Mr. Rajesh Gupta	1,12,50,000.00	N.A	-
Mr. Yash Pal Gupta	1,12,50,000.00	N.A	-
<b>Interest Paid</b>			
Windpipe Finvest Pvt Ltd	72,16,977.00	N.A	77,53,496.00
Anmol Financial Services Ltd	20,95,890.00	N.A	-
<b>Brokerage Received From Related Party</b>			
Algowire Trading Technologies Pvt Ltd	11,96,913.81	N.A	96,77,165.89
Skyvell Trade Solutions LLP	1,91,94,912.26	N.A	20,83,644.02
<b>License Fees Paid</b>			
Algowire Trading Technologies Pvt Ltd	22,50,000.00	8,10,000.00	-
<b>Loan received and given to Enterprises covered under AS-18</b>			
Windpipe Finvest Pvt Ltd	20,79,23,046.00	NIL	16,79,00,000.00
Anmol Financial Services Ltd	8,60,00,000.00	2,10,00,000.00	-
<b>Loan given to Enterprises covered under AS-18</b>			
Share India Securities (IFSC) Pvt Ltd	2,01,10,235.68	2,13,97,797.68	5,45,770.00

Note: Related party relationships are as identified by the Company and relied upon by the auditors

## Note No. 29 DUES PAYABLE TO MICRO AND MEDIUM SCALE BUSINESS ENTITIES

There were no Micro, Small and Medium Enterprises, to whom the Company owed dues, which were outstanding for more than 45 days as at March 31, 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent, such parties have been identified on the basis of information available with the Company.

## Note No. 30 LEASES : COMPANY AS LESSEE

(Amount in Rs.)

	2017-2018	2016-2017
Lease Rent Paid during the year	92,78,003.11	36,71,075.00
<b>Future minimum Lease rental payable</b>		
Not later than one year	49,37,784.00	35,31,500.00
Later than one year but not later than 5 years	29,44,000.00	42,82,000.00
Later than 5 years	-	-

# Notes to the Financial statements

for the year ended March 31, 2018

## Note No. 31 FUND UTILISATION RAISED THROUGH INITIAL PUBLIC OFFER (IPO) UP TO 31-03-2018

Particulars	Amount
Gross Issue Proceeds	24,32,12,000.00
Less:- Issue Expenses (Utilised)	1,54,11,000.00
<b>Net Proceeds From IPO</b>	<b>22,78,01,000.00</b>
Less:- Utilisation Of Ipo Upto 31/03/2018 (Excluding Issue Expenses)	20,01,01,000.00
<b>Funds To Be Utilised (Remains Invested In Fixed Deposits)</b>	<b>2,77,00,000.00</b>

### Details of Utilisation

(Amount in Rs.)

Particulars	Proposed Amount	Amount Utilised Upto March 31, 2018	Balance Amount on March 31, 2018
To Meet Working Capital Requirement	15,21,01,000.00	15,21,01,000.00	-
To Meet Capital Expenditure Incurred For Branch Expansion And Distribution Centre	1,27,00,000.00	-	1,27,00,000.00
To Meet Sales And Marketing Expenditure	1,50,00,000.00	-	1,50,00,000.00
To General Corporate Expenses	4,80,00,000.00	4,80,00,000.00	-
To Issue Expenses	1,54,11,000.00	1,54,11,000.00	-
<b>Total</b>	<b>24,32,12,000.00</b>	<b>21,55,12,000.00</b>	<b>2,77,00,000.00</b>

1. There Is No Deviation In Uses Of Proceeds From Objects Stated In The Offer Documents
2. The Amount Pending Utilisation For Capital Expenditure Incurred For Branch Expansion And To Meet Sales And Marketing Expenditure Is Kept In Fixed Deposits With Bank .

## Note No. 32 PREVIOUS YEAR FIGURES

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date annexed

For **T.K. Gupta & Associates**

Chartered Accountants

R. No. 011604N

**CA. T.K. Gupta**

(Partner)

M.NO. 82235

Place : Sahibabad

Date : May 30, 2018

For **M/s Share India Securities Ltd.**

**Parveen Gupta**

Managing Director

DIN No. : 00013926

**Vijay Kumar Rana**

Chief Financial Officer

**Sachin Gupta**

CEO (WTD)

DIN No. : 00006070

**Vikas Aggarwal**

Company Secretary

M. No.: 5512

# Independent Auditor's Report

To  
The Members of  
**Share India Securities Limited**

## REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **M/S SHARE INDIA SECURITIES LIMITED** (the holding company) and its subsidiaries and associates incorporated in India (together referred to as "the group"), comprising of the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Consolidated financial statements").

## MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies and 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## AUDITOR'S RESPONSIBILITY

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

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

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those

Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

## OPINION

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

## OTHER MATTERS

We did not audit the financial statements of SHARE INDIA SECURITIES (IFSC) PRIVATE LIMITED whose financial statements reflects total assets (Net) of Rs. 3,17,46,790 as at March 31, 2018 and total revenue of Rs. 14,01,585 for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion is based solely on the reports of the other auditor. Our opinion is unqualified in respect of this matter.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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 group so far as appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in '**Annexure-A**' to this report; and,
- g) With respect to the other matters included in the Auditor's Report in accordance with rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and to our best of our information and according to the explanations given to us :
- I. The Group does not have any pending litigation.
  - II. The group does not have any long term contracts but do have derivative contracts for which required provision for material foreseeable losses have been made
  - III. There was no amount which was required to be transferred to the Investor Education and Protection Fund.

For **M/s T.K. Gupta and Associates**

Chartered Accountants

FRN: 011604N

**CA T.K. Gupta**

(Partner)

M.No. 082235

Place: New Delhi

Date: May 30, 2018



# Annexure-A to the Independent Auditor's Report of Even Date on the Financial Statements of SHARE INDIA SECURITIES LIMITED

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

To  
The Members of  
**Share India Securities Limited**

We have audited the internal financial controls over financial reporting of **SHARE INDIA SECURITIES LIMITED** and its subsidiary company and associates incorporated in India for the year ended March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS' RESPONSIBILITY

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

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

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

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are

subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **OPINION**

In our opinion, the Holding Company, its subsidiary and associates incorporated in India has, in all material aspects, an adequate internal financial controls system over financial reporting and such financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established

by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M/s T.K. Gupta and Associates**

Chartered Accountants

FRN: 011604N

**CA T.K. Gupta**

(Partner)

M.No. 082235

Place: New Delhi

Date: May 30, 2018

# Consolidated Balance Sheet

as at March 31, 2018

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's Funds</b>			
a. Share Capital	2	24,42,45,880.00	4,62,31,470.00
b. Reserve & Surplus	3	48,64,79,236.31	28,76,28,084.56
<b>2. Share Application Money Pending for Allotment</b>			
<b>3. Non-current Liabilities</b>			
a. Long-term Borrowings	4	32,25,174.64	35,51,328.50
b. Deferred tax Liabilities (Net)		-	-
c. Other long-term Liabilities		-	-
d. Long-term Provisions	5	1,17,43,112.00	81,59,151.00
<b>4. Current Liabilities</b>			
a. Short-term Borrowings	4	30,99,27,174.00	30,16,82,266.00
b. Trade Payables	7	37,22,29,632.47	23,43,92,347.77
c. Other current Liabilities	6	8,71,47,626.55	11,53,24,252.33
d. Short-term Provisions	5	8,10,23,900.00	4,50,60,782.00
<b>Total Equity and Liabilities</b>		<b>1,59,60,21,735.97</b>	<b>1,04,20,29,682.16</b>
<b>II. ASSETS</b>			
<b>1. Non-current Assets</b>			
a. Fixed Assets	9		
i. Tangible Assets		7,76,58,807.40	7,58,05,274.16
ii. Intangible Assets		48,58,749.13	68,61,847.55
iii. Capital Work-in-Progress		-	-
iv. Intangible Assets under Development		-	-
b. Non-current Investments	8	1,59,05,772.15	1,56,19,707.38
c. Deferred tax Assets (Net)	10	93,79,575.00	57,86,694.00
d. Long-term Loans and Advances	11	3,60,48,633.00	2,69,41,711.00
e. Other Non-current Assets		-	-
<b>2. Current Assets</b>			
a. Current Investment	12	37,52,41,462.04	23,21,46,761.00
b. Inventories	13	7,87,40,984.40	4,10,26,358.96
c. Trade Receivables	14	19,64,35,793.95	15,77,75,738.37
d. Cash and Cash equivalents	15	54,09,11,258.29	33,04,66,989.64
e. Short-term Loans and Advances	11	25,47,47,184.49	14,75,56,197.16
f. Other current Assets	16	60,93,516.13	20,42,402.94
<b>Total Assets</b>		<b>1,59,60,21,735.97</b>	<b>1,04,20,29,682.16</b>

