

HEM HOLDINGS AND TRADING LIMITED
REGD. OFF. 601 /602 A, FAIRLINK CENTRE OFF. ANDHERI LINK ROAD
ANDHERI (W) , MUMBAI 400 053
TEL NO. 40034768
Email : compliance@hemholdings.com/investors@hemholdings.com
CIN: L65990MH1982PLC026823

Date: 03/09/2019

To,
The Secretary
Department of Corporate Services
Bombay Stock Exchange Limited
Floor No 25, PJ Tower,
Dalal Street
Mumbai-400 001

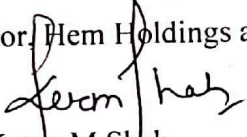
Sub: Annual Report FY 2018-19

Dear Sir/ Madam,

Please find enclosed herewith Annual Report of Hem Holdings and Trading Limited for the Financial Year 2018-19.

Thanking you,

For, Hem Holdings and Trading Limited


Ketan M Shah
Director



HEM HOLDINGS AND TRADING LIMITED

**ANNUAL REPORT
2018-19**

COMPANY INFORMATION

(As on 14.08.2019)

BOARD OF DIRECTORS

Mrs. Sangeeta K Shah Managing Director
 Mr. Ketan M Shah Non Executive Director
 Mr. Rahul Sethi Independent Director

CHIEF FINANCIAL OFFICER

Mr. PVS Chandra Sekharam

STATUTORY AUDITOR

M/s Taunk & Srikanth

INTERNAL AUDITORS

M/s Deepankar Samaddar & Associates

SECRETARIAL AUDITORS

M/s Divanshu Mittal & Associates

REGISTRAR AND TRANSFER AGENT

Link Intime India Pvt. Ltd.
 C-101, 247 Park, L.B.S. MARG,
 Vikhroli (West) MUMBAI , (M.H.) – 400083

REGISTERED OFFICE

601/602 A, Fairlink Center,
 Off Andheri Link Road, Andheri (West), Mumbai - 400053 (M.H.)

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SUMMARISED FINANCIAL DATA

(Rs. In Lakh)

PROFIT & LOSS ACCOUNT	2018-19	2017-18	2016-17	2015-16	2014-15
Revenue from operations	6.47	6.36	4.14	4.39	4.15
Other Income	10.00	9.96	91.19	60.29	9.84
TOTAL INCOME	16.47	16.32	95.34	64.69	13.99
Employee benefits expense	1.32	1.00	1.00	0.65	0.00
Depreciation and amortization Expense	0.07	0.07	0.07	0.08	0.08
Other expenses	7.16	6.59	6.26	11.85	5.26
TOTAL EXPENSES	8.55	7.66	7.34	12.59	5.35
PROFIT BEFORE TAX	7.91	8.66	88.00	52.09	8.64
Current Tax expense	0.28	0.46	0.80	0.11	1.80
Net Profit after tax	7.63	8.20	87.20	51.98	6.84
EARNING PER SHARE (BASIC/DILUTED)	3.18	3.42	36.33	21.66	2.85
EXTRACT FROM BALANCE SHEET					
Share Capital	24.00	24.00	24.00	24.00	24.00
Reserve & Surplus	211.94	204.30	196.09	108.86	56.86
Net Fixed Assets	1.35	1.41	1.49	1.57	1.65
Non-Current Investment	95.47	95.47	210.95	88.93	37.62
Long Term Loans and Advances	125.50	125.53	0.05		
Cash & Cash Equivalent	17.84	8.30	10.39	41.36	42.99
OTHER FINANCIAL DATA					
TURNOVER (Rs. In Lakhs)	16.47	16.32	95.34	64.69	13.99
BOOK VALUE PER SHARE (Rs.)	98.31	95.12	91.70	55.09	33.69
NETWORTH (Rs. In Lakhs)	235.94	228.30	220.09	132.21	80.86

NOTICE

Notice is hereby given that the 37th Annual General Meeting (AGM) of the shareholders of Hem Holdings and Trading Limited will be held on Thursday, 26th September, 2019 at 4.30 pm at Shri Ramkrishna Bajaj Conference Room, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, Kala Ghoda, Fort, Mumbai - 400 001, to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and approve the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Ketan Shah (DIN: 00312343) who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provision of Companies Act, 2013(“the act”) and the Companies Rule, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) read with Schedule IV of the act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rahul Sethi (DIN: 01033208) who was appointed as Additional Director of the Company in the category of Independent Director, by the Board of Directors with effect from 8th April, 2019 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the company has received a notice in writing under section 160 of the Act, from a member signifying his intention to propose Mr. Rahul Sethi as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company in category of Independent Director for a five years upto 7th April, 2024.”

By Order of the Board of Directors

For, Hem Holdings and Trading Ltd

Sangeeta Ketan Shah
(Managing Director)

Date:14.08.2019

Place: Bhilai

Reg Office : 601/602A, Fairlink Center, Off Andheri Link Road, Andheri (W), Mumbai-400 053

NOTES:

a) The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item No. 3 of the accompanying Notice is annexed hereto.

b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.

Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

c) Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.

d) The Register of Members and Share Transfer Books of the Company will be closed from 20th September, 2019 to 26th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting for the year ended 31st March, 2019.

e) Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.

f) Electronic copy of the Annual Report for F.Y. 2018-19 along with Notice of the 37th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent to all the members who's E-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for F.Y. 2018-19 along with Notice of the 37th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that Annual Report for F.Y 2018-19 will also be available on the Company's website www.hemholdings.com for download.

g) Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not

be made available at the AGM venue.

h) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.

i) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

j) A Route Map for easy location to reach the venue of Annual General Meeting is attached as **Annexure-I** with the notice of Annual General Meeting.

k) The cut-off date for the purpose of remote e- voting and voting at the AGM shall be 19th September, 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

l) A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure II**.

m) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 05:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

n) Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of ‘remote e-voting’ (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 37th Annual General Meeting. The business may be transacted through e-voting services rendered by Link Intime India Private Limited (LIPL).

The Instruction for e-voting as under:

- i. Log-in to e-Voting website of LIPL.
- ii. Visit the e-voting system of LIPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.
- iii. Click on “Login” tab, available under ‘Shareholders’ section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
- v. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

vi. Your Password details are given below:

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

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

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.

	<ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (v-c).
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If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

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

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

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

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

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

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

Cast your vote electronically.

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

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

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

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

You may also choose the option 'Abstain' and the shares held will not be counted under ‘Favour/Against’.

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

- x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xii. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
- xiii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xiv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2019.
- xv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote voting as well as voting at the AGM through ballot paper.
- xvi. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- xvii. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM (i.e. cut-off date for dispatch 23rd August, 2019) but before the cut-off date of 19th September, 2019 may obtain their user ID and password for e-voting by sending a request to our registrar and transfer agent at rnt.helpdesk@linkintime.co.in.
- xviii. The e-voting period commences on 23rd September, 2019 (09:00 am) and ends on 25th September, 2019 (05:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xix. Mr Divanshu Mittal of M/s Divanshu Mittal & Associates , Practicing Company Secretary, Jaipur has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xx. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

xxi. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website www.hemholdings.com and on the website of LIPL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited (BSE).

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Explanatory Statement [Pursuant to Section 102 of the Companies Act, 2013 ("Act")]

The following Statement sets out all material facts relating to Item Nos. 3 mentioned in the accompanying Notice.

ITEM NO. 3

The Board of Directors appointed Mr Rahul Sethi as an Additional (Independent) Director of the Company, not liable to retire by rotation, with effect from 8th April, 2019. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr Rahul Sethi will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Mr Rahul Sethi for the office of Director.

The Company has received from Mr Rahul Sethi (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that

he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr Rahul Sethi as an Independent Director of the Company for a period commencing 8th April, 2019 up to 7th April, 2024. Mr Rahul Sethi, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mr Rahul Sethi fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management of the Company.

The profile and specific areas of expertise of Mr Rahul Sethi are provided as an annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr Rahul Sethi, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board of Directors recommend the Ordinary Resolution as set out at item No. 3 of the Notice for approval by the members.

