

# SAIANAND COMMERCIAL LIMITED

CIN NO: L51900MH1984PLC034881

**Date: 03.10.2017**

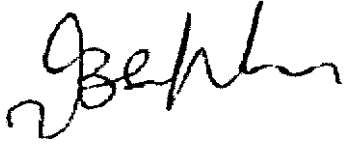
To,  
**Listing Department,**  
BSE Limited,  
P J Tower, Dalal Street  
Mumbai-400001

**Sub:** Submission of Annual report of 33<sup>rd</sup> Annual General meeting for the FY 2016-17 held on 29<sup>th</sup> September, 2017 – Regulations 34 of the SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015

Dear Sir/Madam,

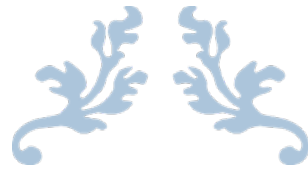
In pursuance with the Regulations 34 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the 33<sup>rd</sup> Annual General Meeting for the F.Y 2016-17 held on Friday, 29<sup>th</sup> September, 2017 at 1:00 P.M at BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex Mumbai Mumbai City Mh 400051 In

For and on behalf of  
**Saianand Commercial Limited**



JITENDRA SHAH  
CHAIRMAN  
DIN: 07184617





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# SAIANAND COMMERCIAL LIMITED

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33<sup>rd</sup> ANNUAL REPORT

2016-2017

BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX  
MUMBAI Mumbai City MH 400051 IN

**33<sup>RD</sup> ANNUAL REPORT 2016-2017****SAIANAND COMMERCIAL LIMITED****BOARD OF DIRECTOR**

JITENDRA BABULAL SHAH	DIRECTOR
KARISHMA VIKRAM SANGHVI	DIRECTOR
VIKRAM CHAMPAKLAL SANGHVI	DIRECTOR

**AUDITOR**

M/S. RISHI SEKHRI AND ASSOCIATES,  
CHARTERED ACCOUNTANTS,  
Mumbai

**SHARE TRANSFER AGENT****M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED**

B-302, Sony Apartment, Opp. St. Judge's High School,  
Off Andheri-Kurla Road, Jarimari, Sakinaka,  
Mumbai-400072 Maharashtra, INDIA  
Ph No: +91-22-2852 0461 / 2852 0462  
Fax No: +91-22-2851 1809  
E mail: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

**REGISTERED OFFICE**

SHOP 218, VEENA MALL, WESTERN EXPRESS HIGHWAY,  
KANDIVALI EAST, NEAR SAIDHAM MANDIR,  
MUMBAI-400101, MAHARASHTRA, INDIA

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NOTICE OF 33<sup>rd</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **33rd ANNUAL GENERAL MEETING** of the Members of **SAIANAND COMMERCIAL LIMITED** will be held at the Registered office of the Company situated at **BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051 on Friday, 29th day of September, 2017 at 1:00 P. M.** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To Re appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

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

**SPECIAL BUSINESS:**

3. To regularise appointment of Mr. Vikram Champaklal Sanghvi, Additional Director as Independent Director of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Vikram Champaklal Sanghvi (DIN: 03552193), who had been appointed as an Additional Independent Director of the Company by the Board of Directors with effect from March, 08<sup>th</sup>, 2017 and who holds office upto the date of this Annual General Meeting ('AGM') be and is hereby regularised as Independent Director of the Company to hold office for a term of five years calculated with effect from 08<sup>th</sup> March, 2017, not liable to retire by rotation.

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

4. To regularise appointment of Mr. Jitendra Babulal Shah, Additional Director as Independent Director of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Jitendra Babulal Shah (DIN: 07184617), who had been appointed as an Additional Independent Director of the Company by the Board of Directors with effect from March, 08<sup>th</sup>, 2017 and who holds office upto the date of this Annual General Meeting ('AGM') be and is hereby regularised as Independent Director of the Company to hold office for a term of five years calculated with effect from 08<sup>th</sup> March, 2017, not liable to retire by rotation.

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

5. To regularise appointment of Ms. Karishma Vikram Sanghvi, Additional Director as Women Director of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Karishma Vikram Sanghvi (DIN: 05017947), an Non-Executive Women Director of the Company, who had been appointed as an Additional Director by the Board of Directors with effect from March, 08<sup>th</sup>, 2017 and who holds office upto the date of this Annual General Meeting ('AGM') be and is hereby regularised as Women Director of the Company.

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

By Order of the Board  
For SAIANAND COMMERCIAL LIMITED

PLACE: MUMBAI  
DATE: 06.09.2017

Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 22<sup>nd</sup> September, 2017 to 29<sup>th</sup> September, 2017.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.
5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.
6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as “Proxy” or

“Representative” as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.

7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
8. To facilitate easy and cheap transactions in its shares, the Company has de-materialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
11. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking appointment/ re-appointment at the ensuing Annual General Meeting is as under:

Name of Director	Vikram Champaklal Sanghvi	Jitendra Babulal Shah	Karishma Vikram Sanghvi
DIN	03552193	07184617	05017947
Date of Birth	12/09/1976	12/07/1972	15/07/1978
Date of Appointment	08/03/2017	08/03/2017	08/03/2017
Shareholding in the Company	NA	NA	NA
List of outside Directorships held(Public Limited Companies)	NA	NA	-
Chairman/ Member of the Committee of the Board of Directors of the Company	Member	Chairperson	Member
Chairman/ Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director a) Audit Committee b) Stakeholders' Relationship Committee	NA	NA	NA

**SHAREHOLDER INSTRUCTIONS FOR E-VOTING**

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

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 26.09.2017 AT 09.00 A.M. and ends on 28.09.2017 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SAIANAND COMMERCIAL LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians

CIN: L51900MH1984PLC034881

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

The Company has appointed CA Nikunj Unadkat, Practicing Chartered Accountant as the Scrutinizer for purpose of E voting to count the votes casted in favor or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

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

**By Order of the Board  
For SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 06.09.2017**

**Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING****Item no. 4**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Vikram Champaklal Sanghvi** as an Additional Director (Independent) with effect from March 08<sup>th</sup>, 2017, subject to consent by the members of the company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, **Mr. Vikram Champaklal Sanghvi** holds office till the date of AGM and is eligible for being appointed as an Independent Director.