Accompanying notes form part of the Financial Statements

As per our report of even date annexed

For **T.K. Gupta & Associates**

Chartered Accountants

R. No. 011604N

**CA. T.K. Gupta**

(Partner)

M. No. 82235

Place : Sahibabad

Date : May 30, 2018

For **M/s Share India Securities Ltd.**

**Parveen Gupta**

Managing Director

DIN No. : 00013926

**Vijay Kumar Rana**

Chief Financial Officer

**Sachin Gupta**

CEO (WTD)

DIN No. : 00006070

**Vikas Aggarwal**

Company Secretary

M. No.: 5512

# Consolidated Statement of Profit and Loss

for the period ended March 31, 2018

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
I. Revenue From Operations	17	1,33,30,09,136.19	1,06,30,99,761.03
II. Other Income	18	7,18,49,594.55	3,78,11,682.07
<b>III. Total Revenue (I+II)</b>		<b>1,40,48,58,730.74</b>	<b>1,10,09,11,443.10</b>
<b>IV. Expenses:</b>			
Employee Benefit Expenses	19	23,47,53,190.04	18,12,71,033.36
Finance Costs	20	5,41,15,154.49	3,25,01,512.84
Depreciation and Amortization Expenses	9	2,07,36,521.12	1,84,90,592.18
Other Expenses	21	86,48,07,121.49	74,59,06,054.48
<b>Total Expenses</b>		<b>1,17,44,11,987.14</b>	<b>97,81,69,192.86</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>23,04,46,743.60</b>	<b>12,27,42,250.24</b>
VI. Exceptional Items		-	-
<b>VII. Profit before extraordinary items and tax (V+VI)</b>		<b>23,04,46,743.60</b>	<b>12,27,42,250.24</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>23,04,46,743.60</b>	<b>12,27,42,250.24</b>
<b>X. Tax Expenses:</b>			
(1) Current Tax		8,05,64,538.00	4,47,30,430.00
(2) Deferred Tax (Credit)		(35,92,881.00)	(16,24,213.00)
(3) MAT credit entitlement		-	-
<b>XI. Profit after tax (IX-X)</b>		<b>15,34,75,086.60</b>	<b>7,96,36,033.24</b>
Add: Share of Profit in Associate		2,86,065.15	1,83,368.72
Less: Share of Profit/Loss in Minority Interest		-	-
<b>XII. Transfer to Balance Sheet</b>		<b>15,37,61,151.75</b>	<b>7,98,19,401.96</b>
<b>XIII. Earnings per Equity Share:</b>			
(1) Basic		7.15	4.31
(2) Diluted		7.15	4.31
After Exceptional Items			
(1) Basic		7.15	4.31
(2) Diluted		7.15	4.31

Accompanying notes form part of the Financial Statements

As per our report of even date annexed

**T.K. Gupta & Associates**

Chartered Accountants

R. No. 011604N

For **CA. T.K. Gupta**

(Partner)

M. No. 82235

Place : Sahibabad

Date : May 30, 2018

For **M/s Share India Securities Ltd.**

**Parveen Gupta**

Managing Director

DIN No. : 00013926

**Vijay Kumar Rana**

Chief Financial Officer

**Sachin Gupta**

CEO (WTD)

DIN No. : 00006070

**Vikas Aggarwal**

Company Secretary

M. No.: 5512

# Consolidated Cash Flow Statement

for the year 2017-2018

(Amount in Rs.)

Particulars	2017-2018	2016-2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax as per profit and loss account	23,04,46,743.60	12,27,42,250.24
Adjusted for :		
Profit on Sale of Asset	(1,42,23,900.00)	(3,29,585.00)
Depreciation and Amortisation Expense	2,07,36,521.12	1,84,90,592.18
Interest Income	(5,11,11,334.45)	(3,62,95,342.45)
Interest Paid	5,00,69,816.38	2,86,89,737.92
Share of loss/(profit) of associated companies	2,86,065.15	1,83,368.71
Unrealised currency translation (gains)/losses	(1,07,590.00)	(5,99,645.00)
	<b>56,49,578.20</b>	<b>1,01,39,126.36</b>
<b>Operating Profit before Working Capital Changes</b>	<b>23,60,96,321.80</b>	<b>13,28,81,376.60</b>
Adjusted for:		
Trade and other receivable	(3,86,60,055.58)	2,72,31,816.68
Inventories increase/Decrease	(3,77,14,625.44)	(1,88,85,559.96)
Trade and other Payable	13,78,37,284.70	5,04,12,901.39
Other Current Assets	(40,51,113.19)	34,25,808.48
Other Current Liabilities	1,13,70,453.22	6,87,81,943.71
Cash Generated from operations	30,48,78,265.51	18,85,41,555.19
Taxes Paid	8,05,64,538.00	4,47,30,430.00
<b>Net cash generated from Operating Activities</b>	<b>22,43,13,727.51</b>	<b>14,38,11,125.19</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(2,88,63,055.94)	(2,47,85,220.33)
Sale of Fixed Assets	2,25,00,000.00	5,60,000.00
Fixed deposits	(21,02,01,000.00)	1,62,76,000.00
Movement of loan and Advances	(11,62,97,909.33)	62,03,268.01
Interest income	5,11,11,334.45	3,62,95,342.45
Investments	(14,33,80,765.81)	(23,23,30,129.71)
<b>Net cash (used in )Investing Activities</b>	<b>(42,51,31,396.63)</b>	<b>(19,77,80,739.58)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Increase in Share Capital	19,80,14,410.00	-
Increase in Share Premium	18,38,92,000.00	-
Issue of Bonus shares	(13,86,94,410.00)	-
Repayment of Long term Borrowing	(3,26,153.86)	(3,98,104.35)
Proceeds from Short Term Borrowing	82,44,908.00	9,86,35,647.14
Interest paid	(5,00,69,816.38)	(2,86,89,737.92)
<b>Net Cash (Used in ) / from Financing Activities</b>	<b>20,10,60,937.76</b>	<b>6,95,47,804.87</b>
<b>Net Increased in Cash and Cash Equivalents</b>	<b>2,43,268.64</b>	<b>1,55,78,190.47</b>
<b>Cash and Cash Equivalents at the Beginning of Year</b>	<b>2,99,17,989.64</b>	<b>1,43,39,799.16</b>
<b>Cash and Cash Equivalents at the End of Year</b>	<b>3,01,61,258.29</b>	<b>2,99,17,989.64</b>

**Notes:**

1 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard 3 on Cash Flow Statement Prescribed by the Companies (Accounting Statement) Rules 2006

See Accompanying notes forming part of the Financial Statements

As per our report of even date annexed

For **T.K. Gupta & Associates**

Chartered Accountants

R. No. 011604N

**CA. T.K. Gupta**

(Partner)

M. No. 82235

Place : Sahibabad

Date : May 30, 2018

**Parveen Gupta**

Managing Director

DIN No. : 00013926

**Vijay Kumar Rana**

Chief Financial Officer

For **M/s Share India Securities Ltd.**

**Sachin Gupta**

CEO (WTD)

DIN No. : 00006070

**Vikas Aggarwal**

Company Secretary

M. No.: 5512

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 1 CORPORATE INFORMATION

Share India Securities Ltd. is a member of Cash, F&O and Currency Derivatives Segments of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Besides, the Company is also serving as a Depository Participant of Central Depository Services (India) Limited (CDSL).

### SIGNIFICANT ACCOUNTING POLICIES

#### (i) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India including Accounting Standards prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 & the provision of the Companies Act.

The Financial Statements are prepared as a going concern on accrual basis under historical cost convention.

The accounting policies adopted in the preparation of the Financial Statements are consistent with those followed in the Previous Year.