Annexure-I

ROUTE MAP TO THE VENUE OF THE 37TH AGM OF HEM HOLDINGS AND TRADING LIMITED TO BE HELD ON 26TH SEPTEMBER, 2019.



Shri Ramkrishna Bajaj Conference Room, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, Kala Ghoda, Fort, Mumbai - 400 001

Annexure – II

Brief Profile of Appointee:

Name of Director:	Rahul Sethi	Ketan M Shah
Date of Birth :	22/07/1978	02/12/1965
Date of First Appointment on Board:	08/04/2019	12/03/1993
Qualifications	Bachelor degree in Economics	Bachelor degree in Mechanical Engineering and postgraduate degree in Business Management
Experience/Expertise in specific functional area/ Brief resume of the Director:	Mr Rahul Sethi has graduated from Delhi University in Economics and having more than 20 years experience in International business development. He has worked with global corporations in over 20 countries in areas of IT, management consulting. Being a successful entrepreneur, he has built several successful start ups in functional areas such as Procurement automation, Resourcing and business analytics. He is actively involved in Industry associations in various capacity.	Mr Ketan Moolchand Shah holds a Bachelor degree in Mechanical Engineering from the Madhav Institute of Technology and Science, Gwalior (M.P) and a postgraduate degree in Business Management from the University of Florida.
Terms and conditions for appointment / reappointment	As per Company Policy on appointment of Board members	
Details of Remuneration sought to be paid and Remuneration last drawn:	As per Nomination and Remuneration Policy	
Number of Board Meetings attended during FY 2018-19:	Nil	6/6
Other Directorship held:	1. City Roots Private Limited 2. Sourcegain Consulting Private Limited	1. Simplex Castings Limited 2. Sim Prabha Estates and Trading Company Pvt Ltd. 3. Prabha Plantations Pvt Ltd.

		4. SEFW Projects Pvt Ltd.
No. of Shares Held (as on 31 st March,2019)	0	51702
Relationship with other Directors and KMPs of the Company	Mr Rahul Sethi is not related to any other Director of the Company.	Mrs Sangeeta K Shah and Mr Ketan M Shah are related to each other.

DIRECTORS' REPORT

Dear Members,

Your directors are pleased to present their 37th Annual Report and Accounts of your Company for the year ended on 31st March, 2019.

FINANCIAL RESULTS

	(Rs in Lakhs)	
	31st March, 2019	31st March, 2018
Total Income	16.47	16.32
Total Expenses	8.55	7.66
Profit before tax	7.91	8.66
Less: Current Tax	0.28	0.46
Profit after tax	7.63	8.20

PERFORMANCE REVIEW

Total income for the Financial Year 2018-19 is Rs. 16.47 lacs as against Rs. 16.32 lacs in previous year. Profit before tax for the financial year 2018-19 is reduced to Rs.7.91 lacs as against Rs.8.66 lacs for previous financial year and Profit after Tax is Rs.7.63 lacs against Rs. 8.20 lacs for previous financial Year.

The Company does not have any subsidiary, or associate, or joint venture Company.

RESERVES

The Company has transferred Rs.0.37 Lacs to Special Reserve Fund during Financial Year 2018-19.

DIVIDEND

In order to conserve funds of the Company, for future growth, the Board of Directors regrets that no dividend is being recommended for the year under review.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

No amount is required to be transferred under the provisions of Section 125(2) of the Companies Act, 2013 as there was no dividend declared and paid in last years.

REMUNERATION

As per Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no remuneration has been paid to Directors of the Company.

FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS

The Company conducts the Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its Management and its operation so as to gain a clear understanding of their roles, rights and responsibilities and contribute significantly towards the growth of the Company.

NOMINATION AND REMUNERATION POLICY

The Company continues to consider human resources as its invaluable assets. This policy on nomination and remuneration of directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the Listing Agreement.

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

There are no material changes or commitments occurring after 31st March, 2019, which may affect the financial position of the Company or may require disclosure.

COMPLIANCE WITH RBI GUIDELINES

Your company has adopted “Fair practices Code” and complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the RBI for every NBFC Company from time to time.

PUBLIC DEPOSITS

The Company has not accepted any deposit within the meaning of Section 73 and Section 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rule, 2014 including (any statutory modification(s) or re-enactment(s) for the time being in force).

CORPORATE GOVERNANCE

As per the provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the compliance with the specified regulations of Corporate Governance was not applicable on the Company during the financial year 2018-19.

COST RECORDS AND AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company and accordingly no such accounts and records are made and maintained .

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the Financial Year ended 31st March, 2019.

NUMBER OF MEETINGS OF THE BOARD

The following Meetings of the Board of Directors were held during the Financial Year 2018-19:

Sr. No	Date of Meeting	Board Strength	No. of Directors Present
a)	26.04.2018	04	3
b)	28.05.2018	04	3
c)	27.07.2018	04	3
d)	14.11.2018	04	3
e)	14.02.2019	04	3

f)	30.03.2019	03	3
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The particulars of the Directors and attendance at the Board Meetings during the year, the attendance in the last Annual General Meeting, number of other directorships (excluding Hem Holdings and Trading Limited) and Committee Memberships as on 31- 03-2019 are as follows:

Name of the Director	Attendance at meeting during		No of other Director ship(s) as on 31-03-2019	No. of other Board Committes member/ Chairman	Category
	BM	AGM			
Ketan M Shah	6/6	Yes	1	-	Promoter/Non-Executive Director
Sangeeta K Shah	6/6	Yes	1	-	Promoter/Managing Director
Pankaj Sachdeva*	5/6	No	-	-	Independent Director
Mehul Nisar**	1/ 6	No	-	-	Independent Director

Note:

(a) Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.

(b) Chairman/Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies.

* Resigned from the Board wef 25.03.2019.

** Completed his tenure on 15.06.2019.

Currently the Board has three committees: Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

Audit Committee

The Company has duly constituted an Audit Committee in F.Y 2018-19 under chairmanship of Mr Pankaj Sachdeva with Mr Mehul Nisar and Mr Ketan Shah as members.

The Board has accepted all recommendation made by the Audit committee made during the year.

During the Financial Year 2018-19, the Audit Committee met four times on 28.05.2018, 27.07.2018, 14.11.2018 and 14.02.2019.

The Composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March, 2019 is detailed below:

Name of the Member(s)	Category	Category	No of Meeting attended
Pankaj Sachdeva*	Chairman	Independent Director	4/4

Mehul Nisar**	Member	Independent Director	0/4
Ketan M Shah	Member	Non-Executive Director	4/4

* Resigned from the Board wef 25.03.2019

** Completed his tenure on 15.06.2019.

NOMINATION AND REMUNERATION COMMITTEE

The committee met once during the year on 14.02.2019. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2018-19 is detailed below:

Name of the Member(s)	Category	Attendance
Mr. Pankaj Sachdeva (Chairman)*	Independent Director	1/1
Mr Mehul Nisar**	Independent Director	0/1
Mr. Ketan M Shah	Non- Executive Director	1/1

* Resigned from the Board wef 25.03.2019

** Completed his tenure on 15.06.2019.

STAKEHOLDERS's RELATIONSHIP COMMITTEE.

The meeting of the Committee has not been held during the financial year 2018-19.

As on 31st March, 2019, the Stakeholders' Relationship Committee consists of the following members:

Name of the Member	Status	Category
Mr Pankaj Sachdeva*	Chairman	Independent Director
Mr Ketan M Shah	Member	Non-Executive Director
Mrs Sangeeta K Shah	Member	Managing Director

* Resigned from the Board wef 25.03.2019

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;
- b) They have selected such Accounting Policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit and loss of the company for that period;
- c) To the best of their knowledge and information, they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the Annual Accounts on a Going Concern basis;
- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

The Company is not a manufacturing Company and as such no provisions of Conservation of Energy, Technology Absorption under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are attracted. It is further stated that there was no inflow and outflow of foreign exchange.

