



SHREE SECURITIES LIMITED

Registered Office : 3, Synagogue Street, 3rd Floor.

Room No. 18G, Kolkata - 700 001, (W.B.) INDIA

Phone : + 91 33 2231 3366 / 3367

E-mail : ssl_1994@yahoo.co.in

www.shresecindia.com

CIN : L65929WB1994PLC061930

Date: 14 SEP 2017

To,
BSE Limited,
Department of Corporate Filings,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Sub: Submission of Annual Report for Financial Year 2016-2017 in compliance with Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Ref : Shree Securities Limited (Scrip Code: 538975)

Dear Sir/Madam,

This has reference to captioned subject and in compliance with Regulation 34(1) of SEBI (LODR) Regulations, 2015 we are submitting herewith soft copy of Annual Report for Financial Year 2016-2017 in PDF format.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,

For SHREE SECURITIES LTD

Basant Kumar Sharma
Managing Director
DIN: 00084604



Encl: As above

C.C. To : The Calcutta Stock Exchange Ltd.



SHREE SECURITIES LIMITED



ANNUAL REPORT **2016-2017**

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BOARD OF DIRECTORS

Mr. Basant Kumar Sharma
Mr. Shrawan Kumar Jalan
Mr. Shankar Kumar Chakraborty
Mr. Harshwant Joshi
Mrs. Swapna Jain

Managing Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Whole-time Director & CFO

AUDITORS

M/s. Maroti & Associates
Chartered Accountants
9/12, Lal Bazar Street, Block-'E',
3RD Floor, Room No.2, Kolkata - 700 001
Tel.: +91 33 2231 9392 / 9391;
Fax: +91 33 2243 8371
E-mail: mkmaroti@gmail.com

BANKERS

HDFC Bank Ltd
Stephen House Branch,
4, B. B. D. Bag (East),
Kolkata-700001
West Bengal, India

REGISTERED OFFICE

3, Synagogue Street, 3rd Floor, Room No.: 18G,
Kolkata - 700 001 (W. B.) India
Tel.: +91 33 2231 3366 / 3367
E-mail : ssl_1994@yahoo.co.in ;
info@shreesecindia.com
Web-site: www. shreesecindia.com

COMPANY SECRETARY

Ms. Reema Kejriwal
E-mail: info@shreesecindia.com
ssl_1994@yahoo.co.in

REGISTRARS AND SHARE TRANSFER AGENTS

Niche Technologies Pvt. Ltd.
D-511, Bagree Market,
71, B. R. B. Basu Road, 5th Floor, Kolkata - 700 001
Tel.: +91 33 2235 7270 / 7271; Fax: +91 33 2215 6823
E-mail: nichetechpl@nichetechpl.com

CIN OF THE COMPANY

L65929WB1994PLC061930



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DIRECTORS' REPORT

To
The Members,

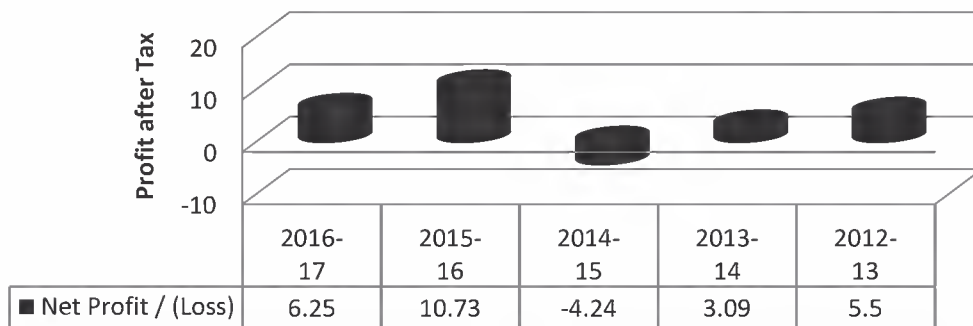
The directors submit 24th Annual Report of M/s. Shree Securities Limited (the "Company") along with standalone audited financial statements for the financial year ended on **31st March, 2017**.

1. FINANCIAL RESULTS:

(Rs. In Lakh)

Particulars	March 31, 2017	March 31, 2016
Sales and Other Income	437.97	58.39
Profit before depreciation, taxation & Exceptional items	8.94	14.22
Less: Depreciation	0.03	0.09
Less: Exceptional Items	0.00	0.56
Less: Current Tax	2.66	2.84
Less: Deferred Tax	0.00	0.00
Less: Tax for earlier year	0.00	0.00
Profit after taxation	6.25	10.73
Add: Balance brought forward from previous year	(40.97)	(44.49)
Surplus available for appropriation	(37.51)	(40.97)
Appropriations		
Transferred to Special Reserve	(1.25)	(2.15)
Contingency provision for Standard Assets	(1.54)	(5.06)
Provision for loss assets	0.00	0.00
Transitional Provision for Depreciation	0.00	0.00
Balance carried to Balance sheet	(37.51)	(40.97)

Chart Showing Net Profit / (Loss) for the last five years.



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During the year under review, the revenue from operations is Rs. 437.82 lakhs compare to previous year Rs. 58.33 lakhs while the Company has earned Profit of Rs. 6.25 lakhs as against profit of Rs.10.73 lakhs of previous year. Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the company in the current Financial Year.

3. DIVIDEND:

During the year under review, the Directors of your Company do not recommend any dividend.

4. AUDITORS:

M/s. Maroti & Associates, Chartered Accountants (Firm Registration Number: 322770E), Statutory Auditors of the Company, will hold office up to the ensuing Annual General Meeting.

5. AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT:

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure - "A" which forms part of this report.

6. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:

The auditors' certificate on Corporate Governance as required by SEBI (LODR) Regulations, 2015 is enclosed to the Board's report. The certificate does not contains any qualifications, reservations or adverse remarks.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of section 149 of the Act, Mr. Harshwant Joshi (DIN : 03642328), Mr. Shrawan Kumar Jalan (DIN : 02191031) and Mr. Shankar Kumar Chakraborty (DIN:00087412) were appointed as independent directors of the Company. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Director Mr. Basant Kumar Sharma (DIN:00084604) retire by rotation and, being eligible, offer himself for re appointment.

Director Mrs. Swapna Jain (DIN: 06995389) possesses vast experience in the field of Accounts and Finance. The Board decided to re-appoint her as a Whole Time Executive Director of the Company designated as "C.F.O." (Chief Financial Officer) for the period of five years effective from the date of conclusion of this AGM (24th AGM) up to 30.09.2022. Approval of members is being sought for her re-appointment on revised terms of remuneration and other conditions as set out in explanatory statement annexed to the notice convening this Meeting.

Approval of members is being sought for re-appointment of Mr. Harshwant Joshi (DIN: 03642328), Mr. Shrawan Kumar Jalan (DIN: 02191031) and Mr. Shankar Kumar Chakraborty (DIN:00087412) as Independent Directors of the Company for the period of five years effective from the conclusion of ensuing AGM upto 30.09.2022 as set out in explanatory statement annexed to the notice convening this Meeting.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are - Mr. Basant Kumar Sharma (DIN 00084604), Chief Executive Officer and Managing Director, Mrs. Swapna Jain, Chief Financial Officer and Ms. Reema Kejriwal (ACS - 041217), Company Secretary. There has been no change in the key managerial personnel during the year.

8. COMMITTEES OF THE BOARD:

Currently, the Board has three committees: the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee. A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report section of this Annual report.

9. CORPORATE SOCIAL RESPONSIBILITY:

According to the provision of Sec. 135 of the Co. Act 2013, companies having a net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs.5 crore or more during any financial year are required to constitute CSR Committee. However, your Company does not fall in the above said criteria and hence not required to constitute the said Committee.

10. STATUTORY INFORMATION:

Particulars as required under sub section (3)(m) of Section 134 of the Co. Act 2013 read with Companies (Accounts) Rules, 2014:

1. CONSERVATION OF ENERGY	:	Nil
2. TECHNOLOGY ABSORPTION & ADOPTION	:	Nil
3. FOREIGN EXCHANGE EARNING & OUTGO	:	Nil

11. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- i) in the preparation of the annual accounts, for the financial year ended March 31, 2017 the applicable accounting standards have been followed.

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- ii) they 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 the year under review.
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) they have prepared the annual accounts on a going concern basis.
- v) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) they have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the year.

12. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary, hence the compliance of provisions of section 129(3) of the Companies Act, 2013 are not applicable.

13. SHARE CAPITAL:

The paid up equity capital as on March 31, 2017 was Rs. 7,980 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

14. FINANCE:

The Cash and cash equivalents as at March 31, 2017 was Rs. 38.48 lakhs. The company continues to focus on judicious management of its working capital, Receivables and other working capital parameters were kept under strict check through continuous monitoring.

15. FIXED DEPOSITS:

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.