#### (ii) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles, accepted in India Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could

differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

#### (iii) Principles of consolidation

The consolidated financial statements relate to the Company and its Subsidiary company. The consolidated financial statements have been prepared on the following basis:

- a) In respect of Subsidiary companies, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealised profits / losses on intra-group transactions as per Accounting Standard - AS 21 "Consolidated Financial Statements".
- b) The excess of cost to the Company of its investment in the Subsidiary entity is recognized in the financial statements as Goodwill, which is tested for impairment on every balance sheet date. The excess of Company's share of equity and reserves of such entities over the cost of acquisition is treated as Capital Reserve.
- c) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- d) The Consolidated Financial Statements include the results of the followings entities:

S. No.	Name of the Company	Country of Incorporation	Relationship	Ownership
1	Share India Securities (IFSC) Pvt Ltd	India	Subsidiary	100.00%
2	Share India Capital Services Private Limited	India	Subsidiary	100.00%
3	Share India Commodity Brokers Private Limited	India	Associate	37.12%

# Notes to the Consolidated Financial Statements

for the year ended March 31, 2018

(iv) Additional Information required under Schedule III to the Companies Act, 2013 of consolidated as Subsidiary/ Associate.

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit or Loss	
	As % of Consolidated net Assets	Amount	As % of Consolidated profit or loss	Amount
<b>Parent</b>				
<b>SHARE INDIA SECURITIES LIMITED</b>				
<b>Subsidiary (Investment as per the equity method)</b>				
Share India Capital Services Private Limited	100%	51,341,565	1	(835,125)
Share India Securities (IFSC) Pvt Ltd	100%	10,087,493	1	2,778,161
<b>Associate</b>				
Share India Commodity Brokers Pvt Ltd	37.12%	28,512,209	0	286,065

(v) **Fixed assets and Depreciation/Ammortisation**

a) **Tangible and Depreciation**

Tangible and intangible fixed assets are stated at cost, less accumulated depreciation /amortization and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on fixed assets is provided on "Written Down Value" based on useful life as prescribed under schedule II of the Companies Act 2013.

b) **Intangible Assets/ Amortisation**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Intangible assets comprise of goodwill, Copyright, Trade marks & Computer software.

Purchased software meant for in house consumption and significant upgrades thereof having probable economic benefit exceeding one year are capitalized at acquisition price. Purchased intangible assets are amortized over their useful lives unless these lives are determined to be indefinite.

Purchased intangible assets are carried at cost, less accumulated amortization. Amortization is completed over the estimated useful lives of five years using the Straight Line Method.

An impairment test of intangible assets is conducted annually or more often if there is an indication of a decrease in value.

(vi) **Revenue Recognition**

Revenue from proprietary trading consists primarily of net trading income earned by the company when trading as principal. Net Trading income from proprietary trading represents trading gain net of trading losses.

The profit & loss arising from all transactions entered into on account and risk of the company are recorded on completion of trade date.

Brokerage income is recognized on accrual basis.

Brokerage also includes additional fees for marketing and promotion of financial products

Brokerage revenues are based largely on pre-defined rates. Revenue from upfront brokerage is recognised when the service is rendered. Annualized brokerage is recognized at the end of the measurement period when the pre-defined thresholds are met. Income from equity broking business is recognised on the trade date basis as the securities transaction occur and is exclusive of Goods and Service Tax, Securities transaction tax, stamp duties and other levies by stock exchanges and securities and exchange board of India ("SEBI"). Fees for subscription based services are received periodically but are recognized as earned on pro-rata basis over the term of the contract."

Depository & related income is accounted on accrual basis.

Market Value for exchange traded derivatives, principally, futures and options are based on quoted market prices.

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

The gains or losses on derivatives used for trading purposes are included in revenue from proprietary trading. Purchase & Sales of derivatives financial instrument are recorded on trade date. The transaction are recorded on a net basis.

Income from arbitrage and trading in securities and derivatives comprises profit/loss on sale of securities held as stock-in-trade and profit/loss on equity derivative instruments, profit/loss on sale of securities is determined based on the FIFO Basis of the securities sold. Profit/loss on equity derivative transactions is accounted for based on the 'Guidance Note on Accounting for Equity index and Equity Stock Futures and Options' issued by the institute of Chartered Accountants of India which is fully explained in a below:

## a) Equity Index/Stock Futures:

In accordance with Guidance Note on "Accounting for equity index and Equity Stock Futures and Options" issued by The Institute of Chartered Accountants of India.

Initial Margin- Equity index/ Stock Futures, representing the initial margin paid, and margin deposits representing additional margin paid over and above the initial margin, for entering into a contract for equity index/ stock futures which are released on final settlement/squaring-up of the underlying contract, are disclosed under Loans and Advances.

As on the balance sheet date, profit/loss on open positions in Equity index/ stock futures is accounted for as follows:

Credit balance in the "Mark-to-Market Margin-Equity index/Stock Futures Account", being the anticipated profit, is ignored and no credit for the same is taken in the profit and loss account.

Debit Balance in the "Mark-to-Market Margin-Equity index/Stock Futures Account", being the anticipated loss, is adjusted in the profit and loss account.

On final settlement or squaring-up of contracts for equity index/stock futures, the profit or loss is calculated as the difference between the settlement/squaring-up price and the contract price. Accordingly, debit or credit balance pertaining to the settled/squared-up contract in "Mark-to-Market Margin-Equity index/Stock Futures Account" after adjustment of the provision for anticipated losses is recognized in the profit and loss account. When more than one contract in respect of the relevant series of equity index/stock futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using the weighted average cost method for calculating the profit/loss on squaring-up.

## (vii) Inventories

Inventories of shares are valued at lower of cost or net realizable value on FIFO.

## (viii) Employees Benefits

### a) Defined Contribution Scheme

Employee benefits in the form of Provident Fund are considered as defined contribution plan and the contributions are charged to the Profit & Loss Account for the year when the expense is actually incurred.

Provision for provident fund is made as per 'The Employees' Provident Funds and Miscellaneous Provisions Act, 1952', as applicable to the company

Leave encashment benefits are paid/provided in its entirety for the year.

### b) Gratuity

Gratuity liability is a defined benefit obligation and is provided on the basis of an actuarial valuation on Projected Unit Credit Method as per AS-15 made at the end of each financial year. Actuarial gain/loss are immediately taken to Statement of Profit & Loss and are not deferred.

## Key Assumptions

Mortality Table	Indian Assured Lives Mortality 2006-08
Discount Rate	7.70%
Future Salary Increment	10% Per Annum

## Expenses Recognised in the Profit & Loss Account

	2017-2018	2016-17
Current Service Cost	4,576,740.00	2,443,154.00
Interest Cost	602,327.00	426,562.00
Benefit Paid	-	(162,483.00)
Past Service Cost (Vested Employees)	112,119.00	-
Past Service Cost (Un-vested Employees)	3,340.00	-
Net Actuarial (Gain)/Loss recognised in the period	(1,581,555.00)	238,561.00
Total Liability	3,712,971.00	2,945,794.00



# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

- c) Other employee benefits are accounted for on accrual basis.

**(ix) Provisions, Contingent Liabilities & Contingent Assets:-**

- Provision are recognised only when the company has present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the transaction and a reliable estimate can be made for the amount of obligation.
- Contingent Liabilities not provided for include Bank Guarantees issued by HDFC Bank Ltd. in favour of NSCCL (NSE) for Rs 580 Lacs and in favour of ICCL (BSE) of Rs 250 Lacs against margin of 25% of FDR and 25% of property of Directors & Company and balance against personal guarantee of directors and also Bank Guarantees issued by ICICI Bank Ltd in favour of NSCCL for Rs 2500 Lacs against margin of 25% of FDR and 25% of property of Directors AND balance against personal guarantee of directors, and Bank Guarantees issued by YES Bank Ltd in favour of NSCCL for Rs 2000 Lacs against margin of 50% of FDR AND balance against personal guarantee of directors.

Guarantee provided to Anmol India Limited for ₹ 1500 Lacs against property of Company.

- Contingent Assets are not recognised in the financial statement.

**(x) Borrowing Costs**

Borrowing costs includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowing.

**(xi) Investments**

The Inventory transfer to current investments have been taken at cost or market value whichever is lower as per the Accounting Standard 13. Investments are classified as long term and current investments. Long term investments are carried at cost less provision, if any, for diminution other than temporary

decline in their value. Current investments are valued at lower of cost and fair value.