RISK MANAGEMENT POLICY

The Company constantly manages monitors and reports on the principal risk and uncertainties that can have an impact on the Company. Your directors keep a close watch on the risk prone areas and take actions from time to time.

INTERNAL FINANCIAL CONTROL

The Company has an adequate Internal Control System, commensurate with its size, scale and operations to ensure proper recording of financial and operational information and compliance of various internal control and other regulatory and statutory compliance. During the year no reportable material weakness in the design or operation were observed.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provision of Section 152 of Companies Act, 2013, Mr Ketan M Shah ,director shall be retiring by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

During the year, Mr Pankaj Sachdeva, Independent Director of the Company has resigned from the Company with effect from 25th March,2019

The Board has approved the appointment of Mr Rahul Sethi as Additional Director of the Company with

effect from 8th April,2019 in their meeting held on 8th April,2019 and seeking members consent in the AGM .

During the year under review, Mrs Varsha Sahbani, Company Secretary of the Company has resigned with effect from 30th March,2019.

STATUTORY AUDITORS

M/s Taunk & Shrikanth, Chartered Accountants (Firm regd no. 001524C) was appointed as Statutory Auditor of the Company in F.Y 2017-18 for a period of 5 years i.e from the conclusion of 36th AGM to the 41st AGM.

The Companies (Amendment) Act, 2017 has waived the requirement for ratification of the appointment of statutory auditor by the shareholders at every Annual General Meeting . The report given by the statutory auditor on the financial statements of the Company is part of the Annual Report . There are no qualifications, observations or adverse remarks in the Auditors' Report for the financial year 2018-19 which require any clarification/explanation. The Notes on financial statements are self explanatory, and needs no further explanation.

SECRETARIAL AUDITOR AND THEIR REPORT

M/s Divanshu Mittal & Associates had been reappointed as Secretarial Auditor of the Company for the FY 2019-20. The Secretarial Audit Report for the financial year ended 31st March, 2019 is annexed herewith as **Annexure-I** to this Report.

FRAUDS REPORTED BY AUDITORS

The Statutory Auditors or Secretarial Auditor of the Company have not reported any frauds under section 143(12) of the Companies Act, 2013, including rules made thereunder.

EXTRACT OF ANNUAL RETURN

The details forming the part of the extract of Annual return as on 31st March, 2019 in form MGT-9 in accordance with Section 92(3) of the Company Act, 2013 read with Companies (Management and Administration) Rule, 2014 is annexed herewith as **Annexure-II** to this report.

RELATED PARTY TRANSACTIONS

There is no materially significant Related Party Transaction made by the Company during the year that would require shareholders approval under the Listing Regulations.

Details of the transaction with Related Parties are provided in accompanying financial statement. There was no transaction during the year which would require to be reported in form no AOC-2.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the Financial Year 2018-19, no Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 was made by the Company.

CHANGE IN CAPITAL STRUTURE AND LISTING OF SHARES

Presently the Company's shares are listed on the Bombay Stock Exchange (BSE). There are no changes in Capital Structure during the F.Y ended 31st March, 2019. Your company has not issued equity shares with differential rights as to dividends, voting or otherwise, and does not have ESOP scheme for its employees/Directors.

PARTICULARS OF EMPLOYEES

There was no employee receiving remuneration attracting provisions of section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) & (3) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16(1) (b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). In accordance with the provision of Section 152 of the Companies Act, 2013, none of Independent Director is liable to retire by rotation.

PERFORMANCE EVALUATION OF THE BOARD ,ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Meeting the requirements of the statute and considering Boards Performance evaluation as an important step for a board to transit to a higher level of performance, the Nomination and Remuneration Committee has laid down a comprehensive framework for carrying out the evaluation prescribed in the provisions of the Companies Act, 2013 read with rules issued thereunder and the Listing Regulations (including any statutory modifications or re- enactment (s) for the time being in force). The process for evaluation of the annual performance of the Director /Board/Committees was carried out. The overall outcome was positive.

VIGIL MECHANISM

A Vigil Mechanism Policy for Directors and employee of the Company is constituted as per Section 177 (9) to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on rising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and report etc.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review is presented in a separate section forming part of this Annual Report.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- (a) The Company is not covered under Section 135(2) of the Companies Act, 2013 and as such no disclosure regarding Corporate Social Responsibility is required under the said section or applicable rules.
- (b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
- (c) No significant or material orders were passed by the Regulators or Courts or Tribunals which

impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENT

Your Directors wishes to express its gratitude and record their appreciation for the commitment and dedicated efforts put in by all the employees. Your director take this opportunity of expressing the assistance and co-operation extended to the Company by banks, employees, members and all other persons.

For and on behalf of the Board of Directors

(Ketan Moolchand Shah)	(Sangeeta Ketan Shah)
DIRECTOR	DIRECTOR
DIN: 00312343	DIN: 05322039

Place: Bhilai
Date:14.08.2019

Annexure-I

FORM NO - MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

TO

THE MEMBERS

HEM HOLDINGS AND TRADING LIMITED

601/602A, FAIRLINK CENTRE, OFF ANDHERI LINK ROAD, ANDHERI (WEST), MUMBAI, M.H 400053

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HEM HOLDINGS AND TRADING LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the HEM HOLDINGS AND TRADING LIMITED books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st Day of March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by HEM HOLDINGS AND TRADING LIMITED for the Financial Year ended on 31st Day of March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) as well as the Companies Act, 1956 and the rules made there under ;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and Bye-Laws framed thereunder;
4. The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, as amended from time to time;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, as amended from time to time;

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

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

- ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange;
- iii. Securities and Exchange Board of India (Listing obligation and Disclosure requirements) Regulations, 2015;
- iv. The Reserve Bank of India, Regulations in context of NBFC's
- v. The Income Tax Act, 1961;

I have not examined Financial Laws and necessary Rules, as the same has been audited by other independent Professionals.

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

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.

All decisions at the Board Meetings and Committees Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

We have relied on the representation made by the Company and its officers for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

I 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 as mentioned above.

I further report that during the audit period there were no specific events / actions having a major bearing on the affairs of the company

FOR, DIVANSHU MITTAL & ASSOCIATES

**(DIVANSHU MITTAL)
COMPANY SECRETARIES
M. NO. FCS: 8703
CP NO.:13800**

DATE:10.07.2019

PLACE: JAIPUR

Annexure-II

EXTRACT OF ANNUAL RETURN (Form No. MGT-9)									
As on the Financial Year ended on 31.03.2019									
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]									
I. REGISTRATION AND OTHER DETAILS:									
i)	CIN:			L65990MH1982PLC026823					
ii)	Registration Date			01/04/1982					
iii)	Name of the Company			HEM HOLDINGS AND TRADING LIMITED					
iv)	Category / Sub-Category of the Company			Company Limited By Shares INDIAN NON- GOVERNMENT COMPANY					
v)	Address of the Registered office and contact details			601/602A, FAIRLINK CENTRE, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI, MAHARASHTRA - 400053					
vi)	Whether listed company Yes / No			YES					
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any			LINK INTIME INDIA PRIVATE LIMITED C101, 1ST FLOOR, 247 PARK, LAL BHADUR SHASTRI MARG, VIKHROLI (WEST), MUMBAI CITY, MUMBAI – 400083					
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY									
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:									
SR. NO.	Name and Description of main products / services			NIC Code of the Product/ service			% to total turnover of the company		
1	DIVIDEND			-			100%		
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -									
Sl. No.	NAME AND ADDRESS OF THE COMPANY		CIN/GLN		HOLDING/ SUBSIDIARY/		% of shares held	Applicable Section	
NIL									
4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)									
i) CATEGORY WISE SHAREHOLDING	NO. OF SHARES AT THE BEGINNING OF THE YEAR				NO. OF SHARES AT THE END OF THE YEAR				% CHANGE DURING THE YEAR
CATEGORY OF SHAREHOLDERS	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
A. Promoters									
(1) Indian	87,502	0	87,502	36.46%	91,802	-	91,802	38.25%	1.79%