**Mr. Vikram Champaklal Sanghvi** has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

He has worked with many leading Companies/entities His expertise will immensely help the Company in its future growth.

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

Your Directors recommend the resolution at Item No. 4 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

**Item no. 5**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Jitendra Babulal Shah** as an Additional Director (Independent) with effect from March 08<sup>th</sup>, 2017, subject to consent by the members of the company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, **Mr. Jitendra Babulal Shah** holds office till the date of AGM and is eligible for being appointed as an Independent Director.

**Mr. Jitendra Babulal Shah** has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

He has been previously associated with Companies/entities like He has worked with many leading Companies/entities. He has a vast and diverse experience.

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

Your Directors recommend the resolution at Item No. 5 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

**Item no. 6**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed **Ms. Karishma Vikram Sanghvi**, an Executive Women Director as an Additional Director with effect from March 08<sup>th</sup>, 2017, subject to consent by the members of the company at the ensuing Annual General Meeting ("AGM").

CIN: L51900MH1984PLC034881

As an Additional Director, **Ms. Karishma Vikram Sanghvi** holds office till the date of AGM and is eligible for being appointed as an Women Director as per the provisions of section 149 of the Companies Act, 2013 and Rule 3 of The Companies (Appointment and Qualification of directors) Rules, 2014.

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

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

Your Directors recommend the resolution at Item No. 6 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

By Order of the Board  
For SAIANAND COMMERCIAL LIMITED

PLACE: MUMBAI  
DATE: 06.09.2017

Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617

#### Route Map to the Venue:



**DIRECTORS' REPORT**

**Dear Shareholders,**

Your Directors here by present the 33rd Annual Report together with the Audited statements of Accounts for the financial year ended on 31st March 2017.

**FINANCIAL SUMMARY OR HIGHLIGHTS OF PERFORMANCE:****In Rs.**

<b>PARTICULARS</b>	<b>2016-17</b>	<b>2015-16</b>
<b>Total Income/Revenue</b>	<b>50,75,804.00</b>	<b>0.00</b>
<b>Total expenses</b>	<b>5,621,670</b>	<b>252,993</b>
<b>Taxes</b>		
- Current Tax	<b>0.00</b>	<b>0.00</b>
- Deferred Tax	<b>0.00</b>	<b>0.00</b>
<b>Profit After Tax</b>	<b>- 544,965.00</b>	<b>- 252,993.00</b>

**OPERATIONS REVIEW:**

During the year under review due to financial crisis company has not carried out any business activities and faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs. **5,44,965/-**.

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

The Company had business activity in the nature of trading of consumer goods and shares and stocks, and has made revenue of Rs. 50,75,804 (Rupees Fifty Lacs Seventy Five Thousand Eight Hundred Four Only) from the business during the year under review.

**DIVIDEND:**

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

**TRANSFER TO RESERVES:**

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

**SHARE CAPITAL:**

The issued, subscribed and paid up capital of the Company is Rs 113600000 divided into 11360000 equity shares of Rs 10/- each. There has been no change in the share capital of the Company during the year.

**SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

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

**DEPOSIT:**

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

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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

**RELATED PARTY TRANSACTIONS:**

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

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

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

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

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

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

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

Name of Director	DIN	Appointment/Change in Designation/Cessation	Date of Appointment/Change in Designation/Cessation
Vikram Champaklal Sanghvi	03552193	Appointment	08/03/2017
Jitendra Babulal Shah	03552193	Appointment	08/03/2017
Karishma Vikram Sanghvi	05017947	Appointment	08/03/2017
Vipul Shantilal Trivedi	01531954	Cessation	06/09/2017
Nileshkumar Tribhovandas Kava	01618499	Cessation	06/09/2017
Dinaben Ganatra	07265796	Cessation	06/09/2017

Mr. **Vikram Champaklal Sanghvi** (DIN:), Mr. **Jitendra Babulal Shah** (DIN:) and Mrs. **Karishma Vikram Sanghvi** (DIN:) were appointed as Additional Director.

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

**DECLARATION BY INDEPENDENT DIRECTORS:**

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

**MEETINGS:**

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year 5 (Five) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

**AUDIT COMMITTEE:**

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

**NOMINATION AND REMUNERATION COMMITTEE:**

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

**STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

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

**BOARD EVALUATION:**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried

out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

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

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

**REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:**

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

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

**AUDITORS AND AUDITORS' REPORT:**

M/s. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, Mumbai (FRN 128216W), Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

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

**COST AUDITOR AND COST AUDIT REPORT:**

Cost Audit is not applicable to your Company.

**EXTRACT OF ANNUAL RETURN:**

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

**SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:**

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

## QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:

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

**INTERNAL CONTROL SYSTEMS:**

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

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

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

**PARTICULARS OF EMPLOYEES:**

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

**TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

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

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

**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

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

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

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

**BUSINESS RISK MANAGEMENT:**

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

- a. Government Policies
- b. Human Resource Risk

**VIGIL MECHANISM**

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

**ACKNOWLEDGEMENT:**

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

PLACE: MUMBAI  
DATE: 06.09.2017

By Order of the Board  
For SAIANAND COMMERCIAL LIMITED

Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617

**Annexure to Director's Report****Particulars of Loans, Investment and Guarantees****Amount outstanding as at 31<sup>st</sup> March, 2017**

<b>Particulars</b>	<b>Rupees in Lacs</b>
	<b>Amount</b>
Loans given	372.23
Guarantee given	0.00
Investments	331.30

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

PLACE: MUMBAI  
DATE: 06.09.2017

By Order of the Board  
For SAIANAND COMMERCIAL LIMITED

Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617



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

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**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

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

**2. OVERALL REVIEW:**

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

**3. RISK AND CONCERNS:**

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

**4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:**

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

**5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

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

**6. CAUTIONARY STATEMENT:**

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

**By Order of the Board  
For SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 06.09.2017**

**Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617**

**Annexure to Director's Report****Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

To,  
The Members,  
**SAIANAND COMMERCIAL LIMITED**  
MUMBAI

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2017** according to the provisions of:

- i) The Companies Act, 2013 and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the

Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.