**(xii) Lease**

(In case of Lessee)

Operating lease payments are recognised as an expenses in the statement of profit & loss on a straight line basis over the lease life.

**(xiii) Segment Reporting**

The accounting policies adopted for segment reporting are in accordance with the accounting policy of the company. Segment Revenue, Segment Expenses, Segment Assets and Segment Liabilities are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segments on reasonable basis, are included under "Unallocated Revenue/ Expenses/ Assets/ Liabilities".

**(xiv) Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 2 SHARE CAPITAL

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Authorised Share Capital</b>		
(2,50,00,000 Equity Share of Rs. 10/- each)	25,00,00,000	-
(60,00,000 Equity Share of Rs. 10/- each)	-	6,00,00,000.00
<b>Issued &amp; Subscribed Share Capital</b>		
(2,44,24,588 Equity Share of Rs. 10/- each fully paid up)	24,42,45,880.00	-
(46,23,147 Equity Share of Rs. 10/- each fully paid up)	-	4,62,31,470.00
<b>Paid-up Share Capital</b>		
(2,44,24,588 Equity Share of Rs. 10/- each fully paid up)	24,42,45,880.00	-
(46,23,147 Equity Share of Rs. 10/- each fully paid up)	-	4,62,31,470.00

### (a) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year:

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Number of shares outstanding as at the beginning of the year</b>	46,23,147	46,23,147
Add: Fresh issue of Shares	59,32,000	-
Add: Bonus Shares	1,38,69,441	-
<b>Number of shares outstanding as at the end of the year</b>	<b>2,44,24,588</b>	<b>46,23,147</b>

### (b) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. All these Shares have same rights and preferences with respect to payment of dividend, repayment of capital and voting.

### (c) Details of Shareholders holding more than 5% Shares in the company

(Amount in Rs.)

Name of the Shareholder	Number of Equity shares held in the company	Paid-up Amount	Percentage of shares held
Rajesh Kumar Gupta	19,11,068	1,91,10,680.00	7.82
Parveen Gupta	17,83,200	1,78,32,000.00	7.30
Saroj Gupta	17,33,600	1,73,36,000.00	7.10
Rachit Gupta	16,58,400	1,65,84,000.00	6.79
Rekha Gupta	16,00,388	1,60,03,880.00	6.55
Yash Pal Gupta	14,70,600	1,47,06,000.00	6.02
Saurabh Gupta	13,64,412	1,36,44,120.00	5.59
Tripti Gupta	13,52,600	1,35,26,000.00	5.54
Rohin Gupta	13,23,312	1,32,33,120.00	5.42
Suman Gupta	12,82,000	1,28,20,000.00	5.25

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 3 RESERVES & SURPLUS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>a) Securities Premium Account</b>		
Balance at the beginning of the year	2,11,40,800.00	2,11,40,800.00
Less:- Bonus Share Issue 3:1	(2,11,40,800.00)	-
Add: Premium on issue of Equity Shares	18,38,92,000.00	-
<b>Closing Balance</b>	<b>18,38,92,000.00</b>	<b>2,11,40,800.00</b>
<b>b) Surplus in the Statement of Profit &amp; Loss</b>		
Balance at the beginning of the year	26,70,86,929.56	18,72,67,527.61
Less:- Bonus Share Issue 3:1	(11,75,53,610.00)	-
Add: Profit for the year	15,37,61,151.75	7,98,19,401.95
<b>Closing Balance</b>	<b>30,32,94,471.31</b>	<b>26,70,86,929.56</b>
<b>c) Foreign Currency Translation Reserve</b>		
Opening Balance	(5,99,645.00)	-
Add: During The Year	(1,07,590.00)	(5,99,645.00)
<b>Closing Balance</b>	<b>(7,07,235.00)</b>	<b>(5,99,645.00)</b>
<b>Closing Balance</b>	<b>30,25,87,236.31</b>	<b>26,64,87,284.56</b>
<b>Total</b>	<b>48,64,79,236.31</b>	<b>28,76,28,084.56</b>

## Note No. 4 BORROWINGS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>LONG TERM BORROWINGS</b>		
<b>Secured</b>		
<b>Term Loans from Banks/Financial Institution</b>		
<b>HDFC Bank Ltd</b>	18,20,694.65	-
(Secured Against Hypothecation of Car, maturity on 05/02/2021)		
<b>HDFC Bank Ltd</b>	-	3,69,829.70
(Secured Against Hypothecation of Car, maturity on 05/10/2018)		
<b>HDFC Bank Ltd</b>	-	2,52,715.01
(Secured Against Hypothecation of Car, maturity on 05/07/2018)		
<b>HDFC Bank Ltd</b>	-	97,508.19
(Secured Against Hypothecation of Car, maturity on 05/03/2019)		
<b>ICICI Bank Ltd</b>	1,77,474.60	4,28,268.90
(Secured Against Hypothecation of Car, maturity on 10/11/2019)		
<b>ICICI Bank Ltd</b>	6,41,441.80	12,37,208.20
(Secured Against Hypothecation of Car, maturity on 10/03/2020)		
<b>Volkswagen Finance Pvt Ltd</b>	5,13,704.27	11,65,798.50
(Secured Against Hypothecation of Car, maturity on 15/12/2019)		
Others Long Term Borrowings	71,859.32	-
<b>Total</b>	<b>32,25,174.64</b>	<b>35,51,328.50</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
<b>(A) HDFC Bank Ltd.(STL)</b>	19,47,00,000.00	15,39,99,500.00
(Secured against FDR of Rs. 9,40,25,000/- and personal guarantee of Directors and against Directors Property/ Company owned Property )		
(a) Directors Property:- 14 Dayanand Vihar, Delhi-92,		
(b) Company owned Property at :		
(1). Plot no. 128, Block-Cassia Fistula Estate, Sector-CHI-04, Greater Noida, Dist. Gautam Budh Nagar, UP-201301)		
(2). Plot no. 84, Block-A, Sector-108, Noida, UP		
<b>(B) HDFC Bank Ltd.</b>	1,66,74,296.00	-
(Secured against Property of Directors at 14, Dayanand Vihar, Delhi-92, and personal guarantee of Directors)		
<b>(C) ICICI Bank Ltd.</b>	4,39,16,060.00	4,38,99,720.00
(Secured against Property of Directors at 14, Dayanand Vihar, Delhi-92, and personal guarantee of Directors)		
<b>Unsecured</b>		
Anmol Financial Services Ltd	2,10,00,000.00	-
Windpipe Finvest Pvt Ltd	2,51,418.00	10,37,83,046.00
Commercial Advertising And Marketing Pvt.Ltd	3,14,85,818.00	-
Securocrop Securities India Pvt Ltd	18,99,582.00	-
<b>Total</b>	<b>30,99,27,174.00</b>	<b>30,16,82,266.00</b>

Note: There was no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above-mentioned borrowings.

## Note No. 5 PROVISIONS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>LONG TERM PROVISIONS</b>		
Provision for Gratuity	1,17,43,112.00	81,59,151.00
<b>Total</b>	<b>1,17,43,112.00</b>	<b>81,59,151.00</b>
<b>SHORT TERM PROVISIONS</b>		
Provision for Gratuity	4,59,362.00	3,30,352.00
Provision for Income Tax	8,05,64,538.00	4,47,30,430.00
<b>Total</b>	<b>8,10,23,900.00</b>	<b>4,50,60,782.00</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 6 OTHER CURRENT LIABILITIES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
i) Current Maturity Long Term Debts	30,63,634.49	28,44,186.45
ii) Cheques issued but not yet presented in Banks	58,20,161.84	3,88,76,627.45
iii) Advance received against property	-	36,00,000.00
iv) Security Deposits received from Clients	4,07,882.37	12,41,708.37
v) Advance Received from Customer	75,00,000.00	-
vi) Expenses Payable	7,03,55,947.85	6,87,61,730.06
<b>Total</b>	<b>8,71,47,626.55</b>	<b>11,53,24,252.33</b>

## Note No. 7 TRADE PAYABLES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Trade Payables	37,22,29,632.47	23,43,92,347.77
<b>Total</b>	<b>37,22,29,632.47</b>	<b>23,43,92,347.77</b>

## Note No. 8 NON CURRENT INVESTMENTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
a) Investments in BSE Stock Exchange Card	63,44,192.00	63,44,192.00
b) Share India Commodity Brokers Pvt Ltd (Qty 500000)	95,61,580.15	92,75,515.38
<b>Total</b>	<b>1,59,05,772.15</b>	<b>1,56,19,707.38</b>

# Notes to the Consolidated Financial Statements

for the year ended March 31, 2018

## Note No. 9 FIXED ASSETS

As at March 31, 2018

(Amount in Rs.)