(a) Individual/HUF	0	-	-	0.00%	-	-	-	0.00%	-
(b) Central Govt	0	-	-	0.00%	-	-	-	0.00%	-
(c) State Govt.	0	-	-	0.00%	-	-	-	0.00%	-
(d)Body Corporate	23,043	0	23,043	9.60%	23,043	-	23,043	9.60%	-
(e) Banks/ FI	0	-	-	0.00%	-	-	-	0.00%	-
(f) Any other	0	-	-	0.00%	-	-	-	0.00%	-
Subtotal (A) (1) :	110,545	0	110,545	46.06%	114,845	-	114,845	47.85%	1.79%
(2) Foreign	0	-	-	0.00%	0	-	-	0.00%	-
(a) NRI Individual	0	-	-	0.00%	0	-	-	0.00%	-
(b) Other Individual	0	-	-	0.00%	0	-	-	0.00%	-
(c) Body Corporate	0	-	-	0.00%	0	-	-	0.00%	-
(d) Banks/ FI	0	-	-	0.00%	0	-	-	0.00%	-
(e) Any other	0	-	-	0.00%	0	-	-	0.00%	-
Subtotal (A) (2) :									-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	110,545	0	110,545	46.06%	114,845	-	114,845	47.85%	1.79%
B. Public Shareholding									
(1) Institutions	0	-	-	0.00%	0	-	-	0.00%	-
(a) Mutual Fund	0	-	-	0.00%	0	-	-	0.00%	-
(b) Banks/ FI	0	-	-	0.00%	0	-	-	0.00%	-
(c) Central Govt	0	-	-	0.00%	0	-	-	0.00%	-
(d) State Govt (s)	0	-	-	0.00%	0	-	-	0.00%	-
(e) Venture Capital Fund	0	-	-	0.00%	0	-	-	0.00%	-
(f)Insurance Companies	0	-	-	0.00%	0	-	-	0.00%	-
(g) FII	0	-	-	0.00%	0	-	-	0.00%	-
(h) Foreign Venture Capital	0	-	-	0.00%	0	-	-	0.00%	-
(i) Funds other (Specify)	0	-	-	0.00%	0	-	-	0.00%	-
Subtotal (B) (1) :	0	-	-	0.00%	0	-	-	0.00%	-
(2)Non-Institutions									
(a) Body Corporate									

i) Indian	0	-	-	0%	0	-	-	0%	-
ii) Overseas	0	-	-	0%	0	-	-	0%	-
(b) Individuals									
i) holding nominal shares capital upto 2 lakh	60,853	68,602	129,455	53.94%	61,553	63,602	125,155	52.15%	(1.79%)
ii) holding nominal shares capital in excess of 1 lakh	0	-	-	-	-	-	-	-	-
(c) HUF	0	-	-	0%	0	-	-	0%	-
Subtotal (B) (2)	60,853	68,602	129,455	53.94%	61,553	63,602	125,155	52.15%	(1.79%)
Total Public Shareholding (B) = (B)(1)+(B)(2)	60,853	68,602	129,455	53.94%	61,553	63,602	125,155	52.15%	(1.79%)
C. Shares held by Custodian for GDRs & ADRs	0	-	-	0%	0	-	-	0%	-
Grand Total (A+B+C)	171,398	68,602	240,000	100%	176,398	63,602	240,000	100%	-

(ii). SHAREHOLDING OF PROMOTERS								
S R. N O	SHAREHOLDER'S NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR			SHAREHOLDING AT THE END OF THE YEAR			% CHANGE IN SHARE HOLDING DURING THE YEAR
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARED / ENCUMBERED TO TOTAL SHARES	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED / ENCUMBERED TO TOTAL SHARES	
1	KETAN M. SHAH	51,702	21.54%	-	51,702	21.54%	-	0.0%
2	PRABHA PLANTATIONS PVT. LTD	21,443	8.93%	-	21,443	8.93%	-	0.0%

3	SIM PRABHA ESTATES & TRADING CO PVT. LTD.	1,600	0.67%		1,600	0.67%	-	0.0%
4	SANGEETA K SHAH	35,800	14.92%		40,100	16.71%		1.79%
	TOTAL PROMOTER SHAREHOLDING	110,545	46.06%	-	114,845	47.85%	-	1.79%

(iii). CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR		Date 31/03/2019
	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	
KETAN M SHAH	51,702	21.54%	51,702	21.54%	No Change
SANGEETA K SHAH	35,800	14.92%			
PURCHASE (21.01.2019)	2300	0.96%			
PURCHASE (21.01.2019)	2000	0.83%			
TOTAL			40100	16.71%	1.79%
PRABHA PLANTATIONS PVT. LTD	21,443	8.93%	21,443	8.93%	No Change
SIM PRABHA ESTATES & TRADING CO PVT. LTD.	1,600	0.67%	1,600	0.67%	No Change

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDER OF GDRS & ADRS):

Sl No	PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY

01.	CHANDRI NAVEEN SHAH	5000	2.08%	5000	2.08%
02.	LILA MAHENDRA SHAH	4500	1.87%	4500	1.87%
03.	JITENDRA KUMAR SINGH	2300	0.958%	2300	0.958%
04.	UJVAL ROBIN DUTTA	2300	0.958%	2300	0.958%
05.	UTPAL DUTTA	2300	0.958%	2300	0.958%
06.	SHANKAR TARAFDAR	2300	0.958%	2300	0.958%
07.	RANJEET SINGH	2250	0.937%	2250	0.937%
08.	PRADEEP KUMAR DHURVE	2200	0.916%	2200	0.916%
09.	SAJAL KUMAR GHOSH	2200	0.916%	2200	0.916%
10.	MAHENDRA PRATAP SINGH	2200	0.916%	2200	0.916%
11.	ASRAF ALI	2300	0.958%	0	0.00%

(v). SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
KETAN M. SHAH	51,702	21.54%	51,702	21.54%
SANGEETA K. SHAH	35,800	14.92%		
PURCHASE (21.01.2019)	2300	0.96%		
PURCHASE (21.01.2019)	2000	0.83%		
TOTAL			40100	16.71%

V. INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

PARTICULARS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
-------------	----------------------------------	-----------------	----------	--------------------

Indebtedness at the beginning of the financial year	NIL
i) Principal Amount	
ii) Interest due but not paid	
iii) Interest accrued but not	
Total(i+ii+iii)	
Change in Indebtedness during the financial year	
- Addition	
- Reduction	
Net Change	
Indebtedness at the end of the financial year	
i) Principal Amount	
ii) Interest accrued but not due	
iii) Interest due but not paid	
Total (i+ii+iii)	

VI. REMUNERATION OF DIRECTORS			
A. Remuneration to Managing Director, Whole- time Directors and/or Manager:			
SN	Particulars of Remuneration	Mrs Sangeeta Ketan Shah (Managing Director)	Mr Ketan M Shah (Non-Executive Director)
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors (Rs in Lacs)

SN	Particulars of Remuneration	Mr Pankaj Sachdeva	Mr Mehul Nisar	Total Amount
1	Independent Directors			

	Fee for attending board committee meetings	0.05	0.01	0.06
	Commission			
	Others, please specify			
	Total (1)	0.05	0.01	0.06
2	Other Non-Executive Directors			
	Fee for attending board committee meetings			
	Commission			
	Others, please specify			
	Total (2)			
	Total (B)=(1+2)	0.05	0.01	0.06

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (Rs in Lacs)

SN.	Particulars of Remuneration	Mrs. Varsha Sahabani	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.75	0.75
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission -as % of profit -others, specify		
5	Others, please specify		
	Total	0.75	0.75

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishments or compounding of offences during the year ended 31st March, 2019.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Hem Holdings and Trading Limited is one of the certified non-deposit accepting (Category-B) NBFC business institution from Reserve Bank of India engaged in investments and other investment advisory financial services. Hem Holdings and trading limited since 1980 has been engaged in providing quality services in field of Investment and buying, selling, underwriting, investing, acquire and hold securities of every kind whether issued by Companies operating within India or outside.