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

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

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

- a) Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- b) Updating of website with regard to various policies is pending.**
- c) The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- d) As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- e) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- f) The company has not maintained the attendance register for Board and committee meeting.**
- g) Statutory Registrar as per companies Act 2013 is yet to be updated.**
- h) Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.**

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

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

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

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

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

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.

2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

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

For, RSP & Co.  
Company Secretaries

PLACE: REWA  
DATE: 12.08.2017

CS Ravendra Singh Parihar  
ACS No: 48623  
C. P. NO.: 17714

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

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**ANNEXURE-A**

To,  
The Members,  
**SAIANAND COMMERCIAL LIMITED**  
MUMBAI

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

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

**For, RSP & Co.**  
**Company Secretaries**

**PLACE: REWA**  
**DATE: 12.08.2017**

**CS Ravendra Singh Parihar**  
**ACS No: 48623**  
**C. P. NO.: 17714**

**Annexure to Director's Report****REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

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

**BOARD OF DIRECTORS:**

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

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

During the financial year 2016-17 the Board met 5 (Five) times on 25.05.2016, 12.08.2016, 14.11.2016, 13.02.2016, and 08.03.2017. Attendance record of Directors attending the Board meetings and Annual General Meetings:-

Name of the Director	Category	No. of Board Meetings Attended	Last AGM attendance
Jitendra Babulal Shah (Appointed as on 08.03.2017)	Non - Executive (Director)	1	N/A
Vikram Champaklal Sanghvi (Appointed as on 08.03.2017)	Non-Executive Independent Director	1	N/A
Karishma Vikram Sanghvi (Appointed as on 08.03.2017)	Non-Executive Independent Director	1	N/A
VIPUL TRIVEDI Resigned as on 06.09.2017	Non-Executive Independent Director	5	YES
NILESHKUMAR KAVA Resigned as on 06.09.2017	Non - Executive (Director)	5	YES
DINABEN GANATRA Resigned as on 06.09.2017	Non-Executive Independent Director	5	YES

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

**AUDIT COMMITTEE**

The Audit Committee of the Company presently comprises of three Directors being Mr. Jitendra Babulal Shah, Mr. Vikram Champaklal Sanghvi and Mrs. Karishma Vikram Sanghvi. Previously during the Year 2016-2017 the committee comprised of Mr. Vipul Trivedi, Mr. Nileshkumar Kava And Ms. Dinaben Ganatra. The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the SEBI (LODR) Regulation, 2015.

**Role/ Functions of the Committee:**

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

**Powers of the Committee:**

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

**ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS:**

During the year the Audit Committee met 4 times on 25.05.2016, 12.08.2016, 14.11.2016 and 15.02.2017 attendance of the members as under:

Name	Attended	Name	Attended
VIPUL TRIVEDI	4	Jitendra Babulal Shah	N/A
NILESHKUMAR KAVA	4	Vikram Champaklal Sanghvi	N/A
DINABEN GANATRA	4	Karishma Vikram Sanghvi	N/A

**NOMINATION AND REMUNERATION COMMITTEE**

Nomination and Remuneration Committee has been re-constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 08.03.2017 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being Mr. Jitendra Babulal Shah, Mr. Vikram Champaklal Sanghvi and Mrs. Karishma Vikram Sanghvi.

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

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

**Nomination and Remuneration Policy:**

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

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

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

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Stakeholders Relationship Committee has been constituted in align with the provisions of Section 178 of the Companies Act, 2013 to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc. During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee.

This committee presently consists of three directors namely, Mr. Jitendra Babulal Shah, Mr. Vikram Champaklal Sanghvi and Mrs. Karishma Vikram Sanghvi.

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

Financial Year	Location	Date & Time	Particulars of the Special Resolution
32 <sup>nd</sup> 2015-16	Shop 218, Veena Mall, Western Express Highway, Kandivali East, Near Saidham Mandir Mumbai-400101	28.09.2016	No Special resolution passed.
31st	Shop 218, Veena Mall, Western Express	28.09.2015	Change of Statutory Auditor of

2014-15	Highway, Kandivali East, Near Saidham Mandir Mumbai-400101	12 PM	the company
30th 2013-14	Shop 218, Veena Mall, Western Express Highway, Kandivali East, Near Saidham Mandir Mumbai-400101	27.09.2014 11 AM	Adaption of new set of article of association (AOA)
No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.			

**DISCLOSURES**

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

**CEO / CFO CERTIFICATION:**

Pursuant to the requirements of Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2016 – 17, was placed at the meeting of Board of Directors held on May 25, 2016.

**MEANS OF COMMUNICATION**

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

**GENERAL SHAREHOLDERS INFORMATION**

Financial Year	1st April to 31st March		
Date and time of Annual General Meeting	Friday, 29th September, 2017 at 01:00 P.M.		
Venue of Annual General Meeting	BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX MUMBAI Mumbai City MH 400051 IN		
Dates of Book Closure	22.09.2017 to 29.09.2017		
Listing on Stock Exchange	BSE Limited, Mumbai		
Stock Code and Scrip ID	512097 (BSE) and SAICOM (BSE)		
Demat ISIN No.	INE092G01016		
Financial for Reporting 2016-2017 (tentative schedule)			
<b>Quarterly Financial Results</b>	<b>Date of Board Meeting</b>	<b>Quarterly Financial Results</b>	<b>Date of Board Meeting</b>
First Quarter Results	Before 15.08.2016	Third Quarter Results	Before 15.02.2017
Second Quarter Results	Before 15.11.2016	Fourth Quarter Results	Before 15.05.2017