Particulars	Gross Block		Total Cost as on March 31, 2018	Accumulated Depreciation/ Amortization		Net Block				
	Cost as on April 1, 2017	Addition during the year		Sale during the year	DEP as on March 31, 2017	Amount of Fixed Assets Written Off	DEP for the period	ADJ for Sale	Total DEP up to March 31, 2018	W.D.V. as on March 31, 2018
<b>A) Tangible Assets</b>										
Land	4,90,43,336.00	-	82,76,100.00	-	-	-	-	-	4,07,67,236.00	4,90,43,336.00
Air Conditioner	12,94,083.00	3,61,875.02	-	8,63,593.58	-	1,52,042.69	-	-	10,15,636.27	6,40,321.75
Car	1,86,94,687.34	64,59,741.00	-	86,55,238.40	-	37,32,597.71	-	-	1,23,87,836.12	1,27,66,592.22
Computer	5,65,06,195.86	1,31,46,390.90	-	4,49,63,367.70	-	1,17,46,888.91	-	-	5,67,10,256.61	1,29,42,330.15
Computer Server	28,48,350.00	81,47,441.02	-	5,14,614.51	-	21,88,218.83	-	-	27,02,833.34	82,92,957.68
Electricity Fittings & Fixtures	1,63,100.00	-	-	1,51,207.32	-	11,892.40	-	-	1,63,099.72	0.28
EPAEX	62,464.00	-	-	62,464.00	-	-	-	-	62,464.00	0.00
Furniture & Fitting	13,74,128.00	-	-	11,54,788.98	-	79,588.81	-	-	12,34,377.78	1,39,750.22
Generator	16,49,595.00	-	-	13,43,013.02	-	63,805.24	-	-	14,06,818.26	2,42,776.74
Inverter	82,392.00	-	-	78,699.93	-	3,692.29	-	-	82,392.22	(0.22)
Modem	2,51,050.00	-	-	2,36,263.82	-	14,786.18	-	-	2,51,050.00	-
Motor Bike	2,19,034.00	-	-	1,20,280.17	-	25,532.79	-	-	1,45,812.96	73,221.04
Office Equipment	20,93,660.00	3,74,098.66	-	15,00,189.21	-	3,77,156.36	-	-	18,77,345.57	5,90,413.09
Printer	3,38,400.00	48,259.34	-	2,85,194.65	-	37,388.27	-	-	3,22,582.92	64,076.42
Router Board	14,13,601.00	1,32,650.00	-	7,39,973.21	-	1,34,477.45	-	-	8,74,450.66	6,71,800.34
UPS	24,89,354.00	1,92,600.00	-	20,49,297.53	-	1,65,354.76	-	-	22,14,652.29	4,67,331.71
<b>Total - A)</b>	<b>13,85,23,460.20</b>	<b>2,88,63,055.94</b>	<b>82,76,100.00</b>	<b>15,91,10,416.14</b>	<b>6,27,18,186.04</b>	<b>1,87,33,422.70</b>	<b>-</b>	<b>8,14,51,608.74</b>	<b>7,76,58,807.40</b>	<b>7,58,05,274.16</b>
<b>B) Intangible Assets</b>										
Computer Software	1,54,94,878.10	-	-	1,54,94,878.10	-	20,03,098.42	-	-	1,06,36,128.97	48,58,749.13
<b>Total - B)</b>	<b>1,54,94,878.10</b>	<b>-</b>	<b>-</b>	<b>1,54,94,878.10</b>	<b>86,33,030.55</b>	<b>20,03,098.42</b>	<b>-</b>	<b>1,06,36,128.97</b>	<b>48,58,749.13</b>	<b>68,61,847.55</b>
<b>Total (A+B)</b>	<b>15,40,18,338.30</b>	<b>2,88,63,055.94</b>	<b>82,76,100.00</b>	<b>17,46,05,294.24</b>	<b>7,13,51,216.59</b>	<b>2,07,36,521.12</b>	<b>-</b>	<b>9,20,87,737.70</b>	<b>8,25,17,556.54</b>	<b>8,26,67,121.71</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 10 DEFERRED TAX ASSET (NET)

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Deferred Tax Assets	57,86,694.00	41,62,481.00
Add: Current Year Deferred Tax Asset	35,92,881.00	16,24,213.00
<b>Deferred Tax Assets (NET)</b>	<b>93,79,575.00</b>	<b>57,86,694.00</b>

## Note No. 11 LOANS & ADVANCES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>LONG TERM LOANS &amp; ADVANCES</b>		
Unsecured Considered Good		
Advances, recoverable in cash or in kind or for value to be received	-	-
<b>Security Deposits</b>		
Security Deposit to NSE for Capital Market	1,10,00,000.00	1,10,00,000.00
Security Deposit to NSCCL for Capital Market	15,00,000.00	15,00,000.00
Security Deposit to CDSL for DP Services	2,50,000.00	2,50,000.00
Security Deposit to NSE for Currency Derivatives	2,00,000.00	2,00,000.00
Security Deposit to MCX-SX	3,00,000.00	3,00,000.00
Security Deposit to BSES	52,380.00	52,380.00
Security Deposit to NSCCL for SLB	10,00,000.00	10,00,000.00
Security Deposit to HCL	25,10,000.00	14,50,000.00
Security Deposit for Rent	58,19,900.00	52,53,050.00
Security Deposit to BSE	1,25,000.00	1,25,000.00
Security Deposit to Globe Capital Market Ltd	3,00,000.00	3,00,000.00
Margin Deposit with Exchanges	64,86,943.00	55,11,281.00
Fixed Deposit From Clearing Member	65,04,410.00	-
<b>Total</b>	<b>3,60,48,633.00</b>	<b>2,69,41,711.00</b>
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
Advances, recoverable in cash or in kind or for value to be received	16,37,01,615.91	9,54,73,396.55
<b>OTHER LOANS &amp; ADVANCES</b>		
Prepaid Expenses	47,28,777.64	24,72,978.26
TDS Claim Receivable from Stock Exchanges	35,79,610.00	50,15,433.00
<b>Balances with Statutory/Govt. Authorities</b>		
- GST Receivable	16,92,201.03	-
- Service Tax Receivable	-	6,26,174.00
- Tax Deducted at Source A.Y. 2017-2018	-	4,21,85,929.20
- Advance Income Tax A.Y. 2018-2019	7,94,67,401.76	-
TDS F.Y 17-18	20,000.00	-
- Income Tax Refundable	15,57,578.15	15,48,478.15
Due From Related Parties	-	-
Mat Credit Entitlement	-	-
Margin Money Receivable	-	2,33,808.00
<b>Total</b>	<b>25,47,47,184.49</b>	<b>14,75,56,197.16</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 12 CURRENT INVESTMENTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>INVESTMENTS (QUOTED)</b>		
<b>A- Mutual Funds-(at Cost or Market Value whichever is lower)</b>		
<b>Debt Fund</b>		
Axis Short Term Growth (Qty 14,80,405.87)	2,64,35,607.56	9,15,00,000.00
Icici Pru Psu Rp Gr (Qty 29,74,535)	-	12,00,00,000.00
Icici Prudential Short Term Growth (Qty 2,95,142)	-	1,00,00,000.00
UTI Liquid Cash Plan (Qty 14,536.645)	4,00,00,000.00	-
Reliance Liquid Fund (Qty 13,730.909)	3,47,15,438.87	-
IDFC Corporate Bond (Qty 34,37,198.99)	4,00,05,000.00	-
DSP BR Bond Fund (Qty 3,33,892.30)	1,80,01,000.00	-
DSP Liquid Fund (Qty 18,765.903)	4,50,00,000.00	-
Hdfc Housing Opportunities Series 1(Qty 2,50,000)	23,94,500.00	-
Reliance Corporate Bond Fund (Qty 29,12,009.83)	4,00,05,000.00	-
Hdfc Cash Management Fund (Qty 806.8363)-PMS	8,58,183.36	8,04,594.00
<b>Equity Fund</b>		
Sbi MF - Sbi Blue Chip Fund Regular Plan (Qty 73,289)	22,00,000.00	22,00,000.00
Sbi Magnum Multiplier Plus (Qty 8,719)	-	15,00,000.00
Axis Focused 25-GR (Qty 2,17,944.78)	51,14,000.00	15,00,000.00
Mirae IOF R-Groth (Qty 92,965.52)	36,00,000.00	30,00,000.00
India Bulls Bluchip Fund (Qty 32,449.973)	6,00,000.00	-
Reliance Regular Saving Fund Balance Opt (Qty 9,170.728)	4,89,166.63	-
Axis Multicap Fund (Qty 2,00,000)	20,00,000.00	-
Axis Dyanamic Equity Fund ( Qty 1,50,000)	15,00,000.00	-
Relcap AAF Groth (Qty 281.223)	5,000.00	-
<b>Mututual Fund Investment of Share India Capital Services</b>		
Axis Short Term Growth (Qty 2772394.49)	5,15,00,000.00	-
<b>B- Equity Shares (at Cost or Market Value whichever is lower)</b>		
<b>Unlisted Equity Shares</b>		
Bharat Nidhi (Qty 300)	84,150.00	-
Camac Commercial (Qty 100)	56,835.00	-
<b>Listed Equity Shares</b>		
M K Proteins Limited ( Qty 70,000)	49,22,800.00	-
Ajoooni Biomed Ltd ( Qty 12,000)	3,77,600.00	-
Anisha Impex Ltd ( Qty 14,90,000)	3,13,79,500.00	-
Fourth Dimension Solutions Ltd ( Qty 50,000)	88,02,500.00	-
Ganesh Ecosphere Ltd (Qty 10,500)	35,53,725.00	-
JTL Infra Ltd ( Qty 41,758)	66,43,697.80	-
Kolte-Patil Developers Ltd (Qty 1,600)	4,75,840.00	-
Balrampur Chini Mills Ltd. (Qty 2,173)	1,64,387.45	79,942.00



# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Bodal Chemicals Ltd (Qty 650)	-	86,640.00
Deepak Fertilisers Petrochemicals Corpn. Ltd. (Qty 780)	2,25,030.00	1,26,309.00
Dewan Housing Finance Corpn. Ltd. (Qty 305)	-	99,815.00
Exide Industries Ltd. (Qty 1,385)	2,89,589.49	99,961.00
Graphite India Ltd. (Qty 925)	-	1,26,695.00
Gulf Oil Lubricants India Limited (Qty 260)	-	1,26,819.00
K R B L Ltd. (Qty 610)	2,53,203.11	1,24,693.00
Kalpataru Power Transmission Ltd (Qty 335)	1,21,676.16	99,947.00
Kotak Mahindra Bank Ltd. (Qty 125)	-	1,01,232.00
Lumax Auto Technologies Ltd. (Qty 570)	2,64,814.76	1,24,813.00
Mahindra and Mahindra Financial Services Ltd. (Qty 350)	-	1,02,768.00
Sharda Motor Industries Ltd (Qty 75)	-	1,16,594.00
Shilpa Medicare Ltd (Qty 528)	2,44,807.20	1,27,490.00
Vardhman Textiles Ltd (Qty 75)	-	98,449.00
Narayana Hrudayalaya Ltd (Qty 638)	1,78,161.50	-
Balaji Amines Ltd (Qty 500)	1,92,035.50	-
Linde India Limited (Qty 550)	2,40,487.50	-
Central Depository Services India Limited ( Qty 1,006)	2,84,345.90	-
SBI Life Insurance Company Limited (Qty 448)	3,03,856.00	-
Surya Roshni Ltd (Qty 990)	2,46,103.07	-
Ratnamani Metals Tubes Ltd. (Qty 315)	2,62,727.07	-
Jindal Saw Ltd (Qty 2,762)	3,12,780.49	-
Titagarh Wagons Ltd (Qty 2,215)	2,42,985.50	-
Time Technoplast Ltd (Qty 800)	1,28,120.00	-
Heidelberg Cement India Ltd.(Qty 1,792)	2,26,675.65	-
Pennar Industries Ltd.(Qty 1,950)	98,182.50	-
Bharat Bijlee Ltd.(Qty 100)	1,09,535.15	-
S R F Ltd.(Qty 70)	1,15,769.42	-
Dr Reddys Laboratories Ltd (Qty 8)	16,644.40	-
<b>Total</b>	<b>37,52,41,462.04</b>	<b>23,21,46,761.00</b>

## Note No. 13 INVENTORIES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Stock in Trade (cost or market value whichever is lower on FIFO basis) (Incl. Stock in Transit Rs. 5,30,27,728.70/-)	7,87,40,984.40	4,10,26,358.96
<b>Total</b>	<b>7,87,40,984.40</b>	<b>4,10,26,358.96</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 14 TRADE RECEIVABLES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, Considered good	35,048.17	10,07,946.78
Unsecured, Considered good	19,22,116.92	-
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, Considered good	19,36,34,896.84	15,12,03,381.59
Unsecured, Considered good	8,43,732.02	55,64,410.00
<b>Total</b>	<b>19,64,35,793.95</b>	<b>15,77,75,738.37</b>

## Note No. 15 CASH AND CASH EQUIVALENTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Cash in hand	2,03,965.78	5,30,847.23
<b>Balances with Banks</b>		
In Current Accounts	2,99,57,292.51	2,93,87,142.41
<b>Total</b>	<b>3,01,61,258.29</b>	<b>2,99,17,989.64</b>
<b>Other Bank Balances</b>		
- FDRs pledged with banks as margin for Bank Guarantees	19,31,00,000.00	8,06,00,000.00
- FDRs lien marked by banks in favour of Stock Exchanges	22,36,25,000.00	15,99,24,000.00
- FDRs Pledged with banks for Short Term Loan	9,40,25,000.00	6,00,25,000.00
<b>Total</b>	<b>51,07,50,000.00</b>	<b>30,05,49,000.00</b>

## Note No. 16 OTHER CURRENT ASSETS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Calls in arrear	10.00	-
Interest Accrued on Fixed Deposits	32,02,444.09	13,60,365.30
Brokerage/ Trx Charges receivable	28,91,062.04	6,82,037.64
<b>Total</b>	<b>60,93,516.13</b>	<b>20,42,402.94</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 17 REVENUE FROM OPERATIONS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Brokerage/Commission Income	14,63,36,399.09	6,52,00,926.53
Gain on Sale of Investment in Mutual Funds \Shares	3,38,88,987.68	20,76,056.25
Transaction Charges Received	4,07,65,078.57	1,80,21,807.66
Income From Trading in Securities	1,10,63,21,973.59	97,53,71,198.86
Dividend Income	19,79,847.23	4,74,415.08
Revenue from Depository Operations	26,77,670.03	19,55,356.65
Incentive Income	10,39,180.00	-
<b>Total</b>	<b>1,33,30,09,136.19</b>	<b>1,06,30,99,761.03</b>

## Note No. 18 OTHER INCOME

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest Income	5,11,11,334.45	3,62,95,342.45
Advance forfeited	36,00,000.00	-
User Id/Other Charges Received	27,14,360.10	11,86,754.62
Profit on Sale of Land	1,42,23,900.00	3,29,585.00
Consultancy Charges	2,00,000.00	-
<b>Total</b>	<b>7,18,49,594.55</b>	<b>3,78,11,682.07</b>

## Note No. 19 EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Bonus	35,75,651.00	11,21,688.00
Salaries and Incentives	20,97,09,826.00	16,16,16,704.00
Director's Remuneration	1,26,25,000.00	1,24,80,000.00
Director's Sitting Fees	26,000.00	18,000.00
Food & Beverages for Staff	15,22,946.04	4,52,803.36
Contribution to ESI, EPF	35,80,796.00	24,73,561.00
Gratuity Expenses	37,12,971.00	31,08,277.00
<b>Total</b>	<b>23,47,53,190.04</b>	<b>18,12,71,033.36</b>