GLOBAL ECONOMY

The global economic growth was weaker in 2018 by 20 bps compared with 3.8% growth in 2017, largely on account of the failure of Brexit negotiations, tightened financial conditions, geopolitical tension and higher crude oil costs. Global growth was revised downwards to 3.3% in the IMF's April 2019 forecast, which makes India, growing at around twice the global growth rate, one of the most attractive economies to be present in. *(Source: World Economic Outlook).*

THE INDIAN ECONOMY

India retained its position as the sixth largest and fastest-growing economy in 2018-19. After growing 7.2% in 2017-18, the Indian economy grew at 6.8% in 2018-19. The principal developments during the year comprised a sustained increase in per capita incomes, decline in national inflation, steady interest rates, declining crude oil prices, sustained government spending in digitisation, renewable energy capacity and infrastructure building.

INDUSTRY OVERVIEW

During the year, the financial services industry went through a turbulent phase. NBFCs in particular, experienced a liquidity crisis owing to asset-liability issues, the fallout of which was evident in pessimistic investor sentiment and an overall constrained access to capital.

The liquidity tightness promoted the RBI to cut the repo rate by 25 bps to 6%, the second cut in three months, making India the only economy in Asia to have had implemented two consecutive policy rate cuts. The combined 50 bps cut also reflected the RBI's intent of infusing liquidity to kickstart the economy which is experiencing a soft patch.

FUTURE PROSPECTUS

The Management is preparing a proper roadmap for future prospectus including value creation for Company.

INTERNAL CONTROL SYSTEM AND THEIR ACCURACY

The Company has built adequate systems and adopted a policy on Internal Financial Controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises a well-defined organisation structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility. The Audit Committee reviews the reports of the Internal Auditors and monitors the effectiveness and operational efficiency of these internal control systems. The Audit Committee gives valuable suggestions from time to time for improvement of the Company's business processes, systems and internal controls.

RISK CONCERN

The Company constantly manages monitors and reports on the principal risk and uncertainties that can have an impact on the Company. Your directors keep a close watch on the risk prone areas and take actions from time to time.

OPERATIONAL AND FINANCIAL PERFORMANCE

The total income for the financial year 2018-19 is Rs. 16.46 Lacs as against Rs. 16.32 lacs in previous financial year.

Profit before tax is Rs. 7.91 lacs in the FY 2018-19 against Rs.8.66 Lacs in previous year.

Profit After Tax is Rs.7.63 Lacs in the FY 2018-19 against Rs.8.20 lacs in previous financial year.

There are no significant changes in key financial ratios of the Company for F.Y. 2018-19 as compared to F.Y. 2017-18.

FORWARD LOOKING STATEMENTS

Statements in the Management Discussion and Analysis Report describing the Company's objective, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities law and Regulations. Actual results may differ materially from those expressed and implied. Important factors that could make a difference to the Companies operation include economic conditions affecting demand/supply and price conditions in the domestic and overseas market in which the company operates, change in government regulations, tax laws and other statutes and incidental factors.

For and on behalf of the Board of Directors

(Ketan Moolchand Shah) (Sangeeta Ketan Shah)

DIRECTOR

DIRECTOR

DIN: 00312343

DIN: 05322039

Date :12.08.2019

Place :Bhilai

INDEPENDENT AUDITOR'S REPORT

To the Members
HEM HOLDINGS AND TRADING LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Hem Holdings and Trading Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the statement of Profit and Loss, and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion & Analysis, Director's Report and Corporate Governance Report but does not include the Standalone Financial Statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

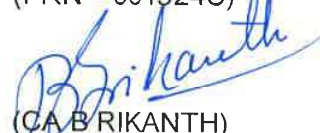
As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The 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 the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, no remuneration has been paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For M/s Taunk & Srikanth
Chartered Accountants
(FRN – 001524C)


(CA BRIKANTH)
Partner
Mem No.: 072217

Place: Bhilai
Date: 20th May 2019



ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT.**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Hen Holdings and Trading Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 ICAI.

Place: Bhilai
Date: 20th May 2019



For M/s Taunk & Srikanth
Chartered Accountants
(FRN - 001524C)


(CA B RIKANTH)
Partner
Mem No.: 072217

Annexure 'B' to the Auditors' Report

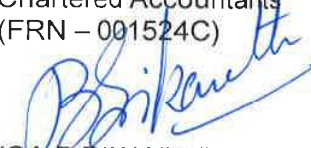
The Annexure referred to in our Report to the members of Hem Holdings and Trading Limited on the Financial Statements for the year ended 31st March, 2019.

- i. In respect of its Fixed Assets:-
 - a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, the Company has a program for the physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the company and nature of its assets. No significant discrepancies were noticed on such verification.
 - c. We have inspected the original deeds of the immovable properties of the company held as fixed assets which are in the custody of the Company. Based on our audit procedures and the information and explanation received by us, we report that all title deeds of immovable properties of the company held as fixed assets are held in the name of the Company. However, we express no opinion on the validity of the title of the Company to these properties.
- ii. In respect of its Inventories; there being no inventory, this clause is not applicable..
- iii. The Company has not granted any loans or advances in the nature of Loans to parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the question of reporting whether the terms and conditions of such loans are prejudicial to the interest of the Company, whether reasonable steps for recovery of overdue of such loans are taken does not arise.
- iv. In our opinion and according to information and explanations given to us, the Company has complied with provisions 4 of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- v. The Company has not accepted any deposits from the public during the period to which the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder are applicable.
- vi. According to the information and explanations provided by the management, the Company is not engaged in production of any such goods or provision of any such services for which Central Govt. has prescribed particulars relating to utilization of material or labour or other items of cost. Hence, no cost records as prescribed by the central government under section 148(1) of the Companies Act, 2013, have been prepared by the Company.
- vii. In respect of statutory dues:-
 - a. According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, Goods & Service Tax and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2019 for a period of more than six months from the date of becoming payable.



- b. There are no disputed statutory dues.
- c. According to the information and explanations given to us, the provisions of the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956, (1 of 1956) and the rules made thereunder is not applicable to the Company.
- viii. According to the records of the Company, the Company has not borrowed from financial institutions or banks or government or issued debentures till 31st March, 2019. Hence, in our opinion, the provisions of the said clause are not applicable.
- ix. The company has neither raised any money from public issue nor availed any term loan.
- x. In our opinion and according to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year, that causes the financial statements to be materially misstated.
- xi. During the year no managerial remuneration has been paid/provided by the company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company as prescribed under section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, no preferential allotment or private placement of shares or fully or partly convertible debentures has been made by the Company during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration..

For M/s Taunk & Srikanth
Chartered Accountants
(FRN – 001524C)


(CA B RIKANTH)
Partner
Mem No.: 072217



HEM HOLDINGS AND TRADING LTD.**BALANCE SHEET AS AT 31ST MARCH 2019**

Particulars	NOTES	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
<u>EQUITY & LIABILITIES</u>			
1 Shareholders' Fund			
(a) Share Capital	2	2400000.00	2400000
(b) Reserve & Surplus	3	21193708.40	20430201
		<u>23593708.40</u>	<u>22830201</u>
3 Current Liabilities			
(a) Other Current Liabilities	4	468757.06	393887
(b) Short Term Provisions	5	28000.00	126000
		<u>496757.06</u>	<u>519887</u>
	TOTAL	<u><u>24090465.46</u></u>	<u><u>23350088</u></u>
<u>ASSETS</u>			
1. Non Current Assets			
(a) Fixed Assets	6		
- Tangible Asset		134873.00	141972
(b) Non Current Investments	7	9547006.19	9547006
(c) Long Term Loans & Advances	8	12550086.31	12553736
		<u>22231965.50</u>	<u>22242714</u>
2. Current Assets			
Cash & Cash Equivalents	9	1783899.96	830784
Other Current Assets	10	74600.00	276590
		<u>1858499.96</u>	<u>1107374</u>
	TOTAL	<u><u>24090465.46</u></u>	<u><u>23350088</u></u>