16. PARTICULARS OF LOANS, ADVANCES, GURANTEES AND INVESTMENTS:

The provision of section 186 of the Co. Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), are not applicable as the Company has not given any loans or guarantees during the year. The details of investments, if any, made by the Company is given in the notes of the financial statements.

17. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

18. BOARD EVALUATION:

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

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In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

19. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS :

The current policy of the Company is to have an appropriate mix of executive and independent directors to maintain independence of the Board, and separate its function of governance and management. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

20. PERSONNEL:

According to the Section 197(12) of the Companies Act 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014, no employee of the Company is in receipt of remuneration aggregating to Rs. 60,00,000/- or more for the year and Rs. 5,00,000/- or more for part of the month.

21. MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Fourteen Board Meetings and the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

22. DISCLOSURE REQUIREMENTS:

As required by SEBI (LODR) Regulations 2015, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

23. TRANSACTIONS WITH RELATED PARTY:

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. The policy regulates all transactions between the company and its related parties. The policy is available on the website of the company <http://www.shreesecindia.com/file/2016/may/PolicyofRelatedPartyTransaction.pdf>.

24. POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website (<http://www.shresecindia.com/invr.html>). The policies are reviewed periodically by the board and updated based on need and new compliance requirement.

25. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

The policy is available on the website of the Company (<http://www.shresecindia.com/file/2016/may/CodeofConductofBoardofDirectorsandSeniorManagementPerson.pdf>).

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY :

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

The policy is available on the website of the Company (<http://www.shresecindia.com/file/2016/may/WhistleBlowerPolicy.pdf>).

27. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. The policy is available on the website of the Company (<http://www.shresecindia.com/file/2016/may/InsiderTrading.pdf>).

28. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

All new Independent Directors inducted into the Board attend an orientation program. The details of training and familiarization program are provided in the Corporate Governance and is also available on our website (<http://www.shresecindia.com/file/2016/may/FamiliarisationProgrammeimpartedtoIndependentDirectors.pdf>).

Further at the time of appointment of independent director, the company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities.

29. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

30. POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES:

In terms of Regulation 30 of the Listing Regulations, listed entities are required to disclose details of events / information which in the opinion of the Board, are material. According to the said Regulations, the Board of Directors of the Company, is required to formulate and adopt a Policy for Determination of Materiality of Events/ Information, and upload the same on the website of the Company. The policy is available on the website of the Company (<http://www.shresecindia.com/file/2016/may/PolicyonDeterminationofMaterialityofEvent.pdf>)

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future

32. ARCHIVAL POLICY:

The policy deals with the retention and archival of corporate records of Shree Securities Ltd. The policy is available on the website of the company (<http://www.shresecindia.com/file/2016/july/ArchivalPolicy.pdf>).

33. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “ Annexure B”.

34. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. No cases have been filed under the Act as the Company is keeping the working environment healthy.

35. ACKNOWLEDGEMENTS:

The Board wishes to place on record their gratitude for the co-operation and assistance received from all those who contributed by some means or other for the performance of the company and expect the same in the future.

For and on behalf of the Board

**Basant Kumar Sharma
Managing Director
(DIN 00084604)**

**Swapna Jain
Chief Financial Officer
& Whole Time Director
(DIN 06995389)**

Place : **Kolkata**

Date : **22nd day of May, 2017.**

SECRETARIAL AUDIT REPORT

Annexure - "A"

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 Personnel) Rules, 2014]

To
The Members
M/s. Shree Securities Ltd.
3, Synagogue Street,
3rd Floor, Room No. 18G,
Kolkata – 700001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Shree Securities Limited (CIN : L65929WB1994PLC061930)** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/s. Shree Securities Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017 ('Audit Period')** 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 **M/s. Shree Securities Limited** ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

1. The Companies Act, 2013(the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company during the period under review;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28th October, 2014 **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
6. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:
- Reserve Bank of India Act, 1934 to the extent of provisions applicable to Non Deposit Taking NBFCs (NBFC-ND) and Directions, Guidelines and Circulars made thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company during the period under review.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All majority decisions at Board Meetings and Committee Meetings as represented by the management, were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board as the case may be.

We further report that as represented by the Company and relied upon by us 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 incurred any specific event/action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

We further report that

- The Company has applied to Jaipur Stock Exchange Ltd. (JSEL) for delisting of equity shares as the exchange is non operative and derecognized by SEBI pursuant to its Exit Order No. WTM/RKA/MRD/20/2015 under review.

**P D Rao & Associates
Practising Company Secretaries**

**Name : CS P. Doleswar Rao
(Proprietor)**

Mem. No.: A38387

C. P. No. : 14385

**Place: Kolkata
Date: 22.05.2017**

Note: This report is to be read with our letter of even date which is annexed as Annexure 'T' and form forms an integral part of this report.

Annexure 'I' to the Secretarial Audit Report :

To
The Members
M/s. Shree Securities Ltd.
3, Synagogue Street,
3rd Floor, Room No. 18G
Kolkata - 700001.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random 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.

**P D Rao & Associates
Practising Company Secretaries**

**Name : CS P. Doleswar Rao
(Proprietor)**

Mem. No.: A38387

C. P. No. : 14385

**Place: Kolkata
Date: 22.05.2017**

ANNEXURE B TO THE BOARDS REPORT**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on **31st March, 2017**

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

I. REGISTRATION AND OTHER DETAILS :--

- i) CIN : L65929WB1994PLC061930
- ii) Registration Date : 23.02.1994
- iii) Name of the Company : SHREE SECURITIES LIMITED
- iv) Category/Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered office and Contact details : **Registered Office :-**
3, Synagogue Street,
3rd Floor, Room No. 18G,
Kolkata - 700001 (W.B.)
Tel.: +91 33 2231 3366 / 3367
- vi) Whether listed company : YES, the company listed into BSE Ltd. and The Calcutta Stock Exchange Ltd.
- vii) Name, Address and Contact details of Registrar and Transfer Agent : **Niche Technologies Pvt. Ltd.**
D-511, Bagree Market,
71, B.R.B.B. Road, 5th Floor,
Kolkata - 700 001
Tel.: +91 33 2235 7272 / 7271
Fax : +91 33 2215 6823

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the company
1.	Deposit services to other depositors	99711290	29.95%
2.	Other products n.e.c.	99623900	61.81%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
The company has not any subsidiary company.					

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	352700	0	352700	0.442	352700	0	352700	0.442	0%
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	24087150	0	24087150	30.184	24087150	0	24087150	30.184	0%
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (A)(1)	24439850	0	24439850	30.626	24439850	0	24439850	30.626	0%
FOREIGN									
NRIs - Individuals	0	0	0	0	0	0	0	0	0%
Other – Individuals	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	0	0	0	0	0	0	0	0	0%
INSTITUTIONS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL(A)(2)	0	0	0	0	0	0	0	0	0%
TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2)	24439850	0	24439850	30.626	24439850	0	24439850	30.626	0%

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PUBLIC SHAREHOLDING									
INSTITUTIONS									
MUTUAL FUNDS	0	0	0	0	0	0	0	0	0%
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0%
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0%
VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0%
INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0%
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0	0	0%
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (B)(1)	0	0	0	0	0	0	0	0	0%
NON-INSTITUTIONS									
BODIES CORPORATE	53392077	79200	53471277	67.007	53039994	79200	53119194	66.565	-0.442
INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS.1LAKH.	606472	34200	640672	0.803	615808	34200	650008	0.815	0.012
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH.	1231901	16300	1248201	1.564	1574648	16300	1590948	1.994	0.430
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
NRI's					0	0	0	0	0%
SUB-TOTAL (B)(2)	55230450	129700	55360150	69.374	55230450	129700	55360150	69.374	0
TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)	55230450	129700	55360150	69.374	55230450	129700	55360150	69.374	0
TOTAL (A)+(B)	79670300	129700	79800000	100	79670300	129700	79800000	100	0
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0	0	0	0	0	0%
GRAND TOTAL (A)+(B)+(C)	79670300	129700	79800000	100	79670300	129700	79800000	100	0%

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged/ encumbered to total shares	
1	Faber Trexim Pvt.Ltd.	7037300	8.819	0	7037300	8.819	0	0%
2	Meghshree Credit Pvt. Ltd.	17049850	21.366	0	17049850	21.366	0	0%
3	Basant Kumar Sharma	100	0.000	0	100	0.000	0	0%
4	Manik Chand Pugalia	352500	0.442	0	352500	0.442	0	0%
5	Subhash Chandra Dadhich	100	0.000	0	100	0.000	0	0%
Total		24439850	30.626	0	24439850	30.626	0	0%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1.	Faber Trexim Private Limited At the beginning of the year	7037300	8.819		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0		
	At the End of the year			7037300	8.819
2	Meghshree Credit Pvt. Ltd. At the beginning of the year	17049850	21.366		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0		
	At the End of the year			17049850	21.366
3	Basant Kumar Sharma At the beginning of the year	100	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0		
	At the End of the year			100	0.000