## Note No. 20 FINANCE COSTS

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Bank Charges	2,03,575.11	2,83,071.92
Bank Guarantee Charges	38,41,763.00	35,28,703.00
Interest Paid	5,00,69,816.38	2,86,89,737.92
<b>Total</b>	<b>5,41,15,154.49</b>	<b>3,25,01,512.84</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 21 OTHER EXPENSES

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>(A) TRANSACTION EXPENSES</b>		
Demat/Pledge Charges	21,65,799.53	9,52,178.45
DP Charges to CDSL	9,25,139.32	6,69,535.61
License Fee	1,84,78,006.94	1,15,51,354.64
NSE/BSE Annual Charges	25,000.00	25,000.00
Securities Transaction Tax	33,79,11,331.00	35,55,37,005.00
Stock Exchange/SEBI Charges	35,31,72,556.84	29,74,47,117.15
Telephone & Internet/ Website Expenses	13,01,548.28	12,58,892.67
Vsat/Lease Line Expenses	2,73,23,677.71	1,77,80,102.44
<b>Total (A)</b>	<b>74,13,03,059.62</b>	<b>68,52,21,185.96</b>
<b>(B) ADMINISTRATIVE EXPENSES</b>		
Amount Written Off	81,006.34	1,86,650.15
Advertisement	85,510.80	-
Annual Maintenance	1,23,538.67	93,948.63
Auditor's Remuneration	2,06,350.00	1,02,500.00
Bad Debts written off	6,51,788.73	1,05,29,108.25
Books & Periodicals	2,240.00	670.00
Business Promotion	43,30,856.71	13,91,397.40
Computer Repairs & Maintenance	13,97,497.47	11,82,257.83
Diwali Expenses	1,08,178.16	59,750.00
CSR Expenses	27,65,000.00	-
Donation & Charity	1,82,000.00	25,000.00
Electricity & Water Expenses	28,81,885.19	19,38,631.32
Entertainment Expenses	31,613.90	13,980.00
Fee & Subscription	1,42,49,450.39	14,70,245.02
Generator Running and Repair Expenses	27,306.68	79,653.30
Income tax Expense	2,050.00	5,56,522.00
Insurance Expenses	2,61,065.73	2,29,643.82
Internal Audit Fees	90,000.00	40,000.00
Miscellaneous Exp.	4,600.00	7,000.00
Office/UPS Rent	93,24,003.11	36,83,075.00
Office Repairs	33,88,315.97	13,34,140.52
Postage & Courier Expenses	2,70,730.14	1,71,360.16
Printing & Stationery	5,26,739.52	4,23,682.00
Professional Charges	1,60,31,182.40	1,11,49,625.00
Service Charges	4,53,94,234.63	2,30,25,252.53
Service tax Expenses	14,23,516.18	9,72,676.93
Tours & Travelling Expenses	21,89,995.11	10,44,937.18
Vehicle Running Expenses	10,15,074.77	6,69,351.48
ITC Reversed	1,64,58,331.27	-
Preliminary expenses written off	-	3,03,810.00
<b>Total (B)</b>	<b>12,35,04,061.87</b>	<b>6,06,84,868.52</b>
<b>Grand Total (A+B)</b>	<b>86,48,07,121.49</b>	<b>74,59,06,054.48</b>

# Notes to the Consolidated Financial statements

## for the year ended March 31, 2018

**Note No. 22** In the opinion of the Board of Directors, the Current Assets and Loans and Advances have a realization value in the ordinary course of business, which is at least equivalent to the amount stated in the balance sheet.

**Note No. 23** The Company had no employee drawing remuneration in excess of Rs. 1,02,00,000/- or Rs. 8,50,000/- per month, during the year ended March 31, 2018.

### Note No. 24 INCOME TAXES

- (i) Provision for current tax has been made on the basis of taxable Income computed in accordance with the applicable provisions of the Income Tax Act, 2013.
- (ii) Accounting for Taxes on Income as per AS-22  
Deferred Income Taxes reflects the impact of current year timing difference between taxable income and income as per Profit & Loss A/c. Deferred Tax assets are recognized only to the extent, there is a reasonable certainty that different future taxable income will be available.

The breakup of Net Deferred Tax Assets / (Liabilities) is as under:

Particulars	(Amount in Rs.)	
	As at March 31, 2018	As at March 31, 2017
Timing Difference of		
Depreciation Assets/ (liability)	52,08,109.12	1,55,718.18
Provision For Gratuity (Deferred Assets)	37,12,971.00	29,45,794.00
Future MTM Loss as per ICDS-1	5,49,970.10	15,91,659.00
Stock Difference as ICDS	10,48,144.80	-
Cost/mkt value Difference in investments as per ICDS	14,54,112.95	-
Previous Year Future MTM Loss as per ICDS-1	(15,91,659.00)	-
Minimum Alternative Tax	-	-
<b>Net Timing Difference</b>	<b>1,03,81,648.97</b>	<b>46,93,171.18</b>
<b>Deferred Tax Assets/(Liabilities)</b>		
Opening Balance	57,86,694.00	41,62,481.00
Add: Created during the year	35,92,881.00	16,24,213.00
<b>Closing Balance</b>	<b>93,79,575.00</b>	<b>57,86,694.00</b>

### Note No. 25 AUDITORS REMUNERATIONS

Particulars	(Amount in Rs.)	
	As at March 31, 2018	As at March 31, 2017
Audit Fees	1,50,000.00	72,500.00
Tax Matter	25,000.00	-
<b>Total</b>	<b>1,75,000.00</b>	<b>72,500.00</b>

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 26 DETAILS OF FOREIGN EXCHANGE EARNINGS AND OUT GO

(Amount in Rs.)

Particulars	2017-18	2016-17
<b>Earnings in foreign currency</b>	-	-
<b>Foreign Exchange Outgo</b>		
Investment in Subsidiary Company	10.00	1,24,99,990.00
Loan to Subsidiary Company	2,00,28,344.68	-
Computer Hardware	54,05,968.95	42,94,223.68
Computer Software	6,22,441.77	44,14,077.81

## Note No. 27 THE DETAILS OF GOODWILL /(CAPITAL RESERVE) ON CONSOLIDATION ARE AS UNDER

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	(10,25,049.98)	-
Investment in Associates Company ( Holding 37.12% Share )	-	50,00,000.00
Common Stock (share in paid up capital)	-	50,00,064.00
Share in Reserve & Surplus	-	10,24,985.98
<b>Total</b>	<b>(10,25,049.98)</b>	<b>(10,25,049.98)</b>

## Note No. 28 INVESTMENT IN ASSOCIATES COMPANY

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening Balance	92,75,515.39	90,92,146.67
Share in Net Profit after Acquisition of shares	2,86,065.15	1,83,368.72
<b>Total</b>	<b>95,61,580.54</b>	<b>92,75,515.39</b>

## Note No. 29 ACCOUNTING STANDARD (AS 17) ON SEGMENT REPORTING

In the opinion of the management, there is only one reportable segment as envisaged by AS-17 'Segment Reporting'. Accordingly no separate disclosure for segment reporting is required to be made in the financial statements of the company.

Secondary segmentation based on geography has not been presented as the company operates only in India and the company perceives that there is no significant difference in its risk & returns in operating from different geographic areas within India.

## Note No. 30 RELATED PARTY DISCLOSURES

As per Accounting Standard 18 on Related Party Disclosure issued by the Institute of Chartered Accountants of India, the disclosure of transactions with the related parties as defined by the Accounting Standard are given below:

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

Key Management Personnel	Relatives of Key Management Personnel	Enterprise / Companies in which Key Management Personnel or Their Relatives are able to Exercise Significant Influence
Parveen Gupta	Sukriti Aggarwal	Windpipe Finvest Pvt Ltd
Sachin Gupta	Prachi Gupta	Share India Commodity Brokers Pvt Ltd
Saroj Gupta	Agam Gupta	Algowire Trading Technologies Pvt Ltd
Rohin Gupta	Prerna Gupta	Skyvell Trade Solutions LLP
Vikas Aggarwal	Rachit Gupta	Share India Securities (Ifsc) Pvt Ltd

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

Key Management Personnel	Relatives of Key Management Personnel	Enterprise / Companies in which Key Management Personnel or Their Relatives are able to Exercise Significant Influence
Vijay Kumar Rana	Rekha Gupta Saurab Gupta	Anmol Financial Services Ltd
<b>Non Executive Director's</b>	Sonam Gupta	
Yashpal Gupta	Suman Gupta	
Rajesh Gupta	Tripti Gupta	
Vikas kumar Mittal	Yash Pal Gupta (HUF)	
Rakesh Kumar Sharma	Sachin Gupta (HUF)	
Santosh Kumar Taneja	Anita Raj Kumar Aggarwal Deepika Rana	

(ii) The company's related party balances & transactions are summarised as under:

(Amount in Rs.)