SIGNIFICANT ACCOUNTING POLICIES - 1**Notes on Financial Statements - 2 to 17**

As per our report of even date attached

For and on Behalf of the Board

For M/s Taunk & Srikanth
Chartered Accountants
(FRN - 001524C)

(CA B Srikanth)
Partner
Mem No. 072217

Place: Bhilai

Dated: 20.05.2019



For, Hem Holdings and Trading Limited For, Hem Holdings and Trading Limited

(Ketan M. Shah)
DIRECTOR
DIN-00312343
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

(Sangeeta K. Shah)
DIRECTOR
DIN-05322039
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

Director

HEM HOLDINGS AND TRADING LTD.**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2019**

Particulars	NOTES	Current Year Rs.	Previous Year Rs.
INCOME :			
Revenue from Operations	11	647184.54	636843
Other Income	12	999478.00	996000
Total Revenue		<u>1646662.54</u>	<u>1632843</u>
EXPENDITURE :			
Finance Cost	13	33.00	0
Depreciation & Amortisation expense		7099.00	7472
Operating & Other Expenses	14	848965.56	759053
Total Expense		<u>856097.56</u>	<u>766525</u>
Profit before tax		790564.98	866318
Tax Expenses:-			
- Current tax		28000.00	46000
Profit/(Loss) for the Year		<u>762564.98</u>	<u>820318</u>
Earnings per share (of face value of rs 10 each) Basic & Diluted (In Rupees)	15	3.18	3.42

SIGNIFICANT ACCOUNTING POLICIES - 1**Notes on Financial Statements - 2 to 17**

As per our report of even date attached

For and on Behalf of the Board

For M/s Taunk & Srikanth
Chartered Accountants
(FRN - 001524C)

(Signature)
(CA B Srikanth)
Partner
Mem No. 072217
Place, Bhilai
Dated 20.03.2019



For, Hem Holdings and Trading Limited For, Hem Holdings and Trading Limited

(Signature)
Director
(Ketan M. Shah)
DIRECTOR
DIN-00312343
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

(Signature)
Director
(Sangeeta K. Shah)
DIRECTOR
DIN-05322039
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

HEM HOLDINGS AND TRADING LTD.Cash Flow Statement annexed to the Balance Sheet for the period 1st April 2018 - 31st March 2019

Particulars	31.03.2019 Rs.	31.03.2018 Rs.
A <u>Cash Flow from Operating Activities</u>		
Net Profit/(Loss) before tax and extraordinary items	790564.98	866318
Adjustment for Depreciation	7099.00	7472
Dividend Income	647184.54	636843
Profit/(Loss) on sale of Investment	-	(12330)
Operating Profit before Working Capital changes	150479.44	249277
Adjustment for :-		
- (Increase)/Decrease in Trade & Other Receivables	23350.00	(19700)
- Increase/(Decrease) in Current Liabilities	74870.06	54959
Cash Generated from Operations	248699.50	284536
Direct Taxes Paid / (Refund) Received - Net	(57232.00)	117400
Cash Flow before Extra Ordinary Items	305931.50	167136
Net Cash from Operating Activities	305931.50	167136
B <u>Cash Flow From Investing Activities</u>		
Sale of Investment	-	5000000
Purchase of Investment	-	(6000000)
Dividend Received	647184.54	636843
Profit/(Loss) on sale of Investment	-	(12330)
Net Cash from Investing Activities	647184.54	(375487)
C <u>Cash Flow from Financial Activities</u>		
Interest Paid	-	-
Net Cash from Financing Activities	-	-
Net Increase in Cash & Cash Equivalents (A+B+C)	953116.04	(208351)
Cash & Cash Equivalent as on 1st April, 2018	830783.92	1039135
Cash & Cash Equivalent as on 31st March, 2019	1783899.96	830784

As per our report of even date attached

For and on Behalf of the Board

For M/s Taunk & Srikanth
Chartered Accountants
(FRN - 001524C)

(CA B Srikanth)
Partner
Mem No. 072217

Place: Bhilai
Dated: 20.05.2019



For, Hem Holdings and Trading Limited For, Hem Holdings and Trading Limited

Ketan M. Shah
Director
(Ketan M. Shah)
DIRECTOR
DIN-00312343
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

Sangeeta K. Shah
Director
(Sangeeta K. Shah)
DIRECTOR
DIN-05322039
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

HEM HOLDINGS AND TRADING LTD.NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019NOTE - 1SIGNIFICANT ACCOUNTING POLICIES* Basis of Accounting

The financial statement have been prepared under the historical cost conventional accrual basis of accounting, in conformity 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. Accounting principles generally accepted in India requires management to make estimates and assumptions that affect the reported amounts of asset and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period.

* Use of Estimates

The preparation of financial statements are in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. Examples of such estimates include provisions for doubtful debts, provision for income taxes and the useful lives of fixed assets.

* Fixed Assets

Fixed Assets are stated at cost of acquisition and valued at Historical cost. Related pre operational expenses form part of the value of assets capitalized less Depreciation.

Directly identified expenses are being capitalized. All other allocable expenses during the period of construction for the project are being capitalized proportionately on the basis of the value of assets on date of production.

* Depreciation

Depreciation on depreciable assets has been provided in the books of accounts, as per the rates prescribed in schedule II of the companies Act, 2013 as per Straight Line Method.

Depreciation on additions to and deductions from fixed assets is being provided on pro-rata basis from /to the date of acquisition/disposal.

* Investments

Long term investments are carried out at cost less any other temporary diminution in value, determined on the specific identification basis.

Current investments are carried at the lower of cost and fair value. Profit & Loss on sale of investment is determined on specific identification basis.

* Inventories

The Company has no stock of raw material, stores, finished goods, spares etc.



* **Taxation**

Current tax is determined as the amount of tax payable in respect of taxable income for the years. Deferred tax is recognised, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets, other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax after the tax holiday period. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

Deferred Tax :-

Deferred tax asset or liability is recognised for timing differences between the profit as per financial statements and the profit offered for income tax, based on tax rates enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognised only if there is reasonable certainty that sufficient future taxable income will be available, against which they can be realized.

* **Revenue Recognition**

Mercantile method of accounting is employed. However where the amount is immaterial or negligible and or establishment of accrual or Determination of amount is not possible, no entries are made for the accruals.

Interest on allotment/call/refund money is accounted for on cash basis

* **Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowings costs are

* **Employees Benefits**

Provident Fund is a defined contribution scheme and the contribution is charged to the Profit & Loss A/c of the year when the contributions to the Government Funds is due.

Gratuity Liability is defined benefit obligations and are provided for on the basis of following formula:-

$$\text{Last drawn Salary} * 15/26 * \text{No. of Completed year of Services}$$

The above calculation is done only for those employees who have completed continuous five year of services. However, the above calculation of Gratuity is not as per Actuary Valuation

Short Term Compensated absences are provided for based on estimates. Long Term compensated absences are provided for based on actuarial valuation.

Actuarial gains or losses are immediately taken to the profit & loss account and are not deferred.

* **Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is normally charged to Profit & Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

* **Leases**

There are no Finance leases or leases of any other kind to be dealt with in the accounts

* **Foreign Currency Transactions**

There are no foreign currency transactions.



* **Earnings Per Share**

The Company reports Basic and Diluted Earnings Per Share (EPS/DEPS) in accordance with Accounting Standard 20 on "Earnings Per Share". Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

* **Provisions & Contingent Liabilities**

The Company recognizes provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for Contingent liabilities is made in the notes on accounts when there is a possible obligation or present obligations that may, but probably will not, require an outflow of

Contingent assets are neither recognised nor disclosed in the financial statements.