**CATEGORIES OF SHAREOWNERS AS ON 31.03.2017**

Category	No. of Shares Held	Voting Strength (%)
<b>Promoters</b>	--	--
<b>Individuals</b>		
Share capital up to Rs. 1 Lakh	751187	6.61
Share capital in excess of Rs. 1 Lakh	1046965	9.22
Bodies Corporate	9502790	83.65
NRIs/ OCBs	27921	0.25
Hindu Undivided Families	31137	0.27
<b>Total</b>	<b>11360000</b>	<b>100.00</b>

**DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2017**

Share Balance	Holders	% of Total	Total Shares	% of Total
Upto -- 2,500	2348	96.87	550845	4.85
2,501 -- 5,000	41	1.69	144611	1.27
5,001 -- 10,000	19	0.78	128274	1.13
10,001 -- 20,000	5	0.21	61569	0.54
20,001 -- 30,000	1	0.04	27701	0.24
30,001 -- 40,000	0	0	--	--
40,001 -- 50,000	1	0.04	47000	0.41



50,001	--1,00,000	0	0	--	--
1,00,001	and above	9	0.37	10400000	91.56
<b>Total</b>		<b>2424</b>	<b>100.00</b>	<b>11360000</b>	<b>100.00</b>

**STOCK MARKET DATA**

Details not available as Order passed by Stock Exchange (BSE Limited) vide Notice No. 20150227-27 dated 27.02.2015 with effect from 04.03.2015.

**REGISTRAR AND SHARE TRANSFER AGENT**

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

**SHARE TRANSFER SYSTEM**

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

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

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

**ADDRESS FOR CORRESPONDENCE:**

BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX MUMBAI  
Mumbai City MH 400051 IN

**Investors Correspondence/ Complaints to be address to:****JITENDRA BABULAL SHAH**

Director and Compliance Officer

E-mail: compliancesaianand@gmail.com

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

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To  
The Members of  
SAIANAND COMMERCIAL LIMITED  
Mumbai

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company.

The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2017 as envisaged in SEBI (LODR) Regulation, 2015.

By Order of the Board  
For SAIANAND COMMERCIAL LIMITED

PLACE: MUMBAI  
DATE: 06.09.2017

Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617

**Annexure to Director's Report****FORM NO. MGT 9**

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2016

**I. REGISTRATION AND OTHER DETAILS:**

CIN:	L51900MH1984PLC034881
Registration Date	22/12/1984
Name of the Company	SAIANAND COMMERCIAL LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address of the registered office and contact details	BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX MUMBAI, MH 400051 IN E mail: COMPLIANCE@SAIANAND.COM
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S. SATELLITE CORPORATE SERVICES PRIVATE LIMITED B-203, SONY APT., OPP. ST. JUDE'S HIGH SCHOOL, 90FT ROAD, JARIMARI, SAKINAKA, MUMBAI-400072

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

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

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

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

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):****i Category-wise Share Holding pattern:-**

Category of Shareholders	No. of Shares held at the end of the year as on 31.03.2017				No. of Shares held at the beginning of year as on 01.04.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	0	0	0	0	0	0	0	0	0
2. Foreign	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = 1+2	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corporate	492790	9010000	9502790	83.65	503540	9010000	9513540	83.75	-0.10
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	748087	3100	751187	6.61	693758	3000	696758	6.13	0.48

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	46965	1000000	1046965	9.22	93035	1000000	1093035	9.62	0.40
c) Others (specify)									
-NRI	27921	0	27921	0.25	28021	0	28021	0.25	0
-HUF	31137	0	31137	0.27	28646	0	28646	0.25	0.02
-Clearing Members	0	0	0	0	0	0	0	0	0
B) = (B) (1) + (B) (2) + c		10	11360000	100.00	1347000	10013000	11360000	100	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1346900	10013100	11360000	100	1347000	10013000	11360000	100	0

**ii Shareholding of Promoters:-**

Sl. No.	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 Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
-----NIL-----								

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

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2016		Cumulative Shareholding during the year 31.03.2017	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	INDURAM DEVELOPERS PVT. LTD.	1500000	13.20	1500000	13.20
2	SHAH REALCOM PVT. LTD	1500000	13.20	1500000	13.20
3	SHALIBHADRA STEEL PVT. LTD.	1500000	13.20	1500000	13.20
4	SHANTI TRADELINK PVT. LTD.	1500000	13.20	1500000	13.20
5	SOMAR COMMODITIES PVT LTD	1500000	13.20	1500000	13.20
6	VISHAL REALITY MANAGEMENT LTD.	1500000	13.20	1500000	13.20
7	NEHA R SHETHWALA	1000000	8.80	1000000	8.80
8	ROBINSON WORLDWIDE TRADE LIMITED	200000	1.76	200000	1.76
9	SWAKSHA VYAPAAR PRIVATE LIMITED	200000	1.76	200000	1.76
10	NAILESH SWARUPCHAND MEHTA	47000	0.41	47000	0.41

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

**V. INDEBTEDNESS:**

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

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

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

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

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

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

By Order of the Board  
For SAIANAND COMMERCIAL LIMITED

PLACE: MUMBAI  
DATE: 06.09.2017

Sd/-  
(JITENDRA SHAH)  
CHAIRMAN  
DIN: 07184617

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

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

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

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

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

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

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

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

**Place: Mumbai  
Date: 29/05/2017**

## Independent Auditors' Report

To,  
THE MEMBERS OF  
**SAIANAND COMMERCIALS LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **SAIANAND COMMERCIALS LIMITED**, which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

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

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

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give

a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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**Report on other Legal and Regulatory Requirements**

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
  - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

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

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

**Place: Mumbai  
Date: 29.05.2017**

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

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

1. The company does not have any Fixed Assets. Hence, clause (i) (a) (b) & (c) are not applicable to the company.
2. In respect of inventories:
  - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
3. As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) to (c) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The company has not accepted any deposits from the public.
6. The Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
7. In respect of Statutory dues:
  - a) According to information & explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable
  - b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
8. The Company does not have any loans or borrowings from any financial institution, banks, and government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its Officers or employees has been noticed or reported during the year.

11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

**Sd/-  
CA RISHI SEKHRI  
PARTNER  
M.NO. 126656**

**Place: Mumbai  
Date: 29.05.2017**

**Annexure “B” to the Auditors’ Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **SAIANAND COMMERCIALS LIMITED** as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

**Place: Mumbai  
Date: 29.05.2017**

**SAIANAND COMMERCIAL LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2017**

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	2	113,600,000	113,600,000
(b) Reserves and Surplus	3	350,195,321	350,740,286
(c) Money received against share warrants		-	-
<b><u>(2) Share Application money pending allotment</u></b>			
		-	-
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b><u>(4) Current Liabilities</u></b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	10,000	10,000
(c) Other Current Liabilities	5	-	103,050
(d) Short-Term Provisions	6	157,000	157,000
<b>Total Equity &amp; Liabilities</b>		<b>463,962,321</b>	<b>464,610,336</b>
<b>II. ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
<b><u>(a) Fixed Assets</u></b>			
(i) Gross Block		-	-
(ii) Depreciation		-	-
(iii) Net Block		-	-
(b) Non-current investments	7	37,222,865	171,706,708
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	8	33,130,000	75,000
(e) Other non-current assets		-	-
<b><u>(2) Current Assets</u></b>			
(a) Current investments	9	326,666,173	136,810,962
(b) Inventories	10	68,146	68,146
(c) Trade receivables	11	66,191,539	155,460,114
(d) Cash and cash equivalents	12	477,583	283,391
(e) Short-term loans and advances	13	206,015	206,015
(f) Other current assets		-	-
<b>Total Assets</b>		<b>463,962,321</b>	<b>464,610,336</b>

**NOTES TO ACCOUNTS**

1 TO 29

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Notes referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

For or and behalf of the Board

For, Rishi Sekhri and Associates  
Chartered Accountants  
FRNo.: 128216W

CA Rishi Sekhri  
Partner  
Membership No.: 126656  
Place: Mumbai  
Date : 29th May, 2017

(DIRECTOR) (DIRECTOR)

Place : Mumbai  
Date : 29th May, 2017

**SAIANAND COMMERCIAL LIMITED****PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2017**

Sr. No	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from operations	14	5,075,804	-
II	Other Income	15	900	-
III	<b>III. Total Revenue (I + II)</b>		<b>5,076,704</b>	<b>-</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed	16	5,075,804	-
	Purchase of Stock-in-Trade			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	-	-
	Employee Benefit Expense	18	66,640	90,000
	Financial Costs	19	1,703	124
	Depreciation and Amortization Expense		-	-
	Other Expenses	20	477,522	162,869
	<b>Total Expenses (IV)</b>		<b>5,621,670</b>	<b>252,993</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	- 544,965	- 252,993
VI	Exceptional Items			
VII	Profit before extraordinary items and tax (V - VI)		- 544,965	- 252,993
VIII	Extraordinary Items			
IX	Profit before tax (VII - VIII)		- 544,965	- 252,993
X	<b>Tax expense:</b>			
	(1) Current tax			
	(2) Deferred tax			
XI	Profit(Loss) from the period from continuing operations	(IX-X)	- 544,965	- 252,993
XII	Profit/(Loss) from discontinuing operations			
XIII	Tax expense of discounting operations			
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		- 544,965	- 252,993
XVI	Earning per equity share:			
	(1) Basic		- 0.05	- 0.02
	(2) Diluted		- 0.05	- 0.02

NOTES TO ACCOUNTS

1 TO 29

Notes referred to above and notes attached there to form an integral part of Profit &amp; Loss Statement

This is the Profit &amp; Loss Statement referred to in our Report of even date

For, Rishi Sekhri and Associates

Chartered Accountants

FRNo.: 128216 W

For or and behalf of the Board

CA Rishi Sekhri

(Partner)

Membership No.: 126656

Place: Mumbai

Date : 29th May, 2017

(DIRECTOR) (DIRECTOR)

Place : Mumbai

Date : 29th May, 2017

<b>SAIANAND COMMERCIAL LIMITED</b>			
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017</b>			
<b>A.</b>	<b><u>CASH FLOW FROM OPERATING ACTIVITIES :</u></b>	<b><u>2016-17</u></b>	<b><u>2015-16</u></b>
	<b>NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS</b>	<b>(544,965)</b>	<b>(252,993)</b>
	<b><u>ADJUSTMENT FOR</u></b>		
	DEPRECIATION	0	-
	<b><u>LESS : INCOME/EXPENSES TRADED SEPERATELY</u></b>		
	DIVIDEND INCOME	0	-
	INTEREST INCOME	0	-
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES</b>	<b>(544,965)</b>	<b>(252,993)</b>
	<b><u>CHANGES IN WORKING CAPITAL</u></b>		
	CHANGES IN DEBTORS	89268575	51,540,761
	CHANGES IN CURRENT LAIBILITIES	(103,050)	31,671
	CHANGES IN LOANS & ADVANCES/TAX/TDS	(33,055,000)	(75,000)
	PAYMENT OF TAXES		
	<b>NET CHANGE IN WORKING CAPITAL</b>	<b>56,110,525</b>	<b>51,497,432</b>
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>55,565,560</b>	<b>51,244,439</b>
	<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
	Pur/Sale of Investment	(55371368.22)	(51,236,870)
	Pur/Sale of Fixed Assets	--	--
	DIVIDEND INCOME	--	--
	INTEREST INCOME	--	--
	<b>NETT CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>(55,371,368)</b>	<b>(51,236,870)</b>
	<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
	Borrowings	-	-
	Cash flow from issue of shares/warrants	-	-
	Premium on issue of shares	-	-
	<b>NET CASH FLOW FROM FINANCING (C)</b>	<b>-</b>	<b>-</b>
	<b>INCREASE IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>	<b>194,191</b>	<b>7,569</b>
	OPENING CASH & CASH EQUIVALENT	283,391	275,822
	CLOSING CASH & CASH EQUIVALENT	477,583	283,391
	<b>INCREASE IN CASH &amp; CASH EQUIVALENT</b>		
<p>As per our report pf even date attached  For, Rishi Sekhri and Associates  Chartered Accountants  FRNo.: 128216 W</p> <p>CA Rishi Sekhri  (Partner)  Membership No.: 126656</p> <p>Place: Mumbai  Dated :29/05/2017</p>			
<p style="text-align: right;">For Saianand Commerical  Limited</p> <p style="text-align: right;">Director Director  Place : Mumbai  Dated :29/05/2017</p>			



**SAIANAND COMMERCIAL LIMITED**  
**CIN: L51900MH1984PLC034881**

**Notes on Financial Statements for the year ended 31st March 2017**

**Note: 1 SIGNIFICANT ACCOUNTING POLICIES:**

The Accounts are prepared on an accrual basis except otherwise stated and under the historical cost conventions, and are in line with the relevant laws as well as the guidelines prescribed by the Department of Company affairs and the Institute of Chartered Accountants of India.

**(A) SYSTEM OF ACCOUNTING:** The Company has adopted the accrual basis of accounting in the Preparation of the books of accounts.

**(B) REVENUE RECOGNITION:** All income is accounted for on accrual basis.

**(C) EXPENSES:** It is Company's policy to account of expenses on accrual basis.

**(D) TAXATION:** Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961. There is no timing difference. Hence, deferred tax liability/assets have not arisen during the year.

**(E) INVENTORIES:** Inventories are valued at lower of cost and net realizable value.

**(F) FIXED ASSETS & DEPRECIATION:** Fixed assets are carried at cost of acquisition or construction including incidentals expenses related to acquisition and installation on concerned assets, less accumulated depreciation and amortizations. Depreciation on Fixed Assets is provided on WDV method at the rates prescribed in Income Tax act 1961.

**(G) INVESTMENTS:** Long Term Investments are stated at Cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary in the opinion of the management.

**(H) RETIREMENT BENEFITS:** Provision of Gratuity is not applicable to the company.

**Note : 2 Share Capital**

Sr. No	Particulars	Current Year	Previous Year
1	<b><u>AUTHORIZED CAPITAL</u></b>		
	130,00,000 Equity Shares of Rs. 10/- each.	130,000,000	130,000,000
		130,000,000	130,000,000
2	<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b> <i>To the Subscribers of the Memorandum</i> Paid up Share capital by allotment		
	960000 Eq Shares of Rs 10 each	9,600,000	9,600,000
	400000 Eq shares of Rs 10 each	4,000,000	4,000,000
	10000000 Eq Warrant Converted to equity	100,000,000	100,000,000
	<b>Total in `</b>	<b>113,600,000</b>	<b>113,600,000</b>

**SAIANAND COMMERCIAL LIMITED**  
CIN: L51900MH1984PLC034881

**Note : 3 Reserve & Surplus**

Sr. No	Particulars	Current Year	Previous Year
	Securities Premium reserve	332,800,000	332,800,000
	Surplus (Profit & Loss Account)	17,395,321	17,940,286
	Balance brought forward from previous year	17,940,286	18,193,279
	Less: Tax on Regular Assessment Paid	-	-
	Add: Profit for the period	544,965	252,993
	<b>Total in `</b>	<b>350,195,321</b>	<b>350,740,286</b>

**Note : 4 Trades Payable**

Sr. No	Particulars	Current Year	Previous Year
	-Sundry Creditors for Materiel/Supplies:	0	0
	-Sundry Creditors for Services:/ Expenses	10,000	10,000
	<b>Total in `</b>	<b>10,000</b>	<b>10,000</b>

**Schedule : 5 Other Current Liabilities**

Sr. No	Particulars	Current Year	Previous Year
1	Out Standing Cheques for Clearance		
1	Expenses Payable	-	103,050
	<b>Total in `</b>	<b>0</b>	<b>103,050</b>

**Note : 6 Short Term Provisions**

Sr. No	Particulars	Current Year	Previous Year
	Provision for Taxation	157,000	157,000
	<b>Total in `</b>	<b>157,000</b>	<b>157,000</b>

**SAIANAND COMMERCIAL LIMITED**  
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**Note : 7 Non Current Investment**

Sr. No	Particulars	Current Year	Previous Year
	Investment in Equity Instrument( At Cost) <b>quoted</b>		
	1500000 Eq. Shares of Regenet Enterprise Ltd	15,000,000	15,000,000
	900000 Eq. Shares of Rotam Commercial Ltd	19,661,708	19,661,708
	EQ. Shares of Presha metallurgical Ltd	1,774,157	40,700,000
		36,435,865	75,361,708
	<b>Unquoted</b>		
	Eq. Shares of Pratik Minerals Pvt Ltd	0	30,000,000
	Eq. Shares of Shankeshwer Metal PLtd	0	34,500,000
	Eq. Shares of Rudra Securities & Capital Limited	0	30,000,000
	Eq. Shares of Vashi Construction PLtd	787,000	1,845,000
		787,000	96,345,000
	<b>Total in `</b>	<b>37,222,865</b>	<b>171,706,708</b>

**Note : 8 Long Term Loans and Advances**

Sr. No	Particulars	Current Year	Previous Year
1	<u>Loans &amp; Advances to related parties</u>		
2	<u>Other Loans &amp; Advances</u>	33,130,000	75,000
	<b>Total in `</b>	<b>33,130,000</b>	<b>75,000</b>

**Note : 9 Current Investment**

Sr. No	Particulars	Current Year	Previous Year
1	Investment in Equity Instrument( At Cost) <b>quoted</b>		
	2719000 E.S. of Amradeep Industries Limited	2,719,000	2,719,000
	7965950 E.S. OF Amraworld Industries Limited	7,405,712	7,405,712
	105044 (65400) E.S. OF Camex Limited	3,379,367	1,589,925
	600 E.S. Of Exdon Trading Limited	162,000	162,000
	6752 (20250) E.S. Of Golden Legend & Leasing Limited	585,508	1,721,250
	460000 E.S. Of Integrated Ltd.	2,300,000	2,300,000
	1098400 E.S. Of Mahavir Impex Limited	653,840	653,840
	192 (105000) E.S. Of Maloo Gems Limited	11,000	5,985,000
	176000 E.S. Of Presha Mettalligical Limited	7,856,000	7,856,000
	100000 E.S. Of Pressure Sensitive (I) Limited	800,000	800,000
	7762 E.S. Of Saya Housing Limited	403,624	403,624
	1800000 E.S. Of Seven Hills Industries Limited	5,400,000	5,400,000
	2621614 E.S. Of Shital Biotech Limited	419,458	419,458
	2179080 (980150) E.S. Of Simplex Trading & Agencies Limited	36,181,875	30,181,875
	524000 (444000) E.S. Of Sun Care Traders Limited	14,903,285	12,770,114
	3485500 E.S. Of Sun & Shine World Wide Trade Limited	29,018,404	29,018,404
	9975463 E.S. Of Sun Techno Oversease Limited	2,892,610	2,892,610
	13142 E.S. Of Sword Edge Commercial Limited	68,036	57,036

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3000 (4000) E.S. Of Synergy Cosmetics Limited	2,540	3,387
2789544 E.S. Of Xo Infotech Limited	2,100,727	2,100,727
Exdon Trading Co. Limited	7,440,000	-
Interface Financial Services Limited	30,946,000	-
Kappac Pharma Limited	1,054,000	-
Monotona Securities Limited	2,201,547	-
Sun & Shine Worldwide Limited	71,524,152	-
Sword Edge Commercial Limited	858	-
XO Infotech Limited	32,608,755	-
Colama Commercial Limited	8,000	-
Computer Point Limited	7,000	-
Malabar Trading Company Limited	1,800,000	-
MFL Limited	188,000	-
Radhika Jeweltech Limited	3,178,280	-
Shree Ganesh Bio Tech India Limited	792,000	-
Sitashree Food Products Limited	17,658,747	-
Sylph Technologies Limited	18,000	-
Zeal Aqua Limited	920,348	-
	287,608,673	114,439,962
<b>Unquoted</b>		
EQ. Shares of Girish Metal P.Ltd	0	4,500,000
EQ. Shares of colma Commercials Limited	2,000	2,000
150000 EQ. Shares of Parvati Minerals P. Ltd	5,744,000	9,494,000
EQ. Shares of Shiva Taxfab P. Ltd	1,300,000	300,000
EQ. Shares of Sidhi Vinayak Tradelink P.Ltd	400,000	3,150,000
EQ. Shares of Shalibhadra Steel P.Ltd	4,500,000	4,500,000
Eq. Shares of Balmukhi Textiles Pvt Ltd	1,500,000	0
Eq. Shares of Omega Vincom Trading Pvt Ltd	1,265,000	0
Eq. Shares of United Polyfeb Limited	20,000,000	0
EQ. Shares of Northpole Finance Ltd	25,000	425,000
EQ. Shares of Vikram Coils Pvt. Ltd	2,500,000	0
Reliance Liquid Funds	1,821,500	0
	39,057,500	22,371,000
<b>Total in `</b>	<b>326,666,173</b>	<b>136,810,962</b>

**Note : 10 Inventories**

Sr. No	Particulars	Current Year	Previous Year
1	Stock-in-Trade	68,146	68,146
	<b>Total in `</b>	<b>68,146</b>	<b>68,146</b>

**Schedule : 11 Trade Recievables**

Sr. No	Particulars	Current Year	Previous Year
1	<b>Outstanding for more than six months</b>		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	66,191,539	153,460,114
	c) Doubtful		
2	<b>Others</b>		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	-	2,000,000
	c) Doubtful		
	<b>Total in `</b>	<b>66,191,539</b>	<b>155,460,114</b>

**SAIANAND COMMERCIAL LIMITED**  
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**Note : 12 Cash & Cash Equivalent**

Sr. No	Particulars	Current Year	Previous Year
1	<b>Cash-in-Hand</b>		
	Cash Balance	332,658	78,076
	<b>Sub Total (A)</b>	<b>332,658</b>	<b>78,076</b>
2	<b>Bank Balance</b>		
		144,925	205,315
	<b>Sub Total (B)</b>	<b>144,925</b>	<b>205,315</b>
	<b>Total [ A + B + C ]</b>	<b>477,583</b>	<b>283,391</b>

**Note : 13 Short Terms Loans and Advances**

Sr. No	Particulars	Current Year	Previous Year
1	<b>Others</b>		
	<i>Advance Recoverable in cash or in kind or for value to be considered good</i>		
	Advance to Suppliers		
	Advance Income Tax/Refund Due	206,015	206,015
	Balance With Revenue Authorities ( Indirect Taxes)	-	-
	Other Loans & Advances	-	-
	<b>Total in `</b>	<b>206,015</b>	<b>206,015</b>

**Schedule : 14 Revenue from Operations**

Sr. No	Particulars	Current Year	Previous Year
1	Sales	5,075,804	-
2	Job Work Receipts	-	-
	<b>Total in `</b>	<b>5,075,804</b>	<b>-</b>

**Note : 15 Other Income**

Sr. No	Particulars	Current Year	Previous Year
1	Interest Income	-	-
2	Dividend Income	900	-
	<b>Total in `</b>	<b>900</b>	<b>-</b>

**SAIANAND COMMERCIAL LIMITED**  
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**Schedule : 16 Cost of Material Consumed**