Nature of Transaction	Transactions During the Year March 31, 2018	Balance as on March 31, 2018	Year ended March 31, 2017
<b>KEY MANAGEMENT PERSONNEL</b>			
<b>Remuneration Paid</b>			
Ms. Saroj Gupta	21,60,000.00	N.A	21,60,000.00
Mr. Parveen Gupta	21,60,000.00	N.A	21,60,000.00
Mr. Rajesh Gupta	21,60,000.00	N.A	21,60,000.00
Mr. Sachin Gupta	20,40,000.00	N.A	20,40,000.00
Mr. Rohin Gupta	32,20,000.00	N.A	-
Mr. Vikas Aggarwal	9,42,400.00	N.A	-
Mr. Vijay Kumar Rana	6,94,310.33	N.A	-
<b>Rent Paid</b>			
Mr. Yash Pal Gupta	11,25,000.00	N.A	4,50,000.00
Mr. Parveen Gupta	11,25,000.00	N.A	4,50,000.00
Mr. Rajesh Gupta	11,25,000.00	N.A	4,50,000.00
<b>RELATIVE OF KEY MANAGEMENT</b>			
<b>Non Executive Director's</b>			
<b>Salary Paid</b>			
Yashpal Gupta	5,40,000.00	N.A	21,60,000.00
<b>Director Sitting Fees</b>			
Vikas kumar Mittal	12,000.00	N.A	-
Rakesh Kumar Sharma	12,000.00	N.A	-
Santosh Kumar Taneja	2,000.00	N.A	-
<b>Salary &amp; Incentives</b>			
Ms. Prachi Gupta	37,80,000.00	N.A	46,60,000.00
Mr. Agam Gupta	29,60,000.00	N.A	55,07,000.00
Ms. Perna Gupta	-	N.A	26,20,000.00

# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

(Amount in Rs.)

Nature of Transaction	Transactions During the Year March 31, 2018	Balance as on March 31, 2018	Year ended March 31, 2017
Mr. Rachit Gupta	-	N.A	28,37,000.00
Ms. Rekha Gupta	7,80,000.00	N.A	35,47,000.00
Mr. Rohin Gupta	-	N.A	53,77,000.00
Ms. Sonam Gupta	39,00,000.00	N.A	52,37,000.00
Ms. Suman Gupta	33,40,000.00	N.A	33,67,000.00
Ms. Tripti Gupta	9,00,000.00	N.A	35,87,000.00
Mr. Saurabh Gupta	6,00,000.00	N.A	18,00,000.00
Ms. Anita	6,00,000.00	N.A	-
Mr. Rajkumar Aggarwal	2,79,500.00	N.A	-
Ms. Deepika Rana	2,61,643.00	N.A	-
<b>Consultancy Charges</b>			
Ms. Sukriti Gupta	1,36,500.00	NIL	4,20,000.00
<b>Rent Paid</b>			
Yash Pal Gupta HUF	1,50,000.00	N.A	1,50,000.00
Sachin Gupta HUF	1,62,000.00	N.A	1,62,000.00
<b>Land Sale</b>			
Mr. Rajesh Gupta	1,12,50,000.00	N.A	-
Mr. Yash Pal Gupta	1,12,50,000.00	N.A	-
<b>Interest Paid</b>			
Windpipe Finvest Pvt Ltd	72,16,977.00	N.A	77,53,496.00
Anmol Financial Services Ltd	20,95,890.00	N.A	-
<b>Brokerage Received From Related Party</b>			
Algowire Trading Technologies Pvt Ltd	11,96,913.81	N.A	96,77,165.89
Skyvell Trade Solutions LLP	1,91,94,912.26	N.A	20,83,644.02
<b>License Fees Paid</b>			
Algowire Trading Technologies Pvt Ltd	22,50,000.00	8,10,000.00	-
<b>Loan received and given to Enterprises covered under AS-18</b>			
Windpipe Finvest Pvt Ltd	20,79,23,046.00	NIL	16,79,00,000.00
Anmol Financial Services Ltd	8,60,00,000.00	2,10,00,000.00	-
<b>Loan given to Enterprises covered under AS-18</b>			
Share India Securities (IFSC) Pvt Ltd	2,01,10,235.68	2,13,97,797.68	5,45,770.00

Note: Related party relationships are as identified by the Company and relied upon by the auditors

## Note No. 31 DUES PAYABLE TO MICRO AND MEDIUM SCALE BUSINESS ENTITIES

There were no Micro, Small and Medium Enterprises, to whom the Company owed dues, which were outstanding for more than 45 days as at March 31, 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent, such parties have been identified on the basis of information available with the Company.



# Notes to the Consolidated Financial statements

for the year ended March 31, 2018

## Note No. 32 LEASES : COMPANY AS LESSEE

(Amount in Rs.)

	2017-2018	2016-2017
Lease Rent Paid during the year	93,24,003.11	36,71,075.00
<b>Future minimum Lease rental payable</b>		
Not later than one year	49,37,784.00	35,31,500.00
Later than one year but not later than 5 years	29,44,000.00	42,82,000.00
Later than 5 years	-	-

## Note No. 33 FUND UTILISATION RAISED THROUGH INITIAL PUBLIC OFFER (IPO) UP TO 31-03-2018

Particulars	Amount
<b>Gross Issue Proceeds</b>	24,32,12,000.00
Less:- Issue Expenses (Utilised)	4,80,00,000.00
<b>Net Proceeds From IPO</b>	<b>19,52,12,000.00</b>
Less:- Utilisation of Ipo Upto 31/03/2018 (Excluding Issue Expenses)	-
<b>Funds to be utilised (Remains invested in fixed deposits)</b>	<b>19,52,12,000.00</b>

### Details of Utilisation

(Amount in Rs.)

Particulars	Proposed Amount	Amount Utilised Upto March 31, 2018	Balance amount on March 31, 2018
To Meet Working Capital Requirement	15,21,01,000.00	15,21,01,000.00	-
To Meet Capital Expenditure Incurred For Branch Expansion and Distribution Centre	1,27,00,000.00	-	1,27,00,000.00
To Meet Sales and Marketing Expenditure	1,50,00,000.00	-	1,50,00,000.00
To General Corporate Expenses	4,80,00,000.00	4,80,00,000.00	-
To Issue Expenses	1,54,11,000.00	1,54,11,000.00	-
<b>Total</b>	<b>24,32,12,000.00</b>	<b>21,55,12,000.00</b>	<b>2,77,00,000.00</b>

1. There is no deviation in uses of proceeds from objects stated in the offer documents.
2. The amount pending utilisation for capital expenditure incurred for branch expansion and to meet sales and marketing expenditure is kept in fixed deposits with bank.

## Note No. 34 PREVIOUS YEAR FIGURES

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date annexed  
For **T.K. Gupta & Associates**  
Chartered Accountants  
R. No. 011604N

**CA. T.K. Gupta**  
(Partner)  
M. No. 82235

Place : Sahibabad  
Date : May 30, 2018

For **M/s Share India Securities Ltd.**

**Parveen Gupta**  
Managing Director  
DIN No. : 00013926

**Vijay Kumar Rana**  
Chief Financial Officer

**Sachin Gupta**  
CEO (WTD)  
DIN No.: 00006070

**Vikas Aggarwal**  
Company Secretary  
M. No.: 5512









## **Share India Securities Ltd.**

### **Corporate Office**

14, Dayanand Vihar, Ground Floor,  
Near Karkardooma Metro Station,  
Vikas Marg Ext., Delhi - 110 092, India.

### **Registered Office**

6th Milestone, New Bhai-Chara Complex,  
Opp. Mata Mandir, Chikambarpur,  
U.P. Border, Sahibabad, Ghaziabad,  
Uttar Pradesh - 201 006.