* **Trade Receivables & Payables**

Services rendered on credit are included in trade receivables at the balance sheet date & reduced by appropriate allowances for estimated doubtful amounts. Trade payables are stated at their nominal

* **Cash and Cash Equivalents**

For the purpose of the cash flows, cash & cash equivalents comprise cash on hand, balances with bank and deposits with banks.

NOTE 2 : SHARE CAPITAL

(a) **Authorised :**

250000 Equity Shares of Rs.10/- each

	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
Total	2500000.00	2500000

(b) **Issued, Subscribed and Paid up :**

240000 Equity Shares of Rs.10/- each fully paid up

Total	2400000.00	2400000
-------	------------	---------

(c) **Rights of shareholders:**

The Company has only one class of equity shareholders. Each holder is entitled to one vote per share.

In the event of liquidation, the shareholders of equity shares are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

(d) **Reconciliation of Equity Shares outstanding at the beginning & end of the year**

	Y.E. 31.03.2019	Y.E. 31.03.2018
Balance as on 1st April	240000.00	240000.00
Balance as on 31st March	240000.00	240000.00



(e) Shareholders holding more than 5% shares in the company

Name of Shareholders	Y.E. 31.03.2019		Y.E. 31.03.2018	
	(%)	Shares held	(%)	Shares held
1) Ketan Moolchand Shah	21.54%	51702	21.54%	51702
2) Sangeeta Ketan Shah	16.71%	40100	14.91%	35800
3) Prabha Plantations Pvt Ltd.	8.93%	21443	8.93%	21443

NOTE 3 : RESERVE & SURPLUS**General Reserve**

As per last Balance sheet

38400.00

38400

38400.0038400**Special Reserve Fund**

As per last Balance sheet

1463000.00

1423000

Add: Transfer from Profit & Loss for the year

37000.00

40000

1500000.001463000**Profit & Loss A/c**

As per last Balance sheet

18928801.42

18148483

Add: Profit/(Loss) for the year

763506.98

820318

19692308.40

18968801

Less: Appropriation

Transfer to Special Reserve Fund

37000.00

40000

(Excess) / Short IT Provision

(942.00)

-

19656250.4018928801

Total

21194650.4020430201**NOTE 4 : OTHER CURRENT LIABILITIES**

Liabilities for Expenses/Others

468757.06

393887

Total

468757.06393887**NOTE 5 : SHORT TERM PROVISIONS**

Tax Provision net of payments

28000.00

126000

Total

28000.00126000

HEM HOLDINGS AND TRADING LTD.

NOTE "6" : FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2018 Rs.	Addition Rs.	Sale Rs.	As at 31.03.2019 Rs.	Upto 01.04.2018 Rs.	For the Year Rs.	Upto 31.03.2019 Rs.	As at 01.04.2018 Rs.	As at 31.03.2019 Rs.	
Premises at Mumbai	834038	-	-	834038	692066	7099	699165	141972	134873	
TOTAL :	834038	-	-	834038	692066	7099	699165	141972	134873	
Previous Year	834038	-	-	834038	684594	7472	692066	149444	141972	



NOTE 7 : NON - CURRENT INVESTMENTS**LONG TERM INVESTMENT**

		As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
1500 Ballarpur Industries Limited	2.00	38970.00	38970
96 Central Bank of India	10.00	9828.00	9828
1000 Chambal Fertilizers & Chemicals Limited	10.00	20600.00	20600
750 East India Hotels Limited	2.00	22350.00	22350
528 Hindalco Industries Ltd.	1.00	68113.00	68113
400 Hindustan Unilever Limited	1.00	60024.00	60024
1000 Hindustan Zinc Limited	2.00	80412.14	80412
1375 ICICI Bank Limited	2.00	69000.00	69000
1000 IDBI Bank Limited	10.00	45099.00	45099
400 IDFC Bank Limited	10.00	37220.35	37220
400 Investment & Precision Casting Limited	10.00	50278.80	50279
900 National Thermal Power Co. Limited	10.00	139545.35	139546
420 Oil and Natural Gas Corporation Limited	5.00	39010.00	39010
66 Pfizer (India) Limited	10.00	45210.00	45210
500 Reliance Communications Limited	5.00	229292.76	229293
25 Reliance Power Limited	10.00	6880.00	6880
100 Sarda Energy & Minerals Limited	10.00	14483.50	14483
1000 Shri Bajrang Alloys Limited	10.00	27590.28	27590
200 Siemens Limited	2.00	100455.81	100456
48700 Simplex Castings Limited	10.00	1768630.83	1768631
600 State Bank of India Limited	1.00	63569.39	63569
3000 Sunflag Iron & Steel Co. Limited	10.00	55169.24	55169
800 Tamboli Capital Limited	10.00	15273.74	15274
	- A -	<u>3007006.19</u>	<u>3007006</u>
Aggregate Market Value of Quoted Shares		<u>6465538.00</u>	<u>9991841.00</u>
	<u>In Units of Mutual Fund - Quoted</u>		
6626 Franklin Templeton India Smaller Companies Fu	10.23	200000.00	200000
5726 HDFC Midcap Opportunities Fund	138.98	100000.00	100000
12951 HSBC Midcap Equity Fund Dividend Payout	12.05	140000.00	140000
3261 HSBC Midcap Equity Fund Growth Account	15.33	50000.00	50000
351253 (Nil) Reliance Large Cap Fund - Dividend Plan	17.08	6000000.00	-
5000 SBI Blue Chip Fund	10.00	50000.00	50000
Nil (351253) Reliance Top 200 Fund - Dividend Plan	17.08	-	6000000
	- B -	<u>6540000.00</u>	<u>6540000</u>
Aggregate Market Value of Units		<u>6908007.19</u>	<u>6888250</u>
TOTAL		<u>9547006.19</u>	<u>9547006.00</u>

NOTE 8 : LONG TERM LOAN & ADVANCES

(Unsecured and considered good)

(a) Other Loan & Advances

- Other Advance

	12550086.31	12553736
Total	<u>12550086.31</u>	<u>12553736</u>



NOTE 9 : CASH & CASH EQUIVALENTS

Cash in hand	89588.65	93195
Balance with schedule banks:		
- State Bank of India - Mumbai	141244.93	43660
- Axis Bank Ltd. - Bhilai	1553066.38	693929
Total	<u>1783899.96</u>	<u>830784</u>

NOTE 10 : OTHER CURRENT ASSETS

Other Current Assets	74600.00	276590
Total	<u>74600.00</u>	<u>276590</u>
	Year	Year
	2018 - 2019	2017 - 2018
	Rs.	Rs.

NOTE 11 : REVENUE FROM OPERATIONS

Dividend Received	647184.54	636843
Total	<u>647184.54</u>	<u>636843</u>

NOTE 12 : OTHER INCOME

Rent Received	992000.00	996000
Interest on IT Refund	7478.00	-
Total	<u>999478.00</u>	<u>996000</u>

NOTE 13 : FINANCE CHARGES

Interest Expenses		
- On Others	33.00	-
Total	<u>33.00</u>	<u>-</u>

NOTE 14 : OTHER EXPENSES

Advertisement	58485.00	53102
Bank Charges	6636.50	1951
Conveyance Expenses	-	420
Custody Fees	-	9532
Demat Charges	4447.46	1182
Directors Sitting Fees	6000.00	9000
E-Voting Expenses	5900.00	5900
Filing Fees	5000.00	7500
Fine & Penalty	11800.00	-
Listing Fees	295000.00	287500
Long Term Capital Loss	-	12330
	Year	Year
	2018 - 2019	2017 - 2018
	Rs.	Rs.
Miscellaneous Exp.	300.00	179
Postage & Telephone	3156.00	771
Printing & Stationery	632.00	3384
Professional Charges	135217.60	122186
Rates & Taxes	60480.00	59110
Remuneration to Auditors		
- For Audit Fees	29500.00	23000
- For Other Matters	5900.00	-
Registration & Renewal Expense	48511.00	22006
Repairs & Maintenance charges	40000.00	40000



Salary		132000.00	100000
	Total	<u>848965.56</u>	<u>759053</u>

NOTE 15 : EARNINGS PER SHARE

(a)	Net Profit after Tax	762564.98	820318
(b)	Total Weighted Average Number of Share for Basic Earning	<u>240000.00</u>	<u>240000</u>
(c)	Basic Earning Per Share (in Rs)	<u>3.18</u>	<u>3.42</u>

NOTE - 16 : INFORMATION ON RELATED PARTY TRANSACTION AS ON 31.03.2019

a)	<u>Related party and their relationship</u>		
	Key Mangement Personnel	Ketan M Shah, Sangeet Ketan Shah Pankaj Sachdeva & Mehul Nisar	

b)	Transaction with related party		2018 - 2019	2017 - 2018
	Directors Sitting Fee	Key Pers	6000.00	9000

c) There are no write offs/write back of any accounts or any other transaction with related parties.



NOTE -17 : OTHER NOTES

- a) Previous years figures have been regrouped / reclassified wherever necessary to conform with the classification to correspond with the current year classification / disclosure.
- b) There is no claim against the company not acknowledged as debts.
- c) Balance shown under the headings sundry creditors for Goods, expenses & others, sundry debtors, other current assets, banks and advances to suppliers are subject to confirmations. Necessary adjustment, if any will be made when the accounts are reconciled and settled.
- d) In the opinion of the management there is no such event occurred after the date of Balance sheet, which needs to be adjusted in these accounts.
- e) In the Opinion of the board of directors, the loans, advances and current assets have a value on realization in the ordinary course of business, at least equal to the amounts of which these are stated and that the provisions for the known liabilities are adequate and not in excess of the amount
- f) The Company's business activity falls within a single primary business segment within India viz finance and investments. As such there are no separate reportable Segments as per Accounting Standard 17.
- g) Details of Employee benefits as required by the Accounting Standard 15 "Employee Benefits" are given below:-
- Defined Contribution Plans
During the year the company has not employed more than 10 employees and therefore no Statutory Act Related employee are applicable. However company has not recognized any amount for Defined
- Defined benefit plan
No Provision of Gratuity and encashment of leave has been made for the employees up to 31.03.2019.
- h) There being no dealings with Micro, Small and Medium Enterprises, there are no out standings to such parties.

For M/s Taunk & Srikanth
Chartered Accountants
(FRN - 001524C)

(CA B Srikanth)
Partner
Mem No. 072217

Place: Bhilai
Dated: 20.05.2019



For, Hem Holdings and Trading Limited For, Hem Holdings and Trading Limited

(Ketan M. Shah)
DIRECTOR
DIN-00312343
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

(Sangeeta K. Shah)
DIRECTOR
DIN-05322039
A-5, Surya Vihar,
Junwani Road,
Bhilai - 490020

Director

HEM HOLDINGS AND TRADING LTD.**BALANCE SHEET SUB GROUPING AS ON 31ST MARCH 2019**

	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
<u>LONG TERM LOAN & ADVANCES</u>		
<u>Other Loan & Advance:-</u>		
Stock Holding Corpn. of India	-	3650
BEST Undertaking	1000.00	1000
Mahanagar Telephone Nigam Ltd	1050.00	1050
Nobel Exports	12548036.31	12548036
Total	<u>12550086.31</u>	<u>12553736</u>
<u>CASH & CASH EQUIVALENT</u>		
State Bank of India - Mumbai	141244.93	44309
Axis Bank Ltd. - Bhilai	1553066.38	693929
Total	<u>1553066.38</u>	<u>693929</u>
<u>OTHER CURRENT ASSETS</u>		
Advance Tax (Incl TDS 2017-18)	-	139490
Advance Tax (Incl TDS 2018-19)	-	117400
Advance Tax (Incl TDS 2019-20)	74600.00	-
Kaya Media Ventures	-	13800
Indiabulls Commercial Credit Ltd.	-	5900
Total	<u>74600.00</u>	<u>276590</u>
<u>OTHER CURRENT LIABILITIES</u>		
<u>Liabilities for Expenses:-</u>		
Audit Fees Payable	29500.00	23000
Ajay Kumar Srivastava - SD	349600.00	342400
Stock Holding Corpn. of India	797.46	-
Agrawal Shukla & Co	2000.00	-
Link Intime Pvt. Ltd.	7598.60	7434
Directors Meeting Fee Payable	15000.00	9000
Salary Payable	63000.00	-
Satish Batra & Associates	-	9350
TDS Payable	1261.00	2703
Total	<u>468757.06</u>	<u>393887</u>
<u>SHORT TERM PROVISIONS</u>		
Provision for Tax AY 2019-20	28000.00	-
Provision for Tax AY 2018-19	-	46000
Provision for Tax AY 2017-18	-	80000
Total	<u>28000.00</u>	<u>126000</u>

HEM HOLDINGS AND TRADING LIMITED

CIN: L65990MH1982PLC026823

Regd office: 601/602A, Off Andheri Link Road, Fairlink Center, Andheri (West) Mumbai-53.

PROXY FORM (Form No.MGT-11)

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

Name of the member(s)(Sole /first Shareholder)	
Name of Joint Holder, if any	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	
No. of Shares held	

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

1. Name: _____ Email Id: _____

Address: _____

Signature: _____, or failing him / her

2. Name: _____ Email Id: _____

Address: _____

Signature: _____, or failing him / her

3. Name: _____ Email Id: _____

Address: _____

Signature: _____

as my/our Proxy to attend and vote for me /us and on my / our behalf at the 37th Annual General Meeting of the Company, to be held Thursday, 26th September, 2019 at 04.30 P.M at and at Shri Ramkrishna Bajaj Conference Room, Maharashtra Chamber of Commerce, Industry & Agriculture ,Oricon House, 6th Floor, Kala Ghoda, Fort, Mumbai - 400 001 any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Particulars	Vote (See Note 3)	
		For	Against
Ordinary Business			
1	To receive, consider and approve the Audited Financial Statement of the Company for the financial year ended 31 st March, 2019 together with Reports of Directors and Auditors thereon		
2	To consider appointment of a Director in place of Mr. Ketan M Shah(DIN:00312343) who retires by rotation and being eligible offer himself for re-appointment.		
Special Business			
3	To Consider the appointment of Mr. Rahul Sethi (DIN:01033208) as Independent Director of the Company.		

Signed this..... day of.....2019.

Signature of Shareholder

Signature of Proxy holder(s)

Please affix Re.1/- revenue stamp

NOTE:

1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
3. It is optional to put a “X” in the appropriate column against the Resolutions indicated in the Box. If you leave the “For” or “Against” column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

HEM HOLDINGS AND TRADING LIMITED

CIN: L65990MH1982PLC026823

Regd office: 601/602A, Off Andheri Link Road, Fair Link Centre, Andheri (West) Mumbai-53.

Tel. No.: 022-40034768, E-mail Id: compliance@hemholdings.com,

Website: www.hemholdings.com

ATTENDANCE SLIP FOR 37 th ANNUAL GENERAL MEETING		
Registered Folio / DP ID & Client ID		
No. of Shares		
Name and Address of the Shareholder(s):		
Joint Holder(s):		
I/we hereby record my/our presence at the 37 th Annual General Meeting of the Company held at “Shri Ramkrishna Bajaj Conference Room, Maharashtra Chamber of Commerce, Industry & Agriculture ,Oricon House, 6th Floor, Kala Ghoda, Fort, Mumbai - 400 001” on Thursday, 26 th September, 2019 at 4.30 p.m.		
If Shareholder(s), please sign here		If Proxy, please mention name and sign here
		Name of the Proxy
		Signature
Note: Please sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.		

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Sequence Number (EVEN)	User ID	*Default PAN
190237		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: Please read the instructions for e-voting given along with notice of the 37th Annual General Meeting. The Voting period starts from Monday, 23rd September, 2019 (9.00 a.m.) and ends on Wednesday, 25th September, 2019 (5.00 p.m.). The voting module shall be disabled by Link Intime India Private Limited for voting thereafter.