Sr. No	Particulars		
a) 1	<u>PURCHASES OF RAW MATERIALS AND STORES</u>	5,075,804	-
	Sub-total (a)	<b>5,075,804</b>	<b>-</b>
b)	<u>DIRECT/PRODUCTIONS EXPENSES</u>	-	-
	Sub-total (b)	<b>-</b>	<b>-</b>
	<b>Total in `</b>	<b>5,075,804</b>	<b>-</b>

**Note : 17 Change in Inventories**

Sr. No	Particulars	Current Year	Previous Year
1	Opening Stock	68,146	68,146
2	Closing Stock	68,146	68,146
	<b>Total in `</b>	<b>0</b>	<b>0</b>

**Note : 18 Employment Benefit Expenses**

Sr. No	Particulars	Current Year	Previous Year
1	Salaries, Bonus	55,500	90,000
2	Directors Remuneration	10,000	-
3	Staff Welfare Expense	1,140	-
	<b>Total in `</b>	<b>66,640</b>	<b>90,000</b>

**Note : 19 Financial Cost**

Sr. No	Particulars	Current Year	Previous Year
1	Interest on Other loans	-	-
2	Bank Charges	1,703	124
	<b>Total in `</b>	<b>1,703</b>	<b>124</b>

**Note : 20 Other Expenses**

Sr. No	Particulars	Current Year	Previous Year
1	Audit Fees	10,000	10,000
2	Annual Custody Fees	59,712	103,050
3	Filing Fees	-	5,400
4	General Expenses	-	5,700
5	Printing & Stationery	-	-
6	Professional Charges	100,200	25,000
7	Security Transaction Tax	21,165	13,719
8	Demat Charges	3,209	-
9	SEBI Penalty	74,400	-
10	Rent Expense	3,833	-
11	Telephone Expense	205	-
12	Loss on Sale of Shares	204,798	-
		<b>477,522</b>	<b>162,869</b>

**SAIANAND COMMERCIAL LIMITED**  
CIN: L51900MH1984PLC034881

**Note: 20** Basic and Diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning per Share"

Particulars	31.03.2017	31.03.2016
<b>Numerator</b>		
Profit / (Loss) after Tax Rs.	- 544,965	- 252,993
<b>Denominator</b>		
Weighted average number of Nos. Equity shares	1,13,60,000	1,13,60,000
<b>EPS (Basic &amp; Diluted)</b>		
Numerator/Denominator	- 0.05	- 0.02

**Note: 21**

Payment to Auditor's	2016-17	2015-16
For Audit	10,000	10,000

**Note: 19** Expenditure in foreign currency: Nil

**Note: 20** Income in Foreign Currency: Nil

**Note: 21** Balance of Bank, Sundry Debtors, Creditors, Loans & Advances given and accepted as agreed by the management, is subject to confirmation.

**Note: 22** Cash on hand is as certified by the Management of the Company.

**Note: 23** We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, we relied on the authentication, explanation, information given by the management.

**Note: 24** Figures have been rounded off in the nearest rupee.

**Note: 25** Previous year's figures have been regrouped or rearranged, wherever necessary to make them comparable with the current year

**Note: 26** There are no segments in the course of business carried on by the company.

**Note: 27** No transaction with related parties was made during the year

**AS PER OUR REPORT OF EVEN DATE**

**FOR, RISHI SEKHRI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

Firm Reg. No. 128216 W

**FOR AND ON BEHALF OF THE BOARD**

**CA RISHI SEKHRI**  
**PARTNER**  
Membership No. 126656  
Place: Mumbai  
Date: 29.05.2017

**JITENDRA SHAH**  
Director  
DIN: 07184617

**VIKRAM SANGHVI**  
Director  
DIN: 03552193  
Place: Mumbai  
Date: 29.05.2017

**SAIANAND COMMERCIAL LIMITED**

CIN: L51900MH1984PLC034881

**Reg. Office:** BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex  
Mumbai Mumbai City Mh 400051 In

33rd ANNUAL GENERAL MEETING On 29.09.2017 at 1.00 P.M. at registered office of the company

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

\* Applicable for shareholding in electronic form.

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

*Signature of Member/s/ Proxy*

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

**PROXY FORM**

**Form No MGT-11**

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

CIN	L51900MH1984PLC034881
Name of Company	SAIANAND COMMERCIAL LIMITED
Reg. Office Address	BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX MUMBAI Mumbai City MH 400051 IN
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SAIANAND COMMERCIAL LIMITED hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on 29.09.2017 at 1:00 P.M. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:



**BALLOT FORM**

Resolution No.	Resolution	Nature of Resolution	*Optional	
			For	Against
01	Adoption of financial statement for the year ended 31st March, 2017, together with Auditors' Report and Directors' Report	Ordinary		
02	Re Appointment of Additional Director as Director. Mr. Vikram Champaklal Sanghvi	Ordinary		
	Mr. Jitendra Babulal Shah	Ordinary		
	Mrs. Karishma Vikram Sanghvi	Ordinary		
03	Re Appointment M/s. RISHI SEKHRI AND ASSOCIATES Chartered Accountants, Mumbai as auditors of the Company for 2016-17.	Ordinary		

Signed on this .....day of .....2017.

Affix  
Revenue  
Stamp

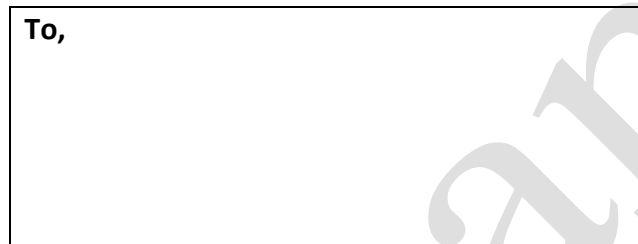
Signature of shareholder ...../ Signature of Proxy .....

**NOTE:**

- 1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report
- 3 \*It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitle to vote in the manner as he/she thinks appropriate.

## BOOK-POST

To,



**If undelivered, please return to:**

**SAIANAND COMMERCIAL LIMITED**

**Reg. Office: BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX  
MUMBAI MH 400051 IN**