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4	Manik Chand Pugalia At the beginning of the year	352500	0.442		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0		
	At the End of the year			352500	0.442
5	Subhash Chandra Dadhich At the beginning of the year	100	0.000		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0		
	At the End of the year			100	0.000

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	MOONCLUB MERCHANTS PVT. LTD. At the beginning of the year	868200	1.088		
	Increase / (Decrease) in Share holding during the year.				
	Transfer 15.04.2016	820	0.001	869020	1.089
	Transfer 06.05.2016	550190	0.689	1419210	1.778
	Transfer 13.05.2016	2180790	2.733	3600000	4.511
	At the End of the year			3600000	4.511
2	DHANUS COMMODEAL LLP. At the beginning of the year	2100000	2.632		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			2100000	2.632
3	RIGHT COMMODITIES PVT. LTD. At the beginning of the year	7880	0.010		
	Increase / (Decrease) in Share holding during the year.				
	Transfer 20.05.2016	-7880	-0.010	0	0
	Transfer 27.05.2016	2000000	2.506	2000000	2.506
	Transfer 31.03.2017	725	0.001	2000725	2.507
	At the End of the year			2000725	2.507

4	BESTLUCK TREXIM PVT. LTD. At the beginning of the year	2000000	2.506		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			2000000	2.506
5	CAMEX IMPEX PVT. LTD. At the beginning of the year	2000000	2.506		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			2000000	2.506
6	TARGET COMMODEAL PVT. LTD. At the beginning of the year	1940000	2.431		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			1940000	2.431
7	IMPRESSION DEALCOM PVT. LTD. At the beginning of the year	1810000	2.268		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			1810000	2.268
8	GARNET SUPPLIERS LLP At the beginning of the year	1480000	1.855		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			1480000	1.855
9	SUNYOJIT IMPEX PVT. LTD. At the beginning of the year	1470000	1.842		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			1470000	1.842
10	EMPIRE VANIJYA LLP. At the beginning of the year	1437200	1.801		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			1437200	1.801

ANNUAL REPORT 2016 - 2017**(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1.	MR. BASANT KUMAR SHARMA Managing Director At the beginning of the year	100	0.000		
	Increase / (Decrease) in Share holding during the year.	0	0.000		
	At the End of the year			100	0.000
2.	MRS. SWAPNA JAIN. Whole Time Director & CFO At the beginning of the year	0	0.000		
	Increase / (Decrease) in Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
3.	MR. SHANKAR KUMAR CHAKRABORTY Non- Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
4	MR. HARSHWANT JOSHI Non- Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
5	MR. SHRAWAN KUMAR JALAN Non- Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Share holding during the year.	0	0.000		
	At the End of the year			0	0.000
6	MS. REEMA KEJRIWAL Company Secretary At the beginning of the year	0	0.000		
	Increase / (Decrease) in Share holding during the year.	0	0.000		
	At the End of the year			0	0.000

V. INDEBTEDNESS (Rs. In Lakhs)

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

	Secured Loans excluding deposits	Unsecured Loans *	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year.				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change Indebtedness	0	0	0	0
At the end of the financial year.				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rs.)

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Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Easant Kumar Sharma Managing Director	Swapna Jain Whole Time Director & CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	132000	72000	204000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00	00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00	00
2	Stock Option	00	00	00
3	Sweat Equity	00	00	00
4	Commission - as % of profit - others, specify	00	00	00
5	Others	00	00	00
	Total (A)	132000	72000	204000
	Ceiling as per the Act			

B. REMUNERATION TO OTHER DIRECTORS:

(Amount in Rs.)

Sl. No.	Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board / Board Committee Meetings	Commission	Others, Please Specify	
1	Independent Directors :				
	Mr. Shankar Kumar Chakraborty	00	00	00	00
	Mr. Harshwant Joshi	00	00	00	00
	Mr. Shrawan Kumar Jalan	00	00	00	00
	Total Amount (1)	00	00	00	00
2	Other Executive Directors	00	00	00	00
	Total Amount (2)	00	00	00	00
	Total (B) = (1+2)	00	00	00	00

*C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
(Amount in Rs.)*

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Reema Kejriwal Company secretary	Swapna Jain Whole Time Director & CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000	72000	252000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00	00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00	00
2	Stock Option	00	00	00
3	Sweat Equity	00	00	00
4	Commission - as % of profit - others, specify	00	00	00
5	Others, please specify	00	00	00
	Total (C)	180000	72000	252000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Against the Company, Directors and other Officers in Default under the Companies Act, 2013 : None

For and on behalf of board of directors

Basant Kumar Sharma
(Managing Director & C.E.O)
DIN : 00084604

Place : **Kolkata**

Date : **22nd day of May, 2017.**

ANNEXURE - TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

Your Company believes in adopting best practices of corporate governance. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders including society at large.

As per regulation 34 of the Listing Regulations, a separate section on corporate governance practices followed by your Company, together with a certificate from M/s. Maroti & Associates, Chartered Accountants (Firm Registration Number 322770E), on compliance with corporate governance norms.

1) BOARD OF DIRECTORS







































































- i) We believe that our Board needs to have an appropriate mix of executive and independent directors to maintain its independence, and separate its functions of governance and management. Our Board consists of five directors two of whom are executive or whole time directors, while the remaining three are independent directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act..
- ii) None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director. None of the Directors are related to each other.
- iii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act..
- iv) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2017 are given herein below

Name of the Director	Designation	Number of board meetings during the year 2016-17		Whether attended last AGM held on 30th August, 2016	No of other Directorship in other Companies		Number of Committee's position held in other Public Companies	
		Held	Attended		Public	Private	Chairman	Member
Mr. Basant Kumar Sharma	Managing Director	14	14	YES	NIL	1	NIL	NIL
Mrs. Swapna Jain	WTD & Chief Financial Officer	14	10	NO	NIL	1	NIL	NIL
Mr. Shrawan Kumar Jalan	Independent Director	14	13	YES	NIL	1	NIL	NIL
Mr. Shankar Kumar Chakraborty	Independent Director	14	13	NO	NIL	1	NIL	NIL
Mr. Harshwant Joshi	Independent Director	14	12	YES	6	NIL	NIL	NIL

v) Fourteen Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days.

The dates on which the said meetings were held: 15.04.2016; 16.05.2016; 16.07.2016; 10.08.2016; 31.08.2016; 01.09.2016; 06.09.2016; 27.09.2016; 14.10.2016; 08.11.2016; 19.12.2016; 30.01.2017; 15.02.2017 and 20.03.2017.

The necessary quorum was present for all the meetings.

Date	Basant Kumar Sharma	Swapna Jain	Shrawan Kumar Jalan	Shankar Kumar Chakraborty	Harshwant Joshi
15.04.2016					
16.05.2016					
16.07.2016					
10.08.2016					
31.08.2016					
01.09.2016					
06.09.2016					
27.09.2016					
14.10.2016					
08.11.2016					
19.12.2016					
30.01.2017					
15.02.2017					
20.03.2017					
% of Attendance	100%	71%	93%	93%	86%

 = Present in Meeting

 = Absent in Meeting

- vi) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company. During the year, two meetings of the Independent Directors were held on 20.10.2016 and 15.02.2017. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.
- vii) The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

2) COMMITTEES OF THE BOARD



















A) AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act. The Composition procedure, role/function of the Audit Committee comply with the requirements of the Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. During the year under review 6 (six) meetings of the Audit Committee were held on 08.04.2016; 16.05.2016; 10.08.2016; 08.11.2016; 30.01.2017 and 20.03.2017. The necessary quorum was present for all the meetings. The brief terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial report process and disclosure of its financial information.
2. Reviewing, with the management, the quarterly financial results before submission to the Board for approval.
3. Disclosure with Statutory and Internal auditors about the nature and scope of audit and their observations.
4. Investigate any matter referred to by the Board.
5. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to :
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv) Significant adjustments made in the financial statements arising out of audit findings.
 - v) Compliance with listing and other legal requirements relating to financial statements.
 - vi) Disclosure of any related party transactions.
 - vii) Qualifications in the draft audit report.

6. Reviewing, the information required as per SEBI(LODR)Regulations,2015
 7. The Composition of the Audit Committee and the details of meetings attended by its members :

Members	Designation	Category	Numbers of Meetings Attended	
			Held	Attended
Mr. Harshwant Joshi	Chairman	Non Executive & Independent	6	6
Mr. Basant Kumar Sharma	Member	Executive	6	6
Mr. Shrawan Kumar Jalan	Member	Non- Executive & Independent	6	6

Date	Harshwant Joshi	Basant Kumar Sharma	Shrawan Kumar Jalan
	Chairman	Member	Member
08.04.2016			
16.05.2016			
10.08.2016			
08.11.2016			
30.01.2017			
20.03.2017			
% of Attendance	100%	100%	100%

 = Present in Meeting

 = Absent in Meeting

B) STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholders' relationship committee is constituted with the provision of Regulation 20 of SEBI listing Regulations read with Section 178 of the Co. Act, 2013. The Committee is to look into the specific Complaints received from the Shareholders of the Company. Investor grievances are resolved by the Stakeholders Relationship Committee who operates subject to the overall supervision of the Board. The Committee meets on the requirement basis during the financial year to monitor and review the matters relating to investor grievances. During the year under review 3 (three) meeting of the Shareholders Relationship Committee were held on 14.07.2016; 27.09.2016 and 19.12.2016. The company had not received any complaints from its investors during the financial year 2016-17. At present there are no complaints pending to be resolved before SEBI SCORES.

The Composition of the said Committee is as follows:

Members	Designation	Category	Numbers of Meetings Attended	
			Held	Attended
Mr. Shrawan Kumar Jalan	Chairman	Non Executive & Independent	3	3
Mr. Basant Kumar Sharma	Member	Executive Director	3	3
Mr. Harshwant Joshi	Member	Non- Executive & Independent	3	3

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Date	Shrawan Kumar Jalan	Basant Kumar Sharma	Harshwant Joshi
	Chairman	Member	Member
14.07.2016			
27.09.2016			
19.12.2016			
% of Attendance	100%	100%	100%

 = Present in Meeting
















 = Absent in Meeting

C) NOMINATION AND REMUNERATION COMMITTEE :

The Nomination and Remuneration committee is constituted with the provision of Regulation 19 of SEBI Listing Regulations read with Section 178 of the Co. Act, 2013. The remuneration to Non-Executive Directors is decided by the Board of Directors as authorized by the Articles of Association of the Company and within the limits set out in Section 197 of the Companies Act, 2013. The committee evaluates and approves the appointment and remuneration of senior executives, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programs such as succession planning, employment agreements, severance agreements and any other benefits. During the year 5 (five) meetings of the remuneration committee was held on 29.04.2016; 01.07.2016; 08.11.2016; 30.01.2017 and 20.03.2017.

The Composition of the said Committee is as follows:

Members	Designation	Category	Numbers of Meetings Attended	
			Held	Attended
Mr. Harshwant Joshi	Chairman	Non Executive & Independent	5	5
Mr. Shrawan Kumar Jalan	Member	Non- Executive & Independent	5	5
Mr. Shankar Kumar Chakraborty	Member	Non- Executive & Independent	5	5

Date	Shrawan Kumar Jalan	Basant Kumar Sharma	Harshwant Joshi
	Chairman	Member	Member
14.07.2016			
27.09.2016			
19.12.2016			
19.12.2016			
19.12.2016			
% of Attendance	100%	100%	100%

 = Present in Meeting

 = Absent in Meeting

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

Details of remuneration and sitting fees paid to Directors:

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The remuneration policy supports such mobility through pay models that are compliant to local regulations. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Managing Director and the Executive Directors, subjected to the overall ceiling as stipulated in the Companies Act, 2013. Given below are the details of Remuneration paid to Executive Director & Key Managerial Personal (KMP) Viz., Managing Director, Company Secretary & CFO:

Name of Executive director & KMP	Designation	Total Salary paid during April, 2016 to March, 2017	Others
Basant Kumar Sharma	Managing Director	132000	00
Swapna Jain	Chief Financial Officer and Whole Time Director	72000	00
Reema Kejriwal	Company Secretary	180000	00

Compliance Officer:

Reema Kejriwal, Company Secretary, is the Compliance Officer for complying with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India and abroad.

3) GENERAL BODY MEETINGS

(a) (i) The details of Annual General Meetings held in the last three years are as under:-

<u>Financial Year</u>	<u>Date</u>	<u>Time</u>	<u>Venue</u>
2013-2014	24.09.2014	12.30 PM	"Community Hall", at 10, Debendra Ghosh Road, Ground Floor, Kolkata - 700 025
2014-2015	25.09.2015	01.30 PM	"Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001.
2015-2016	30.08.2016	01.00 PM	"Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001.

(ii) There were no Extra-Ordinary General Meeting held in the last three years:

(b) Whether any special resolutions passed in the previous 3 AGMs/EGMs :

Yes, details of which are given hereunder:-

<u>Date of AGM</u>	<u>Matter of Passing Special Resolution</u>
25 th September, 2015	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(c) Whether any special resolution passed last year through postal ballot and details of voting pattern?

During the Financial Year 2015-16 Special Resolution were not passed through Postal Ballot and the special Resolution passed at the last Annual General Meeting of the company were not put through Postal Ballot.

(d) Person who conducted the postal ballot exercise? - Not Applicable.

4) RIGHTS OF SHAREHOLDERS :

The Company is committed to facilitate the exercise of shareholders rights for voting on all crucial decisions, by making available voting through electronic means. The shareholders are given an opportunity at the general meetings to ask questions to the Board and the same are replied to by the Managing Director. Information regarding the general meeting is given to the shareholders in advance and no shareholder has any control disproportionate to their holdings. The Company has only one class of equity shares.

The shareholders have the right to appoint/re-appoint the Directors on the Board. The Company has a framework to avoid Insider trading and abusive self dealing. The Company has adopted the Code of Fair Disclosure Practices for Prevention of Insider Trading and the same has been put up on its website.

The Company respects the rights of its shareholders and provides effective redressed mechanism for violation of their rights, if any. All information is provided on the website of the Company on a timely and regular basis to enable the shareholders to participate in Corporate Governance process. The Company also encourages employee participation in the Corporate Governance process through a strong whistle blower mechanism and conducts regular trainings to ensure employees are aware of the options available to them.

The Company follows all disclosure requirements on all material matters and has a strong Board fully conversant with the requirements of law. The Board fulfils all the key functions as required by it and also does the needful to carry out its other responsibilities.

Company believes that Corporate Governance is a tool to generate long term wealth and create value for all its stakeholders be it shareholders, customers, creditors, employees etc.

5) MEANS OF COMMUNICATION :

The quarterly / half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed immediately after they have been taken on record by the Board. The same are usually published in Business Standard / Arthik Lipi Newspapers. The Company is also providing information relating to the material events from time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened. These results are not distributed / sent individually to the shareholders. A Management Discussion and Analysis Report forms part of Company's Annual Report

In terms of the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, the un-audited financial results as well as audited financial results and Shareholding Pattern and Corporate Governance Compliance and all important information are electronically submitted, unless there are technical difficulties and are displayed on our website i.e. <http://shreesecindia.com>

6) GENERAL SHAREHOLDER INFORMATION

(a) ANNUAL GENERAL MEETING :

AGM Date, Time and Venue	Tuesday, the 12th day of September, 2017 at 11.30 A.M. at "Conference Hall" 11, Clive Row, 5th Floor, Kolkata-700001.
	As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the AGM to be held on 12.09.2017
Financial Calendar	1st April, 2016 To 31st March, 2017
Date of Book Closure	06th Sept., 2017 to 12th Sept., 2017 (Inclusive of both days)
Listing on Stock Exchanges	1) BSE Limited [Scrip Code : 538975] Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Web: http://www.bseindia.com 2) The Calcutta Stock Exchange Limited [Scrip Code: 10029469] 7, Lyons Range, B. B. D. Bagh, Kolkata-700001, West Bengal
Demat ISIN No. for CDSL and NSDL	INE397C01018
Listing Fee	Paid to the exchanges for the year 2016-2017
Custodial Fees	Paid to the NSDL & CDSL for the year 2016-17
Registrar and Share Transfer Agents	Niche Technologies Pvt. Ltd. D-511, Bagri Market, 71, B. R. B. Road, 5Th Floor, Kolkata-700001. (W.B.) Tel.: +91 33 2235 7270 / 7271 Fax: +91 33 2215 6823 E-mail: nichetechpl@nichetechpl.com

(b) Market Price Data: High-Low During each month in the last Financial Year (In ₹)

The Market High & Low during the year are not available since the share have not been started to trade in the market. However, the company had obtained Trading approval from BSE Limited.

7) DISCLOSURES

During the financial year ended March 31, 2017 there were no materially significant related party transactions with the Company's Directors or their relatives. The Company has complied with all the statutory requirements comprised in the Listing Agreements/Regulations/Guidelines/Rules of the Stock Exchanges/SEBI/other Statutory Authorities.

8) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017:

<u>Slab</u>	<u>No. of Shareholders</u>		<u>No. of Ordinary Shares</u>	
	<u>Total</u>	<u>% of Shareholders</u>	<u>Total</u>	<u>% of Shareholders</u>
001-500	284	44.65	29537	0.04
501-1000	29	4.55	25414	0.03
1001-5000	115	18.09	308250	0.39
5001-10000	52	8.18	400170	0.50
10001-50000	77	12.11	1668504	2.09
50001-100000	12	1.89	857789	1.07
100001 and above	67	10.53	76510336	95.88
Total	636	100	79800000	100

Category of Shareholders as on 31st March, 2017 :

<u>CATEGORY</u>	<u>NO. OF SHARES</u>	<u>%</u>
Public	2240956	2.81
Domestic Bodies Corporate	53119194	66.56
Clearing Member & Clearing Corpo.	0	0
Promoters & Associates	24439850	30.63
TOTAL	79,800,000	100.000

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company is a Non deposit taking Non Banking Financial Company (“NBFC-ND”) registered under the category of **Loan Company with Reserve Bank of India**. The key areas of Management Discussion and Analysis are given below.

INDUSTRY STRUCTURE AND DEVELOPMENTS

During the fiscal year 2016-17, the Indian economy was under uncertainty of projected growth due to unstable economy & prospective government in the country. We faced significant strains in our growth rate as the same was in the Industry. There was a sharp decline in GDP rate from 7.93% in 2015-16 to 7.11% in 2016-17. The Indian economy grew at a rate of 7.11% during the financial year 2016-17. Containment of the fiscal and current account deficits in the coming months will provide a cushion to the Indian economy from further volatility. Inflation expectations have moderated and retail inflation stands at 3.98% in March 2017.

More than Rs. 60 billion has been allocated to rural housing in the Interim Budget for the financial year 2015-16. Interest subsidies for rural housing are also expected to bolster rural housing demand in the financial year 2015-16.

The Cabinet Committee on Investment (CCI) and the Project Monitoring Group (PMG) have cleared 296 projects at an estimated project cost of Rs. 6.6 trillion. As at end of March 2015 around 284 projects worth Rs. 15.6 trillion are under the consideration of the PMG. The recovery is likely to be supported by increased investment activity due to execution of stalled projects backed by business and consumer optimism.

The Manufacturing Purchasing Managers Index (PMI) has registered an increase on account of higher output and new orders in the last quarter of the financial year 2016-17. The rural demand base is likely to accelerate and external demand is expected to improve further during the financial year 2016-17, given the increase in global trade. Better exports, lower inflation and project clearances will translate into higher investments leading to an improved business environment in the coming years.

Banks and financial institutions broadly encompass the framework of the Indian financial system. The rapid rise of financial institutions was facilitated by simplified sanction procedures, flexibility and low-cost of operations. However, tighter liquidity conditions, stringent prudential norms and regulatory changes led to the survival of only a handful of Non-Banking Financial Companies (NBFCs) to partner in the financial inclusion of the country.

THE INDIAN NBFC SECTORAL PERFORMANCE REPORT

The NBFC sector in India is integral to the financial framework of the country. Compared to the global standards, the size of the industry is relatively small. However, the industry has witnessed a Compounded Annual Growth Rate (CAGR) of 22% during March 2007 to March

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2014, when the country's Gross Domestic Product (GDP) slowed down to 4.5% in financial year 2013-14 from 9.6% in financial year 2007-08.

Retail credit growth for NBFCs slowed considerably in financial year 2014-15 with the sluggish economy and high interest rates adversely affecting the demand for credit. The persistent challenges in the operating environment resulted in higher delinquency levels for the NBFCs.

The NBFCs continue to play a key role in the development of the country by being present in under-banked and unbanked regions and participating in inclusive growth. Since the Company is engaged primarily in the business of financing and accordingly there are no separate reportable segments.

COMPANY OVERVIEW & OUTLOOK

At Shree Securities Limited ('SSL' or 'the Company'), we strongly believe in building a strong financial community. Our ethos and promise of true financial inclusion in the country makes us one of India's prime NBFCs. We not only provide 'credit' to people but also 'confidence' who do not have access to organized financial services. We believe in providing loans not for consumption, but primarily for income generation.

The economic slowdown had a significant bearing on the functioning and profitability of NBFCs in the medium term. But it has been estimated that in the long run there are vast opportunities for NBFCs. Hence, the Company is expecting to improve its performance and profitability in years to come.

STRENGTHS :

At SSL we provide financial services through simple processes and simple procedures in sanction and disbursement of credit as well as timely, friendly and flexible terms of repayment aligned to the unique features of its clientele. Easy and fast appraisal and disbursements make the Company the preferred choice for many of its customers Customer Insight:

WEAKNESS :

The Company does not have strong network & link at remote areas of villages. The Company has significant business presence in the state of West Bengal only. The Company does not have all India based network and establishments to reach out to large segment of people in the country in both semi-urban and rural areas whereas more than 90% of the unorganized sector has no link with banks and 60% of the rural consumers do not have bank accounts.

CHALLENGES :

Newer regulatory updates pose a constant challenge for smooth operations of the Company. With constant updates governing the functional aspects of financial institutions, there lie unseen challenges in the coming years. Focus on a particular market segment might affect the Company's portfolio & sustainability.

OPPORTUNITIES :

Business opportunities for finance companies are enormous as the new areas and segments are being explored. A larger segment of customers remain un-served by Banks and large sized Finance Companies. Your Company on its part is also well poised to seize new opportunities as they come. A rural middle income boom has led to rise in rural incomes. This has been fuelled by increased support prices and welfare schemes initiated by the government. Per capita Gross Domestic Product has grown faster in India's rural areas than in its urban centers. New opportunities like home equity, personal finance, and a foray into factoring and bill payment for the rural hard-to-reach customer may take the Company to new scales of success.

Rising per capita income and stability in economic growth have played a role in increasing the pace of urbanization in the country. One of the notable factors behind the growth in the housing industry has been easy availability of finance. Availability of low interest rate finance has increased disbursement of loans among several financial players. As on 31st March 2013, finance penetration in urban areas stood at 41.2%, which is expected to increase to 47% by 31st March 2018. In contrast, housing finance penetration in rural areas stands at a mere 8.3% as on 31st March 2013, with expectations to rise to 9.4% by 31st March 2018.

As per CRISIL estimates, housing finance disbursements are projected to grow at a CAGR of about 15 to 16% to reach Rs. 4,947 billion by Fiscal 2018. Improvements in the macro-economic scenario, demographic changes in population, changing age-mix and increasing nuclearisation of families are some of the factors that are expected to drive the growth of the housing industry in India.

THREATS

The major threat being faced by finance companies are regulatory changes, interest rates hiked by RBI, high inflation etc. The Company is also facing stiff competition from banks / financial institutions due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate.

Higher cost of funds might lead to reduced bottom line for the Company. Also, a lesser interest spread, or higher cost of lending might lead to customers turning away to cheaper source of funds. Asset quality deterioration may not only wipe the profits out of the Company but eat into its net worth. The Company must ensure it maintains minimal delinquency levels.

RISKS & CONCERNS

As a NBFC, your Company's growth and profitability are dependent on the functioning of Capital Markets. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by

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incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

HUMAN RESOURCES

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

FINANCIAL PERFORMANCE

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

For and on behalf of Board of Directors

Place : Kolkata

Date : 22nd day of May, 2017

(Basant Kumar Sharma)

Managing Director

DIN : 00084604

Annexure-I

CEO and CFO Certification

We, Basant Kumar Sharma, Chief Executive Officer and Swapna Jain, Director and Chief Financial Officer certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the financial year 2016-17 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or Contain statements that might be misleading ;
 - ii. these statements together present a true and fair view of the Company's affairs and comply with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- d) i) There has not been any significant changes in the internal control during the year;
ii) There has not been any significant changes in the accounting policies during the year, required disclosure in the notes to the financial statements; and
iii) We are not aware of any instances of significant fraud and the involvement therein of the management or an employee having a significant role in the Company's internal control system.

For and on behalf of board of directors

Basant Kumar Sharma
(Managing Director and
Chief Executive Officer)
DIN : 00084604

Swapna Jain
(Chief Financial Officer
and Whole Time Director)
DIN : 06995389

Place : Kolkata

Date : 22nd day of May, 2017.

Annexure-II

**Declaration regarding Compliance by Board Members and Senior
Management Personnel with the Company's Code of Conduct**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non Executive Directors and Independent Directors. These Codes are available on the website of the Company : (<http://www.shresecindia.com/file/2016/may/CodeofConductofBoardofDirectorsandSeniorManagementPerson.pdf>).

I confirm that the Company has in respect of the year ended March 31, 2017, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Place: Kolkata

Date : 22nd day of May, 2017

Basant Kumar Sharma
Managing Director and C.E.O
DIN : 00084604

Auditors' Certificate on Compliance with the conditions of Corporate Governance as stipulated in the Listing Agreement

To,
The Members of
SHREE SECURITIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **Shree Securities Limited ("the Company")** for the year ended on **31st March, 2017**, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions 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 of the Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **MAROTI & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 322770E

Place : **Kolkata**
Date : **22nd May, 2017**

M.K.MAROTI
Partner
Membership No: 057073

INDEPENDENT AUDITORS' REPORT

To the Members of
SHREE SECURITIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of SHREE SECURITIES LIMITED (the Company'), which comprise the balance sheet as at 31st March 2017, the Statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, 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 misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidences we have obtained are 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, of the state of affairs of the Company as at 31st March 2017 and its Profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
- 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 the written representations received from the directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors are disqualified as on 31st 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"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations which would impact its financial position.
 - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
 - c. There were no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and

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relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

For **MAROTI & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 322770E

M.K.MAROTI
Partner
Membership No: 057073

Place : **Kolkata**
Date : **22nd May, 2017**

ANNEXURE "A" TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2017, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
2. The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (₹-the Act). Accordingly, this clause is not applicable.

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. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
5. The Company has not accepted any deposits from the public. Accordingly, the Directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the company for the year under audit.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.
7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date of becoming payable.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
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.

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10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
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 and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
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 already registered under section 45-IA of the Reserve Bank of India Act 1934 as NBFC company.

For **MAROTI & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 322770E

M.K.MAROTI
Partner
Membership No: 057073

Place : **Kolkata**
Date : **22nd May, 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 **SHREE SECURITIES LIMITED** ("the Company") as of 31st March, 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 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 **MAROTI & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 322770E

Place : **Kolkata**
Date : **22nd May, 2017**

M.K.MAROTI
Partner
Membership No: 057073

Auditors' Certificate on Non Banking Financial Companies

To
The Board of Directors,
M/s. SHREE SECURITIES LIMITED

As required under Non Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008 and on the basis of information and explanation given to me, We report that:

3A)

1. The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Reserve Bank of India.
2. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2017 in our opinion the Company is entitled to continue to hold such certificate of Registration in terms of its asset / income pattern.
3. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2017 in our opinion the Company may be classified as **INVESTMENT COMPANY**.

3C)

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits.
2. The Company has not accepted any deposit from the public during the year ended 31st March, 2017.
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions - 2007.
4. The Company is not a systematically Important Company as defined in Paragraph 2(1)(XIX) of the Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

For **MAROTI & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 322770E

M.K.MAROTI
Partner
Membership No: 057073

Place : **Kolkata**
Date : **22nd May, 2017**

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 the previous reporting period
		₹	₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	79,80,00,000	79,80,00,000
(b) Reserves and Surplus	3	15,79,19,360	15,74,48,114
(2) Non Current Liabilities			
(a) Deferred Tax Liabilities (Net)	4	-	-
(b) Long Term Provisions	5	22,99,089	16,42,210
(3) Current Liabilities			
(a) Other Current Liabilities	6	67,970	5,25,345
(b) Short-term Provisions	7	2,72,498	7,99,802
TOTAL		95,85,58,917	95,84,15,471
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
Tangible Assets	8	2,020	5,484
(b) Non-current Investments	9	74,79,25,005	76,49,35,005
(c) Long Term Loans and Advances	10	20,13,39,621	1,56,70,100
(d) Deferred Tax Assets (Net)	4	842	756
(2) Current assets			
(a) Short-term Loans and Advances	11	35,12,760	17,17,69,463
(b) Cash and Cash Equivalentents	12	38,47,706	53,89,992
(c) Other Current Assets	13	19,30,963	6,44,671
TOTAL		95,85,58,917	95,84,15,471
SIGNIFICANT ACCOUNTING POLICIES	1	For and on behalf of the Board Basant Kumar Sharma Managing Director (DIN : 00084604) Swapna Jain Chief Financial Officer & WTD (DIN : 06995389) Reema Kejriwal Company Secretary	
OTHER NOTES ON ACCOUNTS	20		
<i>In terms of our report of even date</i> FOR MAROTI & ASSOCIATES (Chartered Accountants) Firm Reg. No : 322770E M. K. MAROTI Partner M. No. : 057073			
Date : 22nd day of May, 2017 Place : Kolkata			

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STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

	PARTICULARS	Note No	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
			₹	₹
I	REVENUE FROM OPERATIONS	14	4,37,82,496	58,32,984
II	OTHER INCOME	15	14,162	6,189
III	TOTAL REVENUE (I + II)		4,37,96,658	58,39,173
IV	EXPENSES			
	Purchases		4,13,89,200	-
	Employee Benefit Expenses	16	6,00,000	5,25,000
	Depreciation and Amortization Expense	17	3,464	9,403
	Other Expenses	18	9,12,632	38,91,981
	TOTAL EXPENSES		4,29,05,296	44,26,384
	Profit Before Exceptional Items		8,91,362	14,12,789
	Less : Exceptional Items		-	56,180
V	Profit Before Tax		8,91,362	13,56,609
VI	TAX EXPENSES			
	a Current Tax		(2,66,337)	(2,84,493)
	b Deferred Tax		86	453
	c Tax for Earlier Year		-	-
VII	PROFIT / (LOSS) FOR THE PERIOD		6,25,111	10,72,569
VIII	Earning Per Equity Share			
	a Basic	19	0.008	0.013
	b Diluted	19	0.008	0.013

SIGNIFICANT ACCOUNTING POLICIES

1

For and on behalf of the Board

OTHER NOTES ON ACCOUNTS

20

In terms of our report of even date
FOR MAROTI & ASSOCIATES
(Chartered Accountants)
 Firm Reg. No : 322770E

Basant Kumar Sharma
 Managing Director
 (DIN 00084604)

M. K. MAROTI
 Partner
 M. No. : 057073

Swapna Jain
 Chief Financial Officer & WTD
 (DIN : 06995389)

Reema Kejriwal
 Company Secretary

Date : 22nd day of May, 2017.

Place : Kolkata



NOTE - 1**Significant Accounting Policies :****01. ACCOUNTING CONVENTIONS :**

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 2013 and applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

02. FIXED ASSETS :

Fixed assets are stated at cost less accumulated depreciation and impairment if any. Cost comprises the purchase price inclusive of duties, taxes, and incidental expenses upto the date, the asset is ready for its intended use.

03. DEPRECIATION :

Depreciation on Fixed Assets has been provided based on useful life assigned to each asset prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal.

In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

04. IMPAIRMENT OF FIXED ASSETS :

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its receive after impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

05. EARNING PER SHARE :

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

06. INVESTMENTS :

Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investments. All other Investments are classified as Non Current Investments. Current Investments are stated at lower of cost and market rate on an individual investment basis. Non Current Investments are considered 'at cost' on individual investment basis, unless there is a decline other than temporary in the value, in which case adequate provision is made against such diminution in the value of investments.

07 RECOGNITION OF INCOME & EXPENDITURE :

Income and expenditure are accounted for on accrual basis . Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive.

08 CONTINGENCIES :

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and material effect on the position stated in the Balance Sheet.

09 PROVISIONING FOR STANDARD ASSETS :

The Reserve Bank of India vide Notification No. DNBR (PD) CC.No.002/03.10.001/2014-15 Dated NOVEMBER 10,2014 has issued direction to all NBFCs to make provision of 0.35% on STANDARD ASSETS with immediate effect. Accordingly the Company has made provision @ 0.35% on Standard Assets in accordance therewith.

10 PROVISIONING FOR DEFERRED TAXES :

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

11 TAXES ON INCOME :

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

NOTE - 2 SHARE CAPITAL Authorised 7,98,05,000 (P.Y. 7,98,05,000) Equity Shares of Rs.10/- each Issued, Subscribed & Paid up 7,98,00,000 (P.Y. 7,98,00,000) Equity Shares of Rs.10/- each	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
	79,80,50,000	79,80,50,000
	79,80,00,000	79,80,00,000
	79,80,00,000	79,80,00,000

A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	7,98,00,000	79,80,00,000	7,98,00,000	79,80,00,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	7,98,00,000	79,80,00,000	7,98,00,000	79,80,00,000

B. TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity share having par value of Rs.10/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

C. Details of shareholders holding more than 5% shares of the Company

NAME OF THE SHAREHOLDER	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	%	Nos	%
(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)				
MEGHSHREE CREDIT PRIVATE LIMITED	1,70,49,850	21.37	1,70,49,850	21.37
FABER TREXIM PRIVATE LIMITED	70,37,300	8.82	70,37,300	8.82

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares

D. SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Out of the above 74800000 (P.Y. 74800000) Equity Shares have been issued for consideration other than cash.

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**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 3		
RESERVE & SURPLUS		
Amalgamation Reserve		
OP. Balance	16,11,34,330	16,11,34,330
A	16,11,34,330	16,11,34,330
Special Reserve		
OP. Balance	4,10,894	1,96,380
Add : Created during the year	1,25,022	2,14,514
B	5,35,916	4,10,894
Profit & Loss Account		
OP. Balance	(40,97,110)	(44,49,271)
Add : Profit for the year	6,25,111	10,72,569
Less : Transferred to Special Reserve	(1,25,022)	(2,14,514)
Add : Contingency provision for standard Assets	(1,53,865)	(5,05,894)
C	(37,50,886)	(40,97,110)
TOTAL (A+B+C)	15,79,19,360	15,74,48,114
NOTE - 4		
NON CURRENT LIABILITIES		
DEFERRED TAX LIABILITIES		
TIMING DIFFERENCE		
Op. Balance	59	512
Add : Generated	-	-
Less: Reversed	-	(453)
Cls . Balance	59	59
DEFERRED TAX ASSETS		
Opening Balance	815	815
Add : Generated	86	-
Less: Reversed	-	-
Closing Balance	901	815
Net Deferred Tax Assets/(liabilities)	842	756

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

<u>Particulars</u>	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<u>NOTE - 5</u>		
<u>LONG TERM PROVISIONS</u>		
Provision for Loss Assets	16,00,000	16,00,000
Contingency Provision for Standard Assets	6,99,089	42,210
	22,99,089	16,42,210
<u>NOTE - 6</u>		
<u>OTHER CURRENT LIABILITIES</u>		
TDS Payable	5,000	1,11,500
Professional Tax Payable	220	220
Commission Payable	-	3,60,000
Liabilities For Expenses	62,750	53,625
	67,970	5,25,345
<u>NOTE - 7</u>		
<u>SHORT TERM PROVISION</u>		
Provision for Taxation For Current Year	2,60,203	2,84,493
Contingency Provision for Standard Assets	12,295	5,15,309
	2,72,498	7,99,802

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**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

Note -8

Fixed Assets

Description	Gross Block			Depreciation			Net Block		
	As at 01.04.16	Addition	Deletion	As at 31.03.17	Up to 31.03.16	For the year	Up to 31.03.17	As at 31.03.17	As at 31.03.16
Tangible assets									
Computer	99,000	-	-	99,000	93,516	3,464	96,980	2,020	5,484
Total	99,000	-	-	99,000	93,516	3,464	96,980	2,020	5,484
Previous Year	99,000	-	-	99,000	84,113	9,403	93,516	5,484	-

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

NOTE - 9

NON CURRENT INVESTMENTS

(Long Term, Non Trade, Valued at Cost)

Particulars	Face Value	Figures as at the end of current reporting period		Face Value	Figures as at the end of the previous reporting period	
		NO. OF SHARES	₹		NO. OF SHARES	₹
QUOTED SHARES						
Mangalam Industrial Finance Ltd.	1	50,75,000	1,52,25,000	10	10,74,500	3,22,35,000
SUB TOTAL :		50,75,000	1,52,25,000		10,74,500	3,22,35,000
UNQUOTED SHARES						
In others						
Rabirun Vinimay Pvt. Ltd.	10	68,62,500	27,45,00,000	10	68,62,500	27,45,00,000
BRG Iron & Steel Co. Pvt. Ltd.	10	3,05,46,667	45,82,00,005	10	3,05,46,667	45,82,00,005
SUB TOTAL :		3,74,09,167	73,27,00,005		3,74,09,167	73,27,00,005
GRAND TOTAL :		4,24,84,167	74,79,25,005		3,84,83,667	76,49,35,005
MARKET VALUE QUOTED SHARE :			80,69,250			11,56,16,200
BOOK VALUE QUOTED SHARE :			1,52,25,000			3,22,35,000

<u>Particulars</u>	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 10		
<u>LONG TERM LOANS & ADVANCES</u>		
(Unsecured, Considered good)		
Loans - Standard Assets	19,97,39,621	1,40,70,100
Loans - Loss Assets	16,00,000	16,00,000
	20,13,39,621	1,56,70,100
NOTE - 11		
<u>SHORT TERM LOANS & ADVANCES</u>		
(Unsecured, Considered good)		
Loans - Standard Assets	35,12,760	17,17,69,463
	35,12,760	17,17,69,463
NOTE - 12		
<u>CASH & CASH EQUIVALENTS</u>		
Cash in hand (As certified)	62,470	1,92,611
Balances with Schedule Bank in Current Account	37,85,236	51,97,381
	38,47,706	53,89,992
NOTE - 13		
<u>OTHER CURRENT ASSETS</u>		
Tax Deducted At Source	19,10,063	6,23,771
Deposits	20,900	20,900
	19,30,963	6,44,671
NOTE - 14		
<u>REVENUE FROM OPERATIONS</u>		
Sale of Equity shares	2,70,60,427	-
Interest	1,67,22,069	58,32,984
	4,37,82,496	58,32,984
NOTE - 15		
<u>OTHER INCOME</u>		
Interest on Income Tax Refund	12,662	6,189
Liabilities no longer required written back	1500	-
	14,162	6,189
NOTE - 16		
<u>EMPLOYEE BENEFIT EXPENSES</u>		
Salary & Bonus	4,68,000	3,93,000
Directors Remuneration	1,32,000	1,32,000
	6,00,000	5,25,000
NOTE - 17		
<u>DEPRECIATION & AMORTISATION</u>		
Depreciation	3,464	9,403
	3,464	9,403

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<u>Particulars</u>	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<u>NOTE - 18</u>		
<u>OTHER EXPENSES</u>		
Advertisement Expenses	58,056	67,726
Payment to Auditors		
<i>As Audit Fees</i>	28,750	28,625
<i>for Tax Audit Fees</i>	11,500	-
Bank Charges	524	1,719
Secretarial Audit Fees	15,000	15,000
Certification Fees	10,000	10,000
Computer Maintenance	12,000	12,000
Commission paid	-	17,80,000
Demat Expenses	875	674
Depository Expenses	2,07,250	1,71,750
E-Voting Expenses	5,750	6,840
Filing Fees	39,200	12,000
Internal Audit Fees	5,000	5,000
Legal & Professional Expenses	70,151	55,637
Listing Fees	2,87,968	3,33,147
Loss on F&O	-	12,16,995
Meeting Expenses	4,260	8,879
Miscellaneous Expenses(Incl. Intt. on TDS & Prof. Tax)	29,043	27,757
Postage & Telegram	25,191	28,165
Printing & Stationery	64,340	78,276
Rates & Taxes	5,750	5,750
Sitting Fees	-	2,000
Telephone Expenses	2,612	-
Transfer Agent Fees	22,900	18,063
Website Expenses	6,512	5,978
	9,12,632	38,91,981
<u>NOTE - 19</u>		
<u>EARNING PER SHARE</u>		
Net Profit after tax as per Statement of Profit and Loss (A)	6,25,111	10,72,569
weighted Average number of equity shares outstanding (B)	7,98,00,000	7,98,00,000
Basic and Diluted Earnings per share (₹) [A/B]	0.008	0.013
Face value per equity share (₹)	10	10

NOTE-20 OTHER NOTES ON ACCOUNTS

- i Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision / payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
- ii Loans & advances balances are subject to confirmation by the respective parties.
- iii The management has assessed that there is no impairment of Fixed Assets requiring provision in the Accounts. Accordingly, there is no debit to the Statement of Profit & Loss for the impairment of Assets.
- iv The Company has complied the revised Accounting Standard - 15 "Employee Benefits" notified under the Companies (Accounting Standards) Rules, 2006. There is no present obligation of any post employment benefit including gratuity during the year. Therefore no actuarial gain or loss arose at the end of the year.
- v **Segment Report :**
The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.

vi Related Party Disclosure :

As per accounting standard 18 the information for related parties is given below:

Name of the related parties

ASSOCIATES - None

SUBSIDIARIES - None

KEY MANAGEMENT PERSONNEL (KMP)

- 1. Basant Kumar Sharma - Managing Director
- 2. Swapna Jain - Chief Financial Officer
- 3. Reema Kejriwal - Company Secretary

RELATIVES OF (KMP) - None

ENTERPRISE IN WHICH KMP AND THEIR RELATIVES HAS SUBSTANTIAL INTEREST - None

RELATED PARTY TRANSACTION

Sl. No.	Nature of Transaction	Relation	31.03.2017 (Rs)	31.03.2016 (Rs)
	Directors Remuneration			
1	Basant Kumar Sharma	Managing Director	1,32,000	1,32,000
	Salary			
1	Swapna Jain	Chief Financial Officer	72,000	72,000
2	Rajendra Kumar Mohanty	Company Secretary	-	15,000
3	Sangeeta Roy	Company Secretary	-	22,500
4	Reema Kejriwal	Company Secretary	1,80,000	67,500

vii The Company has Complied this information based on the current information in its possession. As at 31.03.2017, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under Micro, Small and Medium Enterprise Development Act, 2006.

Amount due to Micro Small and Medium Enterprises as on 31.03.2017 Rs. NIL (P.Y. Rs. NIL)

viii The company has made 100% provision in respect of certain Loans & Advances which is considered as loss asset by the management.

ix	Particulars	2016-2017	2015-2016
	C.I.F. Value of Imports	NIL	NIL
	F.O.B. Value of Exports	NIL	NIL
	Expenditure in Foreign Currency	NIL	NIL
	Income in Foreign Currency	NIL	NIL

X No provisions has been made for fall, if any, in the market value of quoted securities or break- up value of unquoted securities, held as Investments, diminution where, if any, is not permanent in nature.

xi During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	-	8,848	8,848
(+) Permitted receipts	-	1,50,000	1,50,000
(-) Permitted payments	-	43,379	43,379
Closing cash in hand as on 30.12.2016	-	1,15,469	1,15,469

** For the purpose of this clause, the term "Specified bank Notes" shall have the same meaning provided in the notification of the Government of India in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 8th November, 2016.

xii No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.

xiii No provision has been made on account of gratuity as there are no employees who have completed the required number of years as per the Payment of Gratuity Act, 1972.

xiv Deferred Taxation :

The Company will recognise the deferred tax liabilities/assets on the temporary differences for the period in which there is virtual certainty of future income by way of prudence in accordance with the Indian Accounting Standards - 12 " Income Taxes " issued by the Institute of Chartered Accountants of India.

xv The company has considered Tax Credit on income received on the basis of income recongnised by it in the Books . However the same is subject to confirmation by the appropriate authorities. Any difference will be accounted for in subsequent accounting year.

xvi Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.

xvii Particulars required to be furnished by the NBFCs as per paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by the RBI are given as per Annexure attached hereto.

For and on behalf of the Board

In terms of our report of even date

Basant Kumar Sharma
 Managing Director
 (DIN : 00084604)

FOR MAROTI & ASSOCIATES
(Chartered Accountants)
 Firm Reg. No : 322770E

Swapna Jain
 Chief Financial Officer & WTD
 (DIN : 06995389)

M. K. MAROTI
 Partner
 M. No.: 057073

Reema Kejriwal
 Company Secretary

Date : 22nd Day of May, 2017
Place : Kolkata

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

		Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
		₹		₹	
1.	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit/(Loss) before Tax (a)		8,91,362		13,56,609
	Less:				
	Interest on IT Refund	(12,662)		(6,189)	
	Add :				
	Depreciation	3,464		9,403	
	Sub Total - (b)		(9,198)		3,214
	Operating Profit before Working Capital Changes		8,82,164		13,59,823
	Adjustments :				
	Increase/ (Decrease) in Current Liabilities	(4,57,375)		2,96,905	
	(Increase) / Decrease in Loans & advances	(1,74,12,818)		(16,79,86,084)	
	Sub Total - (c)		(1,78,70,193)		(16,76,89,179)
	Less: Taxes paid		(1,69,88,029)		(16,63,29,356)
	Net Cash from Operating Activities A		(15,64,257)		(4,01,785)
2.	CASH FLOW FROM INVESTING ACTIVITIES				
	(Increase) / Decrease in Investment	1,70,10,000		16,91,14,550	
	Net Cash from Investing Activities B		1,70,10,000		16,91,14,550
3.	CASH FLOW FROM FINANCING ACTIVITIES				
	Increase/(Decrease) in Borrowings	-		-	
	Net Cash from Financing Activities C		-		-
	Net Increase in Cash/Cash Equivalent A+B+C		(15,42,286)		23,83,409
	Cash/Cash Equivalents (Opening)		53,89,992		30,06,583
	Cash/Cash Equivalents (Closing)		38,47,706		53,89,992

1 **Note :** The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard-3 on Cash Flow Statements

Break up of cash and cash equivalents		Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
		₹	₹
2	Cash in Hand	62,470	1,92,611
	Cash at Bank	37,85,236	51,97,381
		38,47,706	53,89,992

For and on behalf of the Board

In terms of our report of even date

Basant Kumar Sharma
Managing Director
(DIN 00084604)

For MAROTI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FIRM REG NO : 322770E

Swapna Jain
Chief Financial Officer & WTD
(DIN : 06995389)

M. K. Maroti
Partner
M. No. 057073

Reema Kejriwal
Company Secretary

Date : 22nd day of May, 2017
Place : Kolkata



ANNEXURE REFERRED TO IN NOTE NO. 20 (xvii) TO ACCOUNT ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS AS ON 31.03.2017.				
AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON-BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2007				
PARTICULARS			(₹ In Lakhs)	
1.	LIABILITIES SIDE :			
	LOANS AND ADVANCES AVAILED BY THE NBFCS INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID		Amount Outstanding	Amount Overdue
	a)	DEBENTURES : SECURED	Nil	NIL
		UNSECURED (Other than falling within the meaning of public deposits)	Nil	NIL
	b)	DEFERRED CREDITS	Nil	NIL
	c)	TERM LOANS	Nil	NIL
	d)	INTER - CORPORATE LOANS AND BORROWINGS	Nil	NIL
	e)	COMMERCIAL PAPER	Nil	NIL
	f)	PUBLIC DEPOSITS	Nil	NIL
	g)	OTHER LOANS (SPECIFY NATURE)	Nil	NIL
		• Please see Note - 1 below		
2.	ASSETS SIDE :			
	BREAK-UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW:			Amount Outstanding
		• SECURED		NIL
		• UNSECURED		2048.52
3.	BREAK-UP OF LEASED ASSETS AND STOCK ON HIRE AND HYPOTHECATION LOANS COUNTING TOWARDS EL/HP ACTIVITIES			
	i)	LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS		
		• FINANCIAL LEASE		NIL
		• OPERATING LEASE		NIL
	ii)	STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS		
		• ASSETS ON HIRE		NIL
		• REPOSSESSED ASSETS		NIL
	iii)	HYPOTHECATION LOANS COUNTING TOWARDS EL/HP ACTIVITIES		
		• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED		NIL
		• LOANS OTHER THAN (A) ABOVE.		NIL

6.	INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED)		
	CATEGORY	MARKET VALUE/ BREAK-UP OF FAIR VALUE OR NAV	BOOK VALUE (NET OF PROVISIONS)
	1. RELATED PARTIES **		
	A) SUBSIDIARIES	NIL	NIL
	B) COMPANIES IN THE SAME GROUP	NIL	NIL
	C) OTHER RELATED PARTIES (ASSOCIATES)	NIL	NIL
	2. OTHER THAN RELATED PARTIES	7407.69	7479.25
	TOTAL	7407.69	7479.25
7.	OTHER INFORMATIONS		
	PARTICULARS		<u>AMOUNT</u>
	I) GROSS NON - PERFORMING ASSETS		
	A) RELATED PARTIES		NIL
	B) OTHER THAN RELATED PARTIES		16.00
	II) NET NON PERFORMING ASSETS		
	A) RELATED PARTIES		NIL
	B) OTHER THAN RELATED PARTIES		16.00
	III) ASSETS ACQUIRED IN SATISFACTION OF DEBT		NIL

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FORM NO. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies Share Capital and Debentures) Rules, 2014]

To,

Shree Securities Limited

3, Synagogue Street, 3rd Floor, Room No. 18G,
Kolkata- 700 001.

I am / We are _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) e-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name:
Address:

Name of Security Holder(s)

Signature

Witness with name and address

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1	Please read the instructions given below very carefully. If the form is not filed as per instructions, the same will be rejected.
2	The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate.
3	If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
4	A nomination must be witnessed by two witnesses. A nomination form not witnessed by two witnesses will be rejected.
5	A minor can be nominated and in that case the name and address of the Guardian shall be given by the holder.
6	The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
7	Transfer of Shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
8	Only one person can be nominated for a given folio.
9	Details of all holders in a folio need to be filed; else the nomination will be rejected.
10	The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee/guardian.
11	Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
12	The intimation regarding nomination / nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
13	Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
14	The Company will not entertain any claims other than those of a registered nominee.
15	The nomination can be varied or cancelled by executing fresh nomination form.
16	For shares held in dematerialised form nomination is required to be filled with the Depository Participant.

FOR OFFICE USE ONLY

Nomination Registration Number	
Date of Registration	
Checked By (Name and Signature)	

--: E-MAIL ADDRESS REGISTRATION FORM :-

(In term of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011
Respectively Issued by Ministry of Corporate Affairs, Government of India)

(For shares held in physical form)

Niche Technologies Pvt. Ltd

D-511, Bagree Market,
71, B. R. B. Road, 5th Floor,
Kolkata - 700 001

I/We, Member(s) of **Shree Securities Limited**, hereby give my/our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) that the Ministry of Corporate Affairs may allow to be sent in electronic mode.

I/We request you to note my/our e-mail address as mention below. If there is any change in the e-mail address, I/We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	

Place :

Date :

(Signature of first/sole Member)

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Book Post

If undelivered please return to:

SHREE SECURITIES LIMITED

CIN : L65929WB1994PLC061930

Regd. Office : 3, Synagouge Street, 3rd Floor, Room No. 18G, Kolkata - 700001

E-mail: ssl_1994@yahoo.co.in Website : www.shresecindia.com

Phone: +91 33 2231 3366